



## ELITECON INTERNATIONAL LIMITED

**Registered and Corporate Office:** 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, East Delhi, Delhi-110092

**Telephone:** +91-9871761020; **E-mail** [admin@eliteconinternational.com](mailto:admin@eliteconinternational.com); **Website:** [www.eliteconinternational.com](http://www.eliteconinternational.com); **CIN:** L16000DL1987PLC396234

Elitecon International Limited (the "Company") was incorporated as Kashiram Jain and Company Limited, under the Companies Act, 1956 pursuant to a certificate of incorporation dated December 15, 1987 issued by the Registrar of Companies, Assam, Meghalaya, Manipur, Tripura, Nagaland, Arunachal Pradesh & Mizoram, Shillong ("RoC") and commenced its business on April 08, 1988 pursuant to a certificate of commencement of business issued by the RoC. The name of the Company was changed from "Kashiram Jain and Company Limited" to "Elitecon International Limited" and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Shillong on November 07, 2019. For further details, see "General Information" on page 186.

One of our Promoters M/s DUC Education Foundation is offering 1,87,400 (One Lakh Eighty-Seven Thousand Four Hundred only) Equity Shares (as defined below) at a price of Rs. 30 (Rupees Thirty Only) per Equity Share (the "Offer for Sale Price"), including a premium of Rs 20 (Rupees Twenty Only) per Equity Share, aggregating to approximately Rs. 56,22,000 (Rupees Fifty-Six Lakhs Twenty-Two Thousand Only) (the "Offer for Sale") to comply with the requirements of Regulation 38 of SEBI (LODR) Regulations, 2015 since the public shareholding is below the minimum public shareholding requirement specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957. For further details, see "Summary of the offer" on page 27.

THIS OFFER FOR SALE IS BEING UNDERTAKEN IN ORDER TO ACHIEVE THE MINIMUM LEVEL OF PUBLIC SHAREHOLDING MANDATED UNDER RULES 19(2)(B) AND RULE 19A OF THE SECURITIES CONTRACTS (REGULATION) RULES, IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND SEBI CIRCULAR NO. CIR/MRD/DP/ 18

/2012 DATED JULY 18, 2012 READ WITH SEBI CIRCULAR NO. SEBI/HO/CFD/CMD/CIR/P/43/2018 DATED FEBRUARY 22, 2018 AND SEBI CIRCULAR NO. CIR/CFD/CMD/14/2015 DATED NOVEMBER 30, 2015 AND APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT").

The equity shares of our Company having a face value of Rs.10 each (the "Equity Shares") are listed on BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE") ("BSE", together with CSE, the "Stock Exchanges"). The last traded price of the outstanding Equity Shares on BSE as on March 16, 2021, was Rs. 10.50 per Equity Share. BSE, vide its email confirmation dated March 14, 2023 has confirmed and taken on record the submissions made by the Book Running Lead Manager with reference to the proposed Offer for Sale through QIP by Elitecon International Limited. Our Company shall make application to BSE for obtaining the final approval for the Equity Shares to be offered pursuant to the Offer for Sale. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed or reports contained herein.

### OUR COMPANY HAS PREPARED THIS PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED OFFER FOR SALE.

Except for this Placement Document, the information on our Company's website or any website directly or indirectly linked to our Company's website or the websites of the Book Running Lead Manager (as defined hereinafter) and their respective affiliates or agents does not form part of this Placement Document, and prospective investors should not rely on such information contained in, or available through, such websites for their investment in this Offer for Sale. A copy of this Placement Document (which includes disclosures prescribed under Form PAS-4 (as defined hereafter)) has been delivered to BSE and a copy of the Placement Document (which shall also include disclosures prescribed under Form PAS-4) will be delivered to BSE in due course. This Placement Document has not been reviewed by SEBI, the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs (as defined hereinafter). This Placement Document has not been and will not be filed as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

THE OFFER FOR SALE AND THE DISTRIBUTION OF THIS PLACEMENT DOCUMENT IS BEING MADE TO ELIGIBLE QIBs (AS DEFINED HEREINAFTER) IN RELIANCE UPON CHAPTER VI OF THE SEBI ICDR REGULATIONS AND APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR. THE OFFER FOR SALE DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR TO ANY OTHER PROSPECTIVE INVESTOR OR CLASS OR CATEGORY OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN ELIGIBLE QIBs. THIS PLACEMENT DOCUMENT SHALL BE CIRCULATED ONLY TO SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES.

YOU MAY NOT AND ARE NOT AUTHORISED TO (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENT OR UTILISE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE OFFER FOR SALE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN VIOLATION OF THE COMPANIES ACT, SEBI ICDR REGULATIONS OR OTHER APPLICABLE LAWS OF INDIA AND OF OTHER JURISDICTIONS.

INVESTMENTS IN EQUITY SHARES INVOLVE A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE OFFER FOR SALE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THE SECTION "RISK FACTORS" ON PAGE 98, BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE OFFER FOR SALE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES TO BE ISSUED PURSUANT TO THIS PLACEMENT DOCUMENT AND THE PLACEMENT DOCUMENT. PROSPECTIVE INVESTORS OF THE EQUITY SHARES OFFERED SHOULD CONDUCT THEIR OWN DUE DILIGENCE ON THE EQUITY SHARES. IF YOU DO NOT UNDERSTAND THE CONTENTS OF THIS PLACEMENT DOCUMENT AND/OR THE PLACEMENT DOCUMENT, YOU SHOULD CONSULT AN AUTHORISED FINANCIAL ADVISOR AND/OR LEGAL ADVISOR.

Invitations, offers and sales of Equity Shares to be offered pursuant to the Offer for Sale will only be made pursuant to this Placement Document and the Placement Document and the Confirmation of Allocation Note (as defined hereinafter). For further details, see "Offer for Sale Procedure" on page 151. The distribution of this Placement Document or the disclosure of its contents without our Company's prior consent, to any person, other than Eligible QIBs and persons retained by Eligible QIBs to advise them with respect to their purchase of Equity Shares, is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and to make no copies of this Placement Document or any documents referred to in this Placement Document.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") and may not be offered or sold within the United States (as defined in Regulation S ("Regulation S") under the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in an "offshore transaction" (as defined in Regulation S) in reliance on Regulation S. For a description of the selling restrictions in certain other jurisdictions, see "Selling Restrictions" on page 164. The Equity Shares are transferable only in accordance with the restrictions described in "Purchaser Representations and Transfer Restrictions" on page 172.

### BOOK RUNNING LEAD MANAGER

**Turnaround Corporate Advisors Private Limited**

714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi-110058

**Tel:** +91-11-45510390, 41395590

**E-mail:** [info@tcagroup.in](mailto:info@tcagroup.in)

**Website:** [www.tcagroup.in](http://www.tcagroup.in)

**Contact Person:** Mr. Heemadri Mukerjea

**SEBI Registration No.:** MB/INM000012290



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## NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all the information contained in this Placement Document and confirms that to the best of its knowledge and belief, having made all reasonable enquiries, this Placement Document contains all information with respect to our Company and the Equity Shares, which is material in the context of the Offer for Sale. The statements contained in this Placement Document relating to our Company and the Equity Shares are, in all material respects, true, accurate and not misleading, and the opinions and intentions expressed in this Placement Document with regard to our Company and the Equity Shares are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to our Company. There are no other facts in relation to our Company and the Equity Shares, the omission of which would, in the context of the Offer for Sale, make any statement in this Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. Unless otherwise stated, all information in this Placement Document is provided as of the date of this Placement Document and neither our Company nor the BRLM have any obligation to update such information to a later date.

The information contained in this Placement Document has been provided by our Company and other sources identified herein. The BRLM has not separately verified all of the information contained in this Placement Document (financial, legal or otherwise). Accordingly, neither the BRLM nor any of its shareholders, employees, counsel, officers, directors, representatives, agents or affiliates make any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the BRLM and/or any of its shareholders, employees, counsel, officers, directors, representatives, agents, associates or affiliates as to the accuracy or completeness of the information contained in this Placement Document or any other information (financial, legal or otherwise) supplied in connection with our Company and the Equity Shares. Each person receiving this Placement Document acknowledges that such person has not relied either on the BRLM or on any of its shareholders, employees, counsel, officers, directors, representatives, agents or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company and the merits and risks involved in investing in the Equity Shares offered pursuant to the Offer for Sale.

No person is authorised to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of our Company or by or on behalf of the BRLM. The delivery of this Placement Document at any time does not imply that the information contained in it is correct as of any time subsequent to its date.

**The Equity Shares to be offered pursuant to the Offer for Sale have not been approved, disapproved, registered or recommended by the U.S. Securities and Exchange Commission, any other federal or state authorities in the United States or the securities authorities of any non-U.S. jurisdiction or any other U.S. or non-U.S. regulatory authority. No authority has passed on or endorsed the merits of this Offer for Sale or the accuracy or adequacy of this Placement Document. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions.**

The Equity Shares to be offered pursuant to the Offer for Sale have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States 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.

The distribution of this Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs specified by the BRLM or its representatives, and those retained by Eligible QIBs to advise them with respect to their purchase of the Equity Shares, is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and not further distribute or make any copies of this Placement Document or any documents referred to in this Placement Document. Any reproduction or distribution of this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited.

The distribution of this Placement Document and the Offer for Sale of Equity Shares may be restricted in certain jurisdictions by applicable laws. As such, this Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. In particular, no action has been taken by our Company and the BRLM that would permit an offering of the Equity Shares or distribution of this Placement Document in any jurisdiction, other than India, where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document, nor any offering material in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction, except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Offer for Sale in certain jurisdictions, see "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages 164 and 172, respectively.

In making an investment decision, the prospective investors must rely on their own examination of our Company, the Equity

Shares and the terms of the Offer for Sale, including the merits and risks involved. Prospective investors should not construe the contents of this Placement Document as legal, business, tax, accounting, or investment advice and should consult their own counsel and advisors as to business, investment, legal, tax, accounting and related matters concerning the Offer for Sale. In addition, our Company and the BRLM are not making any representation to any investor, purchaser, offeree or subscriber of the Equity Shares in relation to this Offer for Sale regarding the legality of an investment in the Equity Shares by such investor, purchaser, offeree or subscriber under applicable legal, investment or similar laws or regulations. The prospective investors of the Equity Shares should conduct their own due diligence on the Equity Shares and our Company.

Each investor, purchaser, offeree or subscriber of the Equity Shares in the Offer for Sale is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and is eligible to invest in India and in our Company under applicable law, including Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act, and other provisions of the Companies Act, and that it is not prohibited by SEBI or any other regulatory, statutory or judicial authority from buying, selling or dealing in securities including the Equity Shares. Each investor, purchaser, offeree or subscriber of the Equity Shares in the Offer for Sale also acknowledges that it has been afforded an opportunity to request from our Company and review information relating to our Company and the Equity Shares.

Our Company and the BRLM are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Placement Document. Further, QIBs are required to satisfy themselves that allocation of shares would not eventually result in triggering a tender offer under the Takeover Regulations and the QIB shall be solely responsible for compliance with the provisions of the Takeover Regulations, SEBI Insider Trading Regulations and other applicable laws, rules, regulations, guidelines and circulars.

This Placement Document contains summaries of certain terms of certain documents, which summaries are qualified in their entirety by the terms and conditions of such document.

The information on our Company's website, viz., [www.eliteconinternational.com](http://www.eliteconinternational.com), any website directly or indirectly linked to the website of our Company or on the website of the BRLM or any of their respective affiliates or agents, does not constitute nor form part of this Placement Document. Prospective investors should not rely on such information contained in, or available through, any such websites.

The Company agrees to comply with any undertakings given by it from time to time in connection with the Equity Shares to the Stock Exchanges and, without prejudice to the generality of foregoing, shall furnish to the Stock Exchanges all such information as the rules of the Stock Exchanges may require in connection with the listing of the Equity Shares on the Stock Exchanges.

## REPRESENTATIONS BY INVESTORS

References herein to “you” or “your” is to a prospective investor in the Offer for Sale. By such allocation of Equity Shares in the Offer for Sale, you are deemed to have represented, warranted, acknowledged, and agreed to contents set forth in the sections “*Notice to Investors*”, “*Selling Restrictions*” and “*Purchaser Representations and Transfer Restrictions*” on pages 3, 164 and 172, respectively and have represented, warranted and acknowledged to and agreed to our Company and the BRLM, as follows:

- You are a “qualified institutional buyer” as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act (as defined hereinafter), and all other applicable laws; and (ii) comply with the SEBI ICDR Regulations, the Companies Act and all other applicable laws, including any reporting obligations, making necessary filings, if any, in connection with the Offer for Sale or otherwise accessing capital markets;
- You are eligible to invest in India under applicable law, including the FEMA Rules (as defined hereinafter) and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, statutory authority or otherwise, from buying, selling, or dealing in securities or otherwise accessing capital markets in India;
- If you are not a resident of India, but are an Eligible QIB, you are a foreign portfolio investor, and you confirm that you are an Eligible FPI as defined in this Placement Document and have a valid and existing registration with SEBI under the applicable laws in India, and can participate in the Offer for Sale only under Schedule II of FEMA Rules. You will make all necessary filings with appropriate regulatory authorities, including RBI, as required pursuant to applicable laws. You have not been prohibited by SEBI or any other regulatory authority, from buying, selling or dealing in securities or otherwise accessing the capital markets;
- You are aware that in terms of the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable to the sector in which our Company operates. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Offer such that (i) the individual investment of the FPI in our Company does not exceed 10% of the post-offer paid-up Equity Share capital of our Company on a fully diluted basis and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. Since FVCIs and non-resident multilateral or bilateral development financial institution are not permitted to participate in the Issue, you confirm that you are neither an FVCI nor a non-resident multilateral or bilateral development financial institution;
- If you are not a resident of India, but a QIB, you are an Eligible FPI (and are not an individual, corporate body or a family office) having a valid and existing registration with SEBI under the applicable laws in India and are eligible to invest in India under applicable law, including the FEMA Rules, and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets;
- You will provide the information as required under the provisions of the Companies Act, the PAS Rules, the applicable provisions of the SEBI ICDR Regulations and any other applicable rules for record keeping by our Company, including your name, nationality, complete address, phone number, e-mail address, permanent account number (if applicable) and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Offer for Sale and the list of Eligible QIBs including the aforementioned details shall be filed with the RoC and SEBI, as may be required under the Companies Act and other applicable laws;
- If you are a successful Applicant of the Equity Shares, you shall not, for a period of one year from the date of Allocation, sell the Equity Shares so acquired except on the Stock Exchange. Further, additional restrictions apply if you are within the United States and certain other jurisdictions. For further details in this regard, see “*Selling Restrictions*” and “*Purchaser Representations and Transfer Restrictions*” on pages 164 and 172, respectively;
- You are aware that this Placement Document and the Placement Document has not been and will not be filed as a prospectus with RoC under the Companies Act, the SEBI ICDR Regulations or under any other law in force in India and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India

or any other class of investors, other than Eligible QIBs. This Placement Document (which includes disclosures prescribed under Form PAS-4) has not been and will not be reviewed or affirmed by the RBI, SEBI, the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs;

- You confirm that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (in each which case, investment can only be through the Government approval route), and that your investment is in accordance with press note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, and Rule 6 of the FEMA Rules;
- This Placement Document has been filed, and the Placement Document will be filed, with the Stock Exchanges for record purposes only and this Placement Document and the Placement Document will be displayed on the websites of our Company and the Stock Exchanges;
- You are permitted to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions that apply to you and that you have fully observed such laws and you have necessary capacity, have obtained all necessary consents, governmental or otherwise, and authorizations and complied and shall comply with all necessary formalities, to enable you to participate in the Offer for Sale and to perform your obligations in relation thereto (including, without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorizations to agree to the terms set out or referred to in this Placement Document), and will honour such obligations;
- You are aware that, our Company, the BRLM or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates are not making any recommendations to you or advising you regarding the suitability of any transactions it may enter into in connection with the Offer for Sale and your participation in the Offer for Sale is on the basis that you are not, and will not, up to the Allocation, be a client of the BRLM. The BRLM or any of their shareholders, directors, officers, employees, counsel, representatives, agents or affiliates do not have any duties or responsibilities to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Offer for Sale and are not in any way acting in any fiduciary capacity;
- You confirm that, either: (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents (the “**Company Presentations**”) with regard to our Company or the Offer for Sale; or (ii) if you have participated in or attended any Company Presentations: (a) you understand and acknowledge that the BRLM may not have knowledge of the statements that our Company or its agents may have made at such Company Presentations and is therefore unable to determine whether the information provided to you at such Company Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that the BRLM have advised you not to rely in any way on any information that was provided to you at such Company Presentations, and (b) confirm that you have not been provided any material or price sensitive information relating to our Company and the Offer for Sale that was not publicly available;
- Your decision to subscribe to the Equity Shares to be offered pursuant to the Offer for Sale has not been made on the basis of any information relating to our Company, which is not set forth in this Placement Document;
- You are subscribing to the Equity Shares to be offered pursuant to the Offer for Sale in accordance with applicable laws and by participating in this Offer for Sale, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act;
- You understand that the Equity Shares Offered pursuant to the Offer for Sale shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and will be credited as fully paid and will rank *pari passu* in all respects with the existing Equity Shares including the right to receive dividend and other distributions declared;  
All statements other than statements of historical fact included in this Placement Document, including, without limitation, those regarding our Company, financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our Company’s business), are forward-looking statements. You are aware that, such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our Company’s perspective present and future business strategies and environment in which our Company will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as at the date of this Placement Document. Neither our Company nor the BRLM or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates assume any responsibility to update any of the forward-looking statements contained in this Placement Document;
- You are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement

basis and are not being offered to the general public or any other category other than Eligible QIBs, and the Allocation of the same shall be at the discretion of our Company, in consultation with the BRLM;

- You are aware that in terms of the requirements of the Companies Act, upon Allocation, our Company will disclose names and percentage of post-Offer for Sale shareholding of the proposed Allottees in the Placement Document. However, disclosure of such details in relation to the proposed Allottees in the Placement Document does not guarantee Allocation to them, as Allocation in the Offer for Sale shall continue to be at the sole discretion of our Company, in consultation with the BRLM;
- You are aware that if you are Allotted more than 5% of the Equity Shares in the Offer for Sale, our Company shall be required to disclose your name and the number of the Equity Shares Allotted to you to the Stock Exchanges and the Stock Exchanges will make the same available on their website and you consent to such disclosures;
- You have been provided a serially numbered copy of this Placement Document and have read it in its entirety, including in particular, “*Risk Factors*” on page 98;
- In making your investment decision, you have (i) relied on your own examination of our Company and the Equity Shares and the terms of the Offer for Sale, including the merits and risks involved, (ii) made and continue to make your own assessment of our Company and the Equity Shares and the terms of the Offer for Sale based solely on and in reliance of the information contained in this Placement Document and no other disclosure or representation by our Company or any other party, (iii) consulted your own independent counsel and advisors or otherwise have satisfied yourself concerning, without limitation, the effects of local laws (including tax laws), (iv) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of our Company, and the Equity Shares, and (v) relied upon your own investigation and resources in deciding to invest in the Offer for Sale;
- Neither our Company nor the BRLM nor any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates have provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including but not limited to the Offer for Sale and the use of the proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the BRLM or any of their shareholders, directors, officers, employees, counsel, representatives, agents or affiliates, when evaluating the tax consequences in relation to the Equity Shares (including, in relation to the Offer for Sale and the use of proceeds from the Equity Shares). You waive, and agree not to assert any claim against, our Company, the BRLM or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates, with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;
- You are a sophisticated investor and have such knowledge and experience in financial, business and investment matters as to be capable of evaluating the merits and risks of an investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in a similar nature of business, similar stage of development and in similar jurisdictions. You and any managed accounts for which you are subscribing for the Equity Shares (i) are each able to bear the economic risk of your investment in the Equity Shares, (ii) will not look to our Company and/or the BRLM or any of their respective shareholders, directors, officers, employees, counsel, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered in connection with the Offer for Sale, including losses arising out of non-performance by our Company of any of its respective obligations or any breach of any representations and warranties by our Company, whether to you or otherwise, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, (v) have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares; and (vi) are seeking to subscribe to the Equity Shares in the Offer for Sale for your own investment and not with a view to resell or distribute.

You are aware that investment in Equity Shares involves a high degree of risk and that the Equity Shares are, therefore a speculative investment;

- If you are acquiring the Equity Shares for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire such Equity Shares for each managed account and hereby make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to “you” to include such accounts;
- You are not a ‘promoter’ (as defined under the Companies Act and the SEBI ICDR Regulations) of our Company and are not a person related to our Promoter, either directly or indirectly and your Application does not directly or indirectly represent our ‘Promoter’, or ‘Promoter Group’ (as defined under the SEBI ICDR Regulations) of our Company or persons or entities related thereto;
- You have no rights under a shareholders’ agreement or voting agreement with our Promoter or members of the Promoter Group or persons related to the Promoter, no veto rights or right to appoint any nominee director on our

Board, other than the rights acquired, if any, in the capacity of a lender not holding any Equity Shares;

- You agree in terms of Section 42 of the Companies Act and Rule 14 of the PAS Rules, that our Company shall make necessary filings with the RoC as may be required under the Companies Act;
- You will have no right to withdraw your application or revise your application downwards after the Offer for Sale Closing Date (as defined hereinafter);
- You are eligible to apply for and hold the Equity Shares so Allocated, together with any Equity Shares held by you prior to the Offer for Sale. Further, you confirm that your aggregate holding after the Allocation of the Equity Shares shall not exceed the level permissible as per any applicable law;
- The application made by you would not result in triggering a tender offer under the SEBI Takeover Regulations (as defined hereinafter) and you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;
- The aggregate number of Equity Shares Allotted to you under the Offer for Sale, together with other Allottees that belong to the same group or are under common control as you, pursuant to the Allocation under the Offer for Sale shall not exceed 50% of the Offer for Sale Size. For the purposes of this representation:
  - (a) Eligible QIBs “belonging to the same group” shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIBs, its subsidiary or holding company and any other Eligible QIB; and
  - (b) ‘Control’ shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;
- You shall not undertake any trade in the Equity Shares credited to your beneficiary account until such time that the formalities regarding the offer for sale are completed;
- You are aware that (i) applications for in-principle approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for the Equity Shares to be offered pursuant to the Offer for Sale was made and an in-principle approval has been received by our Company from BSE, and (ii) the application for the final approval will be made only after allocation of shares. There can be no assurance that the final approval for the Equity Shares to be offered pursuant to this Offer for Sale will be obtained in time or at all. Neither our Company nor the BRLM nor any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising from such delay or non-receipt;
- You are aware and understand that the BRLM has entered into a Placement Agreement with the Offering Promoter whereby the BRLM has, subject to the satisfaction of certain conditions set out therein, undertaken to use its reasonable efforts to procure subscription for the Equity Shares on the terms and conditions set forth therein;

You understand that the contents of this Placement Document are exclusively the responsibility of our Company, and that neither the BRLM nor any person acting on their behalf or any of the counsel or advisors to the Offer for Sale has or shall have any liability for any information, representation or statement contained in this Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Offer for Sale based on any information, representation or statement contained in this Placement Document or otherwise. By accepting a participation in the Offer for Sale, you agree to the same and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in this Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, you have neither received nor relied on any other information, representation, warranty or statement made by or on behalf of the BRLM or our Company or any other person, and the BRLM or our Company or any of their respective affiliates, including any view, statement, opinion or representation expressed in any research published or distributed by them, the BRLM and its affiliates will not be liable for your decision to accept an invitation to participate in the Offer for Sale based on any other information, representation, warranty, statement or opinion;

- You understand that the BRLM or any of its shareholders, directors, officers, employees, counsel, representatives, agents or affiliates do not have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Offer for Sale or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Offer for Sale, including the non-performance by our Company or any of its obligations or any breach of any representations or warranties by us, whether to you or otherwise;
- You are able to purchase the Equity Shares in accordance with the restrictions described in “*Selling Restrictions*” on



page 164 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in “*Selling Restrictions*” on page 164;

- You understand and agree that the Equity Shares are transferable only in accordance with the restrictions described in “*Purchaser Representations and Transfer Restrictions*” on page 172 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in “*Purchaser Representations and Transfer Restrictions*” on page 172;
- You understand that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly, may not be offered or sold within the United States, except in reliance on an exemption from the registration requirements of the U.S. Securities Act.
- If you are outside the United States, you are subscribing for the Equity Shares in an "offshore transaction" within the meaning of Regulation S under the U.S. Securities Act, and are not our Company’s or the BRLM affiliate or a person acting on behalf of such an affiliate;
- You are not acquiring or subscribing for the Equity Shares as a result of any general solicitation or general advertising (as those terms are defined in Regulation D) or directed selling efforts (as defined in Regulation S) and you understand and agree that offers and sales are being made in reliance on an exemption to the registration requirements of the U.S. Securities Act. You understand and agree that the Equity Shares are transferable only in accordance with the restrictions described under “*Selling Restrictions*” and “*Purchaser Representations and Transfer Restrictions*” on pages 164 and 174, respectively;
- You agree that any dispute arising in connection with the Offer for Sale will be governed by and construed in accordance with the laws of Republic of India, and the courts in New Delhi, India shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Placement Document and the Placement Document;
- Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allocation of the Equity Shares in the Offer for Sale;
- You agree to indemnify and hold our Company, the BRLM and their respective directors, officers, employees, affiliates, associates, controlling persons and representatives harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the foregoing representations, warranties, acknowledgements and undertakings made by you in this Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;
- You will make the payment for subscription to the Equity Shares pursuant to this Offer for Sale from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the application;
- You acknowledge that this Placement Document does not, and the Placement Document will not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Offer for Sale in favour of any person;
- You are aware and understand that you are allowed to place an application for Equity Shares. Please note that submitting a application for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allocated to QIBs. Allocation of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the BRLM;
- You confirm that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (in each which case, investment can only be through the Government approval route), and that your investment is in accordance with consolidated FDI Policy, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and Rule 6 of the FEMA Rules;
- You represent that you are not an affiliate of our Company or the BRLMs or a person acting on behalf of such affiliate. However, affiliates of the BRLM, which are Eligible FPIs, may purchase, to the extent permissible under law, the Equity Shares in the Offer for Sale, and may issue Offshore Derivative Instruments in respect thereof. For further details, please see “*Offshore Derivative Instruments*” on page 11;
- Our Company, the BRLM, their respective affiliates, directors, counsel, officers, employees, shareholders, representatives, agents, controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, and are irrevocable. It is agreed that if any of such representations, warranties, acknowledgements and undertakings are no longer accurate, you will promptly notify our Company and the BRLM; and

- You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws.

## OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an Eligible FPI including the affiliates of the BRLM, who are registered as category I FPIs may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying, and all such offshore derivative instruments are referred to herein as “**Offshore Derivative Instruments**”), and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such Offshore Derivative Instruments provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned category I may receive compensation from the purchasers of such instruments. In terms of Regulation 21 of SEBI FPI Regulations, Offshore Derivative Instruments may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs subject to exceptions provided in the SEBI FPI Regulations and compliance with ‘know your client’ requirements, as specified by the Board and subject to payment of applicable regulatory fee and in compliance with such other conditions as may be specified from the SEBI. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. Offshore Derivative Instruments have not been and are not being offered or sold pursuant to this Placement Document. This Placement Document does not contain any information concerning Offshore Derivative Instruments or the issuer(s) of any Offshore Derivative Instruments, including any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control,) is not permitted to be 10% or above of our Equity Share capital on a fully diluted basis. The SEBI has, vide a circular dated November 5, 2019, issued the operational guidelines for FPIs, designated depository participants and eligible foreign investors (the “**FPI Operational Guidelines**”), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the above mentioned restrictions shall also apply to subscribers of Offshore Derivative Instruments and two or more subscribers of Offshore Derivative Instruments having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the Offshore Derivative Instruments. Further, in the event a prospective investor has investments as an FPI and as a subscriber of Offshore Derivative Instruments, these investment restrictions shall apply on the aggregate of the FPI investments and Offshore Derivative Instruments position held in the underlying company.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the entity is of a country which shares land border with India or the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the FDI Policy and FEMA Rules. These investment restrictions shall also apply to subscribers of Offshore Derivative Instruments.

Affiliates of the BRLM which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Offer for Sale, and may issue Offshore Derivative Instruments in respect thereof. Any Offshore Derivative Instruments that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any Offshore Derivative Instruments, or in the establishment of the terms of any Offshore Derivative Instruments, or in the preparation of any disclosure related to any Offshore Derivative Instruments. Any Offshore Derivative Instruments that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the BRLM do not make any recommendation as to any investment in Offshore Derivative Instruments and do not accept any responsibility whatsoever in connection with any Offshore Derivative Instruments. Any Offshore Derivative Instruments that may be issued are not securities of the BRLM and do not constitute any obligations of or claims on the BRLM.

**Prospective investors interested in purchasing any Offshore Derivative Instruments have the responsibility to obtain adequate disclosures as to the issuer(s) of such Offshore Derivative Instruments and the terms and conditions of any such Offshore Derivative Instruments from the issuer(s) of such Offshore Derivative Instruments. Neither SEBI nor any other regulatory authority has reviewed or approved any Offshore Derivative Instruments or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in Offshore Derivative Instruments, including whether Offshore Derivative Instruments are issued in compliance with applicable laws and regulations.**

## DISCLAIMER CLAUSES

### Disclaimer clause of the Stock Exchanges

As required, a copy of this Placement Document has been submitted to BSE. BSE do not in any manner:

- (1) warrant, certify or endorse the correctness or completeness of the contents of the Placement Document or the Placement Document; or
- (2) warrant that the Equity Shares to be issued pursuant to the Issue will be listed or will continue to be listed on the Stock Exchanges; or
- (3) take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company

and it should not, for any reason be deemed or construed to mean that this Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquire any Equity Shares may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges 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.

**THE PLACEMENT IS MEANT ONLY FOR QIBS ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.”**

## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

### Certain Conventions

In this Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to 'you', 'your', 'offeree', 'purchaser', 'subscriber', 'recipient', 'investor(s)', 'prospective investor(s)' and 'potential investor(s)' are to the Eligible QIBs and references to 'our Company', 'Company', and 'the Company', are to Elitecon International Limited and references to 'we', 'us' or 'our' are to our Company.

### Currency and units of presentation

In this Placement Document, references to 'US\$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America, references to 'Rs.', 'INR', 'Rupees' and 'Indian Rupees' are to the legal currency of Republic of India. All references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to "India" are to the Republic of India and its territories and possessions and all references herein to the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Unless stated otherwise, all references to page numbers in this Placement Document are to the page numbers of this Placement Document.

All the numbers in this Placement Document have been presented in Lakhs, unless stated otherwise. The amounts derived from financial statements included herein are presented in Rs. Lakhs. Our Audited Financial Statements are presented in Rs. Lakhs.

Except as otherwise set out in this Placement Document, all figures set out in this Placement Document have been rounded off to the extent of one or two decimal places. However, all figures, expressed in terms of percentage, have been rounded off to one decimal place. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them. Unless otherwise specified, all financial numbers in parenthesis represent negative figures.

### Financial Data and Other Information

Our Company publishes its financial statements in Indian Rupees. The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise. The terms "Fiscal" or "Fiscal year", refer to the 12-month period ending, or as of March 31 of that year (as the case may be).

As required under applicable regulations, and for the convenience of prospective investors, we have included the following in this Placement Document:

- i. The limited reviewed unaudited financial results of our Company for the quarter ended September 30, 2022 (including the comparative for the quarter ended September 30, 2021) prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting, prescribed under section 133 of the Companies Act, 2013, including the notes thereto ("Limited Reviewed Unaudited Financial Results") and the report thereon;
- ii. The Audited financial statements of our Company as at, and for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 prepared in accordance with Ind AS prescribed under section 133 of the Companies Act, 2013, including the notes thereto ("**Audited Financial Statements**") and reports thereon;

The Audited Financial Statements for Fiscal 2022 have been audited by erstwhile Statutory Auditors, SAARK and Co, Chartered Accountants, on which they have issued audit report dated June 08, 2022. The Audited Financial Statements for Fiscals 2021 and 2020 have been audited by our erstwhile statutory auditors, Poddar Agarwal & Co., on which they have issued audit reports dated June 30, 2021 and July 31, 2020, respectively.

The Limited Reviewed Unaudited Financial Results have been subjected to review by our Statutory Auditors, V.N. Purohit & Co., Chartered Accountants, and they have issued review reports, each dated July 27, 2022. The Audited Financial Statements should be read along with the respective audit reports, and the Limited Reviewed Unaudited Financial Results should be read along with their respective review reports issued thereon.

Except as specifically indicated otherwise and unless the context requires otherwise, all the financial information for the quarter ended September 30, 2022, included in this Placement Document has been derived from the Limited Reviewed Unaudited Financial Results. Unless context requires otherwise, the financial information for the corresponding to

quarter ended September 30, 2021 have been derived from the comparative financial information presented in the Limited Reviewed Unaudited Financial Results.

Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including IFRS and US GAAP and the reconciliation of the financial information to other accounting principles has not been provided. No attempt has been made to explain those differences or quantify their impact on the financial data included in this Placement Document and investors should consult their own advisors regarding such differences and their impact on our Company's financial data. The degree to which the financial information included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Ind AS, the Companies Act, the SEBI ICDR Regulations and practices on the financial disclosures presented in this Placement Document should accordingly be limited. Also see, "*Risk Factors – Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS and U.S. GAAP, with which investors may be more familiar.*" on page 98.

Our Company's website shall not form any part of this Placement Document.

## INDUSTRY AND MARKET DATA

Information regarding market size, market share, market position, growth rates and other industry data pertaining to our business contained in this Placement Document consists of estimates based on data reports compiled by governmental bodies, professional organisations and analysts and on data from other external sources, and on our knowledge of markets in which we compete. The statistical information included in this Placement Document relating to the sector in which we operate has been reproduced from various trade, industry and regulatory/ government publications and websites, more particularly described in “*Industry Overview*” on page 127.

This data is subject to change and cannot be verified with complete certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 98.

The extent to which the market and industry data used in this Placement Document is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. Accordingly, investment decisions should not be based solely on such information.

## FORWARD-LOOKING STATEMENTS

All statements contained in this Placement Document that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'would', 'will likely result', 'is likely', 'are likely', 'believe', 'expect', 'expected to', 'will continue', 'will achieve', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Placement Document that are not historical facts. These forward-looking statements contained in this Placement Document (whether made by us or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause our actual results, performances and achievements to be materially different from any of the forward-looking statements include, among others:

- uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations;
- our ability to retain and renew such approvals and licences or comply with rules and regulations applicable to our business;
- our ability to comply with various safety, health and environmental laws, labour, and workplace related laws and regulations;
- Our ability to successfully operate our manufacturing facilities located at Agra and Nashik;
- Our ability to retain our clients.
- Our ability to source raw materials in a timely and cost-effective manner
- changes in the estimated project cost

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Industry Overview*" and "*Our Business*" on pages 98, 121, 127 and 134, respectively.

The forward-looking statements contained in this Placement Document are based on the beliefs of our Company and management, as well as the assumptions made by, and information currently available to, our Company and management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document, and neither we nor the BRLM or any of their affiliates undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our underlying assumptions prove to be incorrect, our actual results of operations, cash flows or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent oral or written forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.



## ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a limited liability company incorporated under the laws of India. All of our Directors, Key Managerial Personnel and Senior Management Personnel named herein are residents of India and the assets of our Company and of such persons are located in India. As a result, it may be difficult or may not be possible for the prospective investors outside India to affect service of process upon our Company or such persons in India, or to enforce against them judgments of courts outside India.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A, respectively, of the Civil Procedure Code. Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except:

- (a) where the judgment has not been pronounced by a court of competent jurisdiction;
- (b) where the judgment has not been given on the merits of the case;
- (c) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable;
- (d) where the proceedings in which the judgment was obtained were opposed to natural justice;
- (e) where the judgment has been obtained by fraud; and
- (f) where the judgment sustains a claim founded on a breach of any law then in force in India.

Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Each of the United Kingdom, United Arab Emirates, Singapore and Hong Kong, amongst others has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be filed in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it views the amount of damages awarded as excessive or inconsistent with public policy of India and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award denominated in a foreign currency would be converted into Indian Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered pursuant to the execution of such foreign judgement, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable and additionally any such amount may be subject to income tax pursuant to execution of such a judgment in accordance with applicable laws. Our Company and the BRLM cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

## EXCHANGE RATES INFORMATION

Fluctuations in the exchange rate between the Rupee and the foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares traded on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares. The following table sets forth information, for or as of the end of the period indicated with respect to the exchange rates between the Rupee and the U.S. dollar (in Rs. per US \$), for the periods indicated. The exchange rates are based on the reference rates released by the RBI, which are available on the website of the RBI and Financial Benchmarks India Private Limited (the “**FBIL**”), which are available on the website of the RBI and FBIL. No representation is made that any Rupee amounts, could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

As of January 18, 2023, the exchange rate (FBIL reference rate) was Rs. 81.46 to US\$ 1.

(Rs. per US\$)

	Period End <sup>(1)</sup>	Average <sup>(2)</sup>	High <sup>(3)</sup>	Low <sup>(4)</sup>
<b>Fiscal ended:</b>				
March 31, 2022	75.92	74.51	77.08	72.40
March 31, 2021	73.50	74.20	76.81	72.29
March 31, 2020	75.39	70.88	76.15	68.37
<b>Months ended</b>				
September 30, 2022	81.56	80.26	81.72	79.36
August 31, 2022	79.50	79.54	80.00	78.61
July 31, 2022	79.20	79.57	80.02	78.94
June 30, 2022	78.97	78.09	79.09	77.39
May 31, 2022	77.61	77.30	77.83	76.00
April 30, 2022	76.52	76.19	76.78	75.45
March 31, 2022	75.92	76.21	77.08	75.64
February 28, 2022	75.48	74.98	75.66	74.48
January 31, 2022	74.43	75.67	75.20	73.93
December 31, 2021	74.50	75.35	76.25	74.43
November 30, 2021	75.09	74.50	75.09	73.92
October 31, 2021	74.79	74.92	75.46	74.24

Source: [www.fbil.org.in](http://www.fbil.org.in), [www.oanda.com](http://www.oanda.com), and [www.xe.com](http://www.xe.com)

Period end, high, low and average rates are based on the FBIL reference rates and rounded off to two decimal places.

**Notes:**

- (1) The price for the period end refers to the price as on the last trading day of the respective fiscal year or monthly periods;
- (2) Represents the average of the official rate for each working day of the relevant period;
- (3) Maximum of the official rate for each working day of the relevant period;
- (4) Minimum of the official rate for each working day of the relevant period; and
- (5) In the event that the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been considered.

## DEFINITIONS AND ABBREVIATIONS

This Placement Document uses the definitions and abbreviations set forth below which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Placement Document is intended for the convenience of the reader / prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalised terms used in this Placement Document shall have the meaning as defined hereunder unless specified otherwise in the context thereof. Further, any references to any statute, rules, guidelines, regulations or policies shall include amendments thereto, from time to time.

The words and expressions used in this Placement Document 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 thereunder. Notwithstanding the foregoing, terms used in the section “*Industry Overview*”, “*Selected Financial Information of Our Company*” and “*Legal Proceedings*”, shall have the meaning given to such terms in such sections on pages 127, 29 and 180, respectively.

### General terms

Term	Description
“Our Company” or “Company”	Elitecon International Limited, a company incorporated under the Companies Act, 1956, having the CIN L16000DL1987PLC396234
“we”, “Group”, “our Group”, “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company

### Company related terms

Term	Description
“Articles or Articles of Association” or “AoA”	Articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Company, as disclosed in “ <i>Board of Directors and Senior Management Personnel</i> ” beginning on page 144
Audited Financial Statements	The audited financial statements of Elitecon International Limited as at, and for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 are prepared in accordance with Companies Act in conformity with Ind AS and accounting principles generally accepted in India and comprise of the balance sheets, statement of profit and loss (including other comprehensive income), cash flow statement, statement of changes in equity and a summary of significant accounting policies and other explanatory information for these financial years
“Board of Directors” or “Board”	The board of directors of our Company or any duly constituted committee thereof
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Ms. Neha Anuj
Corporate Office	The corporate office of our Company which is located at 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, East Delhi, Delhi-110092
Director(s)	Director(s) on the Board of our Company
Elitecon	Elitecon International Limited
Equity Share(s)	The equity shares of our Company, having a face value of Rs.10 each
Executive Director(s)	The Director appointed as Managing Director or Whole-Time Director of our Company in accordance with the Companies Act
Independent Director	A non-executive, independent Director as per the Companies Act and the SEBI Listing Regulations, who are currently on the Board of our Company, as disclosed in “ <i>Board of Directors and Senior Management Personnel</i> ” beginning on page 144
Key Managerial Personnel	Key managerial personnel of our Company identified in terms of Section 203 of the Companies Act and as disclosed in “ <i>Board of Directors and Senior Management Personnel</i> ” beginning on page 144
“Memorandum” or “Memorandum of Association”	Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, as disclosed in “ <i>Board of Directors and Senior Management Personnel</i> ” beginning on page 144

Term	Description
Non-Executive Director(s)	A Director, not being an Executive Director
Promoter	<p>The promoter of our Company in terms of the SEBI ICDR Regulations and the Companies Act, namely,</p> <ol style="list-style-type: none"> <li>1. Duc Education Foundation</li> <li>2. Amrac Real Estate Fund-I</li> <li>3. Mr. Vipin Sharma</li> <li>4. M/s Golden Biofuels Limited</li> <li>5. (Mr. Jay Shanker Gupta, Mrs. Sunanda Agarwal, Mr. Badri Prasad Singhania, Mrs. Savitri Sultania, Mrs. Gita Gupta and Mrs. Chandra Rekha Gupta)*</li> </ol> <p><i>* Note: Mr. Jay Shanker Gupta, Mrs. Sunanda Agarwal, Mr. Badri Prasad Singhania, Mrs. Savitri Sultania, Mrs. Gita Gupta and Mrs. Chandra Rekha Gupta were the erstwhile Promoters of the Company ("Erstwhile Promoters"). Their names are still being reflected in the Shareholding Pattern of the Company for the quarter ended September 30, 2022, filed with BSE Limited. It may however be noted that the Erstwhile Promoters had already ceded the control over the Target Company and have transferred their entire shareholding to Mr. Devanand Vishal Curtorcar, i.e. the previous Promoter of the Target Company as agreed in terms of the Share Purchase Agreement dated August 09, 2019 and upon completion of the Open Offer. Further, Mr. Badri Prasad Singhania and Mrs. Savitri Sultania, vide letters dated July 30, 2020 and Mrs. Geeta Gupta, Mrs. Chandra Rekha Gupta, Mrs. Sunanda Agarwal and Mr. Jay Shanker Gupta, vide letters dated July 31, 2020, had provided their intention for removal of their names from the Promoters Group of the Company. Furthermore, the Shareholders of the Target Company had approved reclassification of the said Persons/Promoters from "Promoter &amp; Promoter Group Category" to "Public Category", through a resolution passed at their General Meeting held on September 30, 2020. Thereafter the Company made an application with BSE Limited for Promoter Reclassification. However, owing to the Covid-19 pandemic and the restrictions imposed in wake of the pandemic, the Company was unable to comply with requirement stated under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which required time gap of at least three months between the date of board meeting and the shareholder's meeting considering the request of the Promoters seeking reclassification. Accordingly, the matter was referred to SEBI for seeking condonation w.r.t. noncompliance of provisions of Regulation 31A(3)(a)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The matter is presently pending with BSE. In line with the above, the Erstwhile Promoters of the Company have, vide their individual letters dated August 10, 2021, provided fresh request for re-classification from Promoter to Public. Further, in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Target Company has already disseminated the said information to the Stock Exchanges and the Board of Directors of the Target Company have, in its meeting held on August 14, 2021, considered and approved the fresh requests received from the Erstwhile Promoters and Persons related to Promoters, for reclassifying them from 'Promoter &amp; Promoter Group Category' to 'Public Category'. Presently, the Target Company has withdrawn its earlier application for Promoter Reclassification filed with BSE Limited and has made a fresh application w.r.t. reclassification of Erstwhile Promoters from 'Promoter &amp; Promoter Group Category' to 'Public Category', on October 30, 2021. The matter is still pending with BSE.</i></p>
Promoter Group	Promoter Group of our Company as determined in accordance with the Regulation 2(pp) of the SEBI ICDR Regulations
Registered Office	The registered office of our Company which is located at 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, East Delhi, Delhi-110092
"RoC" or "Registrar of Companies"	Registrar of Companies, National Capital Territory of Delhi and Haryana at Delhi
Senior Management Personnel	Senior management personnel of our Company as disclosed in "Board of Directors and Senior Management Personnel" beginning on page 144
Shareholder(s)	The holder(s) of Equity Shares of our Company, unless otherwise specified in the context thereof.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company, as disclosed in "Board of Directors and Senior Management Personnel" beginning on page 144
Statutory Auditors	Current statutory auditors of our Company, being V. N. Purohit & Co. Chartered Accountants

#### Offer related terms

Term	Description
Allocation	The allocation of Equity Shares by our Company, in consultation with the BRLM, following the determination of the Offer Price to Eligible QIBs on the basis of the Application Forms submitted by them, in consultation with the BRLM and in compliance with Chapter VI of the SEBI ICDR Regulations
Allocated/Allocation/Allocate	Unless, the context otherwise requires, allocation of Equity Shares pursuant to the transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to the successful Applicants.
Allottees	Eligible QIBs to whom Equity Shares are Allocated pursuant to the Offer for Sale
Application Form	The form (including any revisions thereof) which is submitted by an Eligible QIB for registering a application in the Offer for Sale during the Offer for Sale Period

Book Running Lead Manager or BRLM	Turnaround Corporate Advisors Private Limited
CAN or Confirmation of Allocation Note	Note or advice or intimation to Successful allottees confirming Allocation of Equity Shares to such Successful allottees after discovery of the Offer Price
Closing Date	The date on which Allocation of Equity Shares pursuant to the Offer shall be made, i.e. on or about May 15, 2023
Designated Date	The date of credit of Equity Shares to the Allottees' demat accounts pursuant to the Offer, as applicable to the relevant Allottees
Eligible QIB(s)	A qualified institutional buyer, as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations which (i) is not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations or (b) restricted from participating in the Issue under the applicable laws, and (ii) is a resident in India or is an eligible FPI participating through Schedule II of the FEMA Rules
Floor Price	The floor price of Rs.30 (Rupees Thirty only) per Equity Share, calculated in with BRLM.
Fraudulent Borrower	An entity or person categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations
Offer Size	The Offer for Sale of 1,87,400 Equity Shares aggregating to approximately Rs. 56,22,000
Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
Net Proceeds	The net proceeds from the Offer for Sale, after deducting fees, commissions and expenses of the Offer for Sale
Offer	The offer, transfer and Allocation of 1,87,400 Equity Shares to Eligible QIBs pursuant to Chapter VI of the SEBI ICDR Regulations and the provisions of the Companies Act
Offer Price	Rs.30 (Rupees Thirty only) per Equity Share
Offering Promoter	DUC Education Foundation "Trust" represented by its settlor Mr. Dina Nath Chugh
Opening Date	May 05, 2023, being the date of opening of the QIP
Placement Agreement	Agreement dated January 19, 2023 entered into by and amongst our Offering Promoter and the BRLM
Placement Document	The Placement Document to be issued by our Company in accordance with Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act
Preliminary Placement Document	The Preliminary Placement Document cum application form dated January 20, 2023 issued in accordance with Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act
QIBs or Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIP	Qualified institutions placement under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act
Refund Amount	The aggregate amount to be returned to the applicants who have not been Allocated Equity Shares for all or part of the Application Amount submitted by such Applicant pursuant to the Offer
Relevant Date	May 03, 2023 which is the date of the meeting of the Board, decided to open the Offer for Sale
Successful Applicants	The Applicants who have apply at the Offer Price, duly paid the Application Amount along with the Application Form and who are Allocated Equity Shares pursuant to the Offer
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations
Working Day	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India

## Industry Related Terms

Term	Description
Benami Act	Benami Transactions (Prohibition) Amended Act, 2016
CAGR	Compound annual growth rate
CBD	Central business district
Conventional tobacco products	Conventional tobacco products include: 1. cigarettes, factory made machine-rolled paper tubes containing a filter and tobacco. 2. rolling tobacco (also called 'roll your own' or 'hand rolled tobacco'), particles of tobacco leaf which users hand-roll to create a cigarette. 3. cigars & cigarillos, which have a roll of tobacco particles with an outer wrapper of tobacco leaf. 4. pipe tobacco, which has larger particles than hand rolled tobacco. 5. waterpipe tobacco. 6. smokeless tobacco, which is chewed, sucked, or sniffed to release nicotine without burning.
COTPA	Cigarettes and Other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act, 2003
FY	Financial year
GDP	Gross domestic product
GST	Goods and services tax
IMF	International Monetary Fund
INR	Indian National Rupee
IT	Information technology
ITC	Input tax credit

ITeS	Information technology enabled services
NBFC	Non-banking financing companies
NCR	National Capital Region
Newer nicotine and tobacco products	Newer nicotine and tobacco products include: <ol style="list-style-type: none"> <li>1. electronic cigarettes (e-cigarettes), also known as electronic nicotine delivery systems (ENDS), which, using battery power, heat a nicotine containing liquid (e-liquid) to create a vapour.</li> <li>2. heated tobacco products (HTPs), which use an electronic device to heat a tobacco stick.</li> <li>3. nicotine pouches and other products for putting in the mouth</li> </ol>
RBI	Reserve Bank of India

### Conventional and General Terms/Abbreviations

Term	Description
AGM	Annual general meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
Arbitration Act	Arbitration and Conciliation Act, 1996, as amended
AS	Accounting Standards issued by ICAI, as required under the Companies Act
AUM	Assets under management
AY	Assessment year
BFSI	Banking, Financial Services and Insurance Sector
BSE	BSE Limited
“Calendar Year” or “CY”	Period of 12 months commencing from January 1 & ending on December 31
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CSE	Calcutta Stock Exchange Limited
Civil Procedure Code	The Code of Civil Procedure, 1908, as amended
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the rules made thereunder
“Companies Act” or “Companies Act, 2013”	Companies Act, 2013, as amended and the rules, regulations, circulars, modifications and clarifications thereunder, to the extent notified
Competition Act	The Competition Act, 2002, as amended
CrPC	Code of Criminal Procedure, 1973
Depositories Act	The Depositories Act, 1996, as amended
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018, as amended
Depository Participant	A depository participant as defined under the Depositories Act
DDT	Dividend distribution tax
DIN	Director Identification Number
EBITDA	Earnings before interest, taxes, depreciation, amortisation and impairment excluding other income
EBITDA Margin	EBITDA as a percentage of revenue from operations
ECL	Expected credit loss
ED	Enforcement Directorate, GoI
EGM	Extraordinary general meeting
EIR	Effective interest rate
ERP	Enterprise resource planning
Eligible FPIs	FPIs that are eligible to participate in this Issue in terms of applicable law, other than individuals, corporate bodies and family offices
FDI	Foreign direct investment
FDI Policy	Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade (formerly called the Department of Industrial Policy and Promotion) bearing file number 5(2)/2020-FDI Policy dated and with effect from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999, as amended and the regulations issued thereunder
FEMA Norms	The Government issued a notification and imposed certain restrictions or conditionality on such investments pursuant to Press Notes, circulars and regulations (including FEMA Rules) issued by the DPIIT or the RBI or the Ministry of Finance, Government of India, from time to time, as the case may be.
FEMA Rules	The Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and any notifications, circulars or clarifications issued thereunder
Finance Act	The Finance Act, 2021
“Financial year” or “Fiscal Year” or “FY” or “Fiscal”	Unless otherwise stated, the period of 12 months commencing on April 1 of a year and ending on March 31 of the next year
Form PAS-4	Form PAS-4 as prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations and includes a person who has been registered under the SEBI FPI Regulations.
FPI Operational Guidelines	SEBI circular dated November 5, 2019 which issued the operational guidelines for FPIs
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended
FVOCI	Fair value through other comprehensive income

FVTPL	Fair value through profit and loss
GAAP	Generally accepted accounting principles
GDP	Gross domestic product
GDR	Global Depository Receipt
GIR	General index registrar
“GoI” or “Government”	Government of India, unless otherwise specified
GCC	Global Capability Centers
GST	Goods and services tax
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
Ind AS	Indian accounting standards converged with IFRS with some differences, as specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015, as amended
Inventory	Unsold finished tobacco products
IPC	Indian Penal Code, 1860
IT	Information technology
ITSC	Income Tax Settlement Commission
“Lac” or “lakh”	Lakhs
MAT	Minimum alternate tax
MCA	Ministry of Corporate Affairs, GoI
Net Debt	Total external borrowings excluding related intercompany payables less cash and cash equivalents
NOC	No Objection Certificate
“NRI” or “Non-Resident Indian”	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an ‘Overseas Citizen of India’ cardholder within the meaning of section 7(A) of the Citizenship Act, 1955, as amended
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCI	Other comprehensive income
p.a.	Per annum
PAS Rules	Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended
PE	Private equity
Profit After Tax Margin	Profit after tax as a percentage of revenue from operations.
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended
Regulation D	Regulation D under the U.S. Securities Act
Regulation S	Regulation S under the U.S. Securities Act
Relevant State	Each member state of the European Economic Area and the United Kingdom.
“Rs.” or “Rupees” or “INR”	Indian Rupees, the legal currency of the Republic of India
SAP	System applications and products
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as Amended
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as Amended
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as Amended
Secured Synthetic INR Notes	A bond issue denominated in Indian rupees
SENSEX	Index of 30 stocks traded on the BSE representing a sample of large and liquid listed companies
SEZ	Special economic zone
SFIO	Serious Fraud Investigation Office, GoI
SME	Small or medium enterprise
SPPI	Solely payments of principal and interest
“Stock Exchanges” or “Indian Stock Exchanges”	BSE and CSE, taken together
STT	Securities transaction tax
“U.S.\$” or “U.S. dollar” or “USD”	United States Dollar, the legal currency of the United States

“USA” or “U.S.” or “United States”	United States of America
“U.S. Securities Act” or “Securities Act”	The United States Securities Act of 1933
“Video Conferencing / Other Audio-Visual Means facility” or VC / OAVM facility	Audio- visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting



## SUMMARY OF BUSINESS

### Overview

Elitecon International Limited (the “Company”) was incorporated as Kashiram Jain and Company Limited, under the Companies Act, 1956 pursuant to a certificate of incorporation dated December 15, 1987 issued by the Registrar of Companies, Assam, Meghalaya, Manipur, Tripura, Nagaland, Arunachal Pradesh & Mizoram, Shillong (“RoC”) and commenced its business on April 08, 1988 pursuant to a certificate of commencement of business issued by the RoC. The name of the Company was changed from “Kashiram Jain and Company Limited” to “Elitecon International Limited” and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Shillong on November 07, 2019. For further details, see “General Information” on page 186. The Corporate Identification Number of our company is L16000DL1987PLC396234.

Elitecon International Limited is a professionally managed organization in the field of tobacco industry. The Company is headed by Mr. Vipin Sharma, Managing Director, who has immense experience in tobacco cultivation and developing quality tobacco products. The Company takes pride in being associated with this traditional flavor and introduces itself as one of the leading brands of chewing tobacco and Smoking Mixture Tobacco.

The company was taken over by the present promoters in the year 2021 and thereafter has been engaged in the tobacco business. The Company was earlier engaged in the real estate business to acquire, buy, purchase, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not.

The Company altered the main object clause of its Memorandum of Association vide shareholders resolution dated August 09, 2021, thereby inserting the existing line of business of producing, cultivating, manufacturing, buying, selling, importing, exporting, processing, dealing in all kinds of tobacco, bidies, cigarettes, cigars, smoking and chewing tobacco, snuff grinders, and other products of tobacco, match lights, matches, match boxes and pipes, smoker’s requisites etc.

The table below shows our key financial and operational metrics for our operations:

Particulars	September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Revenue From Operations	2498.49	1930.45	0.90	19.65
Less :- Total Expenses(excluding Depreciation and amortization, Interest)	(3758.19)	(1778.27)	(13.61)	32.42
EBITDA	(1259.70)	152.18	(12.71)	(12.77)
EBITDA margin	(50.42%)	7.88%	(1412%)	(65%)
Less: Depreciation & Amortization	49.51	(89.35)	-	-
Less: Interest	(43.52)	26.40	-	-
ADD: Other Income	9.21	21.76	8.70	11.85
Profit Before Tax	(1256.48)	58.19	(4.01)	(0.92)
Less: Current Tax	16.21	(13.41)	-	-
Less: Deferred Tax	7.67	(1.37)	-	-
Profit After Tax	(1247.94)	43.41	(4.01)	(0.92)
Profit After Tax margin	(50%)	2%	(446%)	(5%)

- (1) Revenue from operations includes sale of products, sale of service, and other operation revenues
- (2) Total expenses includes cost of material consumed, purchase of stock in trade, change in inventories of finish goods, employee benefits expenses, Finance cost, and other expenses.
- (3) EBITDA means Earnings before interest, taxes, depreciation, amortization excluding other income
- (4) EBITDA Margin means EBITDA as a percentage of revenue from operations
- (5) Other Income includes interest income, exchange fluctuation gain, and other non-operating income
- (6) Profit After Tax Margin means profit after tax as a percentage of revenue from operations

## **Our Competitive Strengths**

Our key competitive strengths are set out below:

### **Rich experience of our Promoters and Management**

Our Promoters and Management have rich and vast experience in successfully operating the business. Owing to the vast experience, our Promoters and Management have knowledge of core aspects of our Business, which give us an edge over our competitors operating in similar segment. The company has a strong team of executives and all of them report to Mr. Vipin Sharma, Managing Director of the Company.

### **Efficient Production Chain facility**

We have made big investment in creating a well automated plant, backed by latest machines. Their state-of-the-art features help us in giving a smooth and efficient flow of production. These machines undergo intensive upgradation on a regular basis to check whether their parts are working in proper condition. A spacious warehouse gives us an edge over our competitors by effectively storing the bulk of goods in the most efficient manner, to meet all types of market demands.

### **Research & Development Department**

The process of manufacturing is well defined and has been developed by experienced experts taking into account the fine balance required to be maintained to produce different flavors with various kinds of tobacco mix. Our company's Research & Development department is constantly engaged in developing new lines of products to meet modern & international demands in Tobacco products. We have the capabilities to manufacture any kind of tobacco product as per specification of the customer and their requirements.

### **Diversification of Products**

As of now, we have two kinds of products in different segments to cater to our local as well as foreign customers. We have launched brands such as Inhale in the cigarette category and Al Noor in the sheesha category.

## **Our Strategies**

The key elements of strategy are set out below:

### ***Expanding its presence in growing market segments***

The Company plans to continue expanding its presence in growing market segments and actively penetrate geographical areas and market segments where its market share is low. Since 2021 it is engaged in manufacturing and trading of cigarettes, smoking mixture and sheesha and other allied products of the tobacco industry across Domestic Market and Overseas Market. Currently Company is doing business in overseas market with UAE, Singapore, Hong Kong and other European Countries like UK and it has future plans for other products like chewing tobacco, snuff grinders, match lights, matches, match boxes and pipes and other articles.

### ***Continued focus on operational and supply chain processes***

The Company has well-developed supply chain for procuring its raw materials from various suppliers. The Company plans to manage its raw material costs via planned, long-term inventory management. It intends to implement its long-term tobacco leaf inventory and procurement plans through initiatives to establish and further its closer cooperation with tobacco suppliers for guaranteeing its long-term supply of quality tobacco leaf, thereby increasing supply predictability.

## SUMMARY OF THE OFFER

The following is a general summary of the terms of the Offer. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Placement Document, including the sections “*Risk Factors*”, “*Use of Proceeds*”, “*Placement*”, “*Offer for Sale Procedure*” and “*Description of the Equity Shares*” on pages 98, 116, 163, 151 and 176, respectively.

<b>Offeror</b>	DUC Education Foundation "Trust" represented by its settlor Mr. Dina Nath Chugh, one of the Promoters of Elitecon International Limited
<b>Face Value</b>	Rs.10 per Equity Share
<b>Offer Price</b>	Rs.30 per Equity Share
<b>Floor Price</b>	Rs.30 per Equity Share decided in consultation with BRLM
<b>Offer Size</b>	<p>Offer for Sale of 1,87,400 (One Lakh Eighty-Seven Thousand Four Hundred Only) Equity Shares, aggregating to approximately Rs. 56,22,000 (Rupees Fifty-Six Lakhs Twenty-Two Thousand Only)</p> <p>A minimum of 10% of the Offer Size, i.e., up to 18,740 Equity Shares were made available for Allocation to Mutual Funds only and the balance 1,68,660 Equity Shares were made available for Allocation to all Eligible QIBs, including Mutual Funds. In case of under-subscription in the portion available for Allocation to Mutual Funds, such undersubscribed portion would have been Allocated to other Eligible QIBs</p>
<b>Date of Board Resolution</b>	August 03, 2022
<b>Eligible Investors</b>	Eligible QIBs, to whom this Placement Document and the Application Form is delivered and who are eligible to apply and participate in the Offer. For further details, see “ <i>Offer Procedure</i> ”, “ <i>Selling Restrictions</i> ” and “ <i>Purchaser Representations and Transfer Restrictions</i> ” on pages 151, 164 and 172, respectively. The list of Eligible QIBs to whom this Placement Document and Application Form is delivered has been determined by our Company in consultation with the BRLM
<b>Equity Shares issued and outstanding immediately prior to the Offer</b>	12,10,000 (Twelve Lakh Ten Thousand only) fully paid-up Equity Shares
<b>Equity Shares issued and outstanding immediately after the Offer</b>	12,10,000 (Twelve Lakh Ten Thousand only) fully paid-up Equity Shares
<b>Offer for Sale Procedure</b>	The Offer is made only to Eligible QIBs in order to achieve the minimum level of public shareholding mandated under Rules 19(2)(B) and Rule 19A of the Securities Contracts (Regulation) Rules, in reliance upon Chapter VI of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and SEBI Circular No. CIR/MRD/DP/ 18 /2012 dated July 18, 2012 read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 and SEBI Circular No. CIR/CFD/CMD/14/2015 Dated November 30, 2015 and applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (the “Companies Act”). For further details, see “ <i>Offer for Sale Procedure</i> ” beginning on page 151
<b>Approvals</b>	<p>BSE, vide its email confirmation dated March 14, 2023 has confirmed and taken on record the submissions made by the Book Running Lead Manager with reference to the proposed Offer for Sale through QIP by Elitecon International Limited.</p> <p>Our Company will make applications to the Stock Exchange after Allocation and credit of Equity Shares to the beneficiary account with the Depository Participant to obtain final approval for the Equity Shares to be offered pursuant to the Offer for Sale</p>
<b>Proposed Allottees</b>	See “ <i>Proposed Allottees in the Offer</i> ” on page 187 for names of the proposed Allottees and the percentage of post-Offer capital that may be held by them in our Company
<b>Transferability Restrictions</b>	The Equity Shares Allocated pursuant to this Offer shall not be sold for a period of one year from the date of Allotment, except on the floor of a recognised stock exchange. For details in relation to other transfer restrictions, see “ <i>Purchaser Representations and Transfer Restrictions</i> ” on page 172
<b>Use of Proceeds</b>	<p>The gross proceeds from the Offer aggregated to approximately Rs. 56,22,000. The Net Proceeds from the Offer, after deducting fees, commissions and expenses of the Offer, are expected to be approximately Rs.46,22,000</p> <p>See “<i>Use of Proceeds</i>” on page 116 for information regarding the use of net proceeds from the Offer</p>
<b>Risk Factors</b>	See “ <i>Risk Factors</i> ” on page 98 for a discussion of risks you should consider before investing in the Equity Shares
<b>Closing Date</b>	The Allocation of the Equity Shares, expected to be made on May 15, 2023

<b>Ranking and Dividend</b>	<p>The Equity Shares to be offered pursuant to the Offer shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank <i>pari passu</i> with the existing Equity Shares, including rights in respect of dividends</p> <p>The Shareholders who hold Equity Shares as on the relevant record date will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in shareholders' meetings in accordance with the provisions of the Companies Act. Please see sections "<i>Dividends</i>" and "<i>Description of the Equity Shares</i>" on pages 120 and 176, respectively</p>	
<b>Security Codes for the EquityShares</b>	ISIN	<b>INE669R01018</b>
	BSE Code	539533
	CSE Symbol	021384

## SELECTED FINANCIAL INFORMATION OF OUR COMPANY

The following selected financial information is extracted from and should be read in conjunction with, the Audited Financial Results for the financial years ended on March 31, 2020, March 31, 2021 and March 31, 2022 and the unaudited financial results of the Half Year ended on September 30, 2022. You should refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 121 for further discussion and analysis of the Audited Financial Statements of our Company.

<b>Sl. No.</b>	<b>Financial Information</b>	<b>Page No.</b>
1.	Unaudited Financial Statement for Quarter Ended September 30, 2022	30
2.	Audited Financial Statements for Fiscal 2022	33
3.	Audited Financial Statements for Fiscal 2021	65
4.	Audited Financial Statements for Fiscal 2020	82

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**Elitecon International Limited`**  
**(Formerly known as Kashiram Jain & Company Limited)**  
**Regd Office: B-4 Ground Floor Shankar Garden Vikaspuri New Delhi-110018**  
**CIN: L16000DL1987PLC396234, Phone: 9871761020**  
**Email: admin@eliteconinternational.com, website: www.eliteconinternational.com**  
**Statement of Assets and Liabilities as at the Half Year Ended September 30, 2022**

Particulars	(₹ in Lakhs)	
	As at 30th September 2022 Unaudited	As at 31st March 2022 Audited
<b>ASSETS</b>		
<b>Non-current assets</b> Property, Plant and Equipment Right of use assets	1,223.800	508.56
Capital work-in-progress	30.651	41.16
<b>Financial assets</b>	-	-
Investments Loans & Advances	-	-
Other financial assets	-	-
Other non current assets	-	-
	<b>1,254.451</b>	<b>549.72</b>
<b>Current assets</b>		
Inventories	9,313.56	3,071.81
<b>Financial assets</b>		
Investments	-	-
Trade receivables	90.080	61.60
Cash and cash equivalents	175.350	72.21
Loans & Advances Other financial assets	-	-
Other current assets	4,798.56	4,724.45
	<b>14,377.55</b>	<b>7,930.07</b>
<b>Total Assets</b>		
	<b>15,632.001</b>	<b>8,479.79</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	121.00	121.00
Other equity	(930.070)	276.88
	<b>(809.070)</b>	<b>397.88</b>
<b>Non Current Liabilities</b>		
<b>Financial liabilities</b>		
Long Term Borrowings	1,608.000	2,776.00
Lease Liability	35.120	45.97
Other financial liability	-	-
<b>Deffered Tax Liability (Net)</b>	10.180	1.37
<b>Current Liabilities</b>		
Trade payables	6,621.600	5,205.28
<b>Financial liabilities</b>		
Borrowings	-	-
Lease Liabilities	-	-
Other current liabilities	-	-
Provisions	8,166.170	39.88
Current Tax Liabilities (net)	-	-
	<b>16,441.07</b>	<b>8,081.91</b>
<b>Total Equity and Liabilities</b>		
	<b>15,632.000</b>	<b>8,479.79</b>

**Elitecon International Limited**  
**(Formerly known as Kashiram Jain & Company Limited)**

**Date : 15th November 2022**  
**Place : New Delhi**

**Vipin Sharma**  
**Managing Director**  
**DIN: 01739519**

**Elitecon International Limited**  
**(Formerly known as Kashiram Jain & Company Limited) Regd**  
**Office: B-4 Ground Floor Shankar Garden VIKASPURI New Delhi-110018 CIN:**  
**L16000DL1987PLC396234, Phone: 9871761020**

**Email: admin@eliteconinternational.com, website: www.eliteconinternational.com**  
**Un-Audited Financial Results of Elitecon International Limited (Formerly Kashiram Jain and Company Limited) for the quarter and half yearly ended September 30, 2022 prepared in compliance with the Indian Accounting Standards (IND-AS)**

(₹ in Lakhs)

Sr. No.	Particulars	STANDALONE					
		Quarter ended 30.09.2022	Quarter ended 30.06.2022	Quarter ended 30.09.2021	Half year ended 30.09.2022	Half year ended 30.09.2021	Year ended 31.03.2022
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
<b>1</b>	<b>Income from Operations</b>						
	a) Net Sales/Income from Operations	2,498.49	2,006.92	-	4,505.410	-	1,930.45
	b) Other Operating Income	9.21	0.37	16.49	9.580	16.49	21.76
	<b>Total Income from Operations (Net)</b>	<b>2,507.70</b>	<b>2,007.29</b>	<b>16.49</b>	<b>4,514.990</b>	<b>16.49</b>	<b>1,952.21</b>
<b>2</b>	<b>Expenses</b>						
	(a) Cost of Material Consumed	3,629.26	1,415.44	-	5,044.700	-	2,339.26
	(b) Purchases of Stock-in-trade	-	-	-	-	-	-
	(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(289.06)	240.99	-	(48.070)	-	(836.40)
	(d) Employees Benefit Expenses	163.38	88.12	5.14	251.500	7.74	54.14
	(e) Finance Cost	(43.517)	47.55	0.09	4.037	0.09	26.40
	(f) Depreciation & Amortization Expenses	49.51	29.61	18.14	79.114	18.14	89.35
	(g) BSE Annual Fees	3.230	-	3.00	3.230	3.00	6.16
	(h) Other Expenses	251.38	127.25	24.87	378.630	29.08	215.11
	<b>Total Expenses</b>	<b>3,764.18</b>	<b>1,948.96</b>	<b>51.23</b>	<b>5,713.141</b>	<b>58.05</b>	<b>1,894.02</b>
<b>3</b>	<b>Profit(+)/Loss(-) from ordinary activities before Tax (1-2)</b>	<b>(1,256.48)</b>	<b>58.33</b>	<b>(34.75)</b>	<b>(1,198.151)</b>	<b>(41.56)</b>	<b>58.19</b>
<b>4</b>	<b>Tax Expenses</b>						
	a) Current Tax	(16.21)	16.21	-	-	-	13.41
	b) Deferred Tax	7.67	1.13	4.06	8.802	4.06	1.37
<b>5</b>	<b>Profit for the period</b>	<b>(1,247.94)</b>	<b>40.99</b>	<b>(38.81)</b>	<b>(1,206.95)</b>	<b>(45.62)</b>	<b>43.41</b>
<b>6</b>	<b>Other Comprehensive income</b>						
	i) Item that will not be reclassified to profit or loss	-	-	-	-	-	-
	-Change in fair value of equity Instrument	-	-	-	-	-	-
	-Remeasurement of Post Employment Benefit obligations	-	-	-	-	-	-
	ii) Income tax relating to item that will not be reclassified to Profit or loss	-	-	-	-	-	-
<b>7</b>	<b>Total comprehensive income for the period(5+6)(comprising profit and other comprehensive income for the period)</b>	<b>(1,247.94)</b>	<b>40.99</b>	<b>(38.81)</b>	<b>(1,206.95)</b>	<b>(45.62)</b>	<b>43.41</b>
<b>8</b>	<b>Paid-up Equity Share Capital (Face Value of Rs. 10/- each)</b>	<b>121.00</b>	<b>121.00</b>	<b>121.00</b>	<b>121.00</b>	<b>121.00</b>	<b>121.00</b>
	Other Equity excluding Revaluation Reserves	276.88	276.88	203.47	276.88	203.47	276.88
<b>9</b>	<b>Earning Per Share ( Face value of Rs. 10/- each )</b>						
	a) Basic	(103.14)	3.39	(3.21)	(99.75)	(3.77)	3.59
	b) Diluted	(103.14)	3.39	(3.21)	(99.748)	(3.77)	3.79

1. Above results were reviewed by Audit Committee and taken on record by Board of Directors in meeting held on 15th November, 2022. The statutory Auditors of the company have carried out a limited review of the result for the quarter and half yearly ended Sept 30, 2022.

2. Segment Reporting as defined in Ind AS 108 is not applicable as the business of the Company falls under one segment i.e. tobacco and allied products.

3. The above figures have been regrouped or rearranged where ever necessary.

4. Corresponding figures of the Previous period have been regrouped and rearranged, wherever necessary to conform to the current period's classification.

**Elitecon International Limited**  
**(Formerly known as Kashiram Jain & Company Limited)**

**Vipin Sharma**  
**Managing Director**  
**DIN: 01739519**

**Date : 15th November 2022**  
**Place : New Delhi**

**Elitecon International Limited**  
**(Formerly known as Kashiram Jain & Company Limited) Regd**  
**Office: B-4 Ground Floor Shankar Garden Vikaspuri New Delhi-110018 CIN:**  
**L16000DL1987PLC396234, Phone: 9871761020**  
**Email: admin@eliteconinternational.com, website: www.eliteconinternational.com**  
**Standalone Statement of Cash Flow for Half year ended September 2022**

Particulars	Half Year ended 30.09.2022	Half Year ended 30.09.2021
<b>(₹ in Lakhs)</b>		
<b>A. Cash flow from Operations</b>		
Profit before tax	(1,198.151)	(41.56)
Adjustment for:		
Depreciation and amortization expense	79.114	18.14
Financial Charges	4.037	-
Provisions for gratuity	-	-
Interest income	-	-
Provision for Doubtful Debts	-	-
(Profit)/loss on sale of Property, plant and equipment	83.15	18.14
<b>Operating profit before working capital changes</b>	<b>(1,115.00)</b>	<b>(23.43)</b>
(Increase)/ Decrease in Current Assets		
Inventories	(6,241.75)	-
Trade receivables	(28.48)	(70.09)
Other current assets	(74.10)	(172.04)
Increase /(Decrease) in Current Liabilities		
Trade payables	1,416.320	23.17
Other Current Liabilities	8,126.290	575.12
Short-term provisions	9,542.61	598.30
<b>Cash Inflow/ (outflow) from Operations</b>	<b>2,083.290</b>	<b>332.74</b>
Income Tax paid	(13.41)	-
<b>Net Cash Inflow/ (Outflow) from Operating Activities (A)</b>	<b>2,069.880</b>	<b>332.74</b>
<b>B. Cash flow from Investing activities</b>		
Purchase of property, plant and equipment	(791.279)	(471.77)
Sale of property, plant and equipment	7.43	-
Interest received	-	-
Loans given/ realized	-	-
Sale/redemption of Investments	(783.85)	125.69
<b>Net Cash Inflow/ (Outflow) from Investing Activities (B)</b>	<b>(783.849)</b>	<b>(346.08)</b>
<b>C. Cash Flow form Financing Activities</b>		
Proceed from issue of Share Capital	-	45.00
Increase in Securities Premium	-	-
Proceed from Long Term Borrowings	(1,168.00)	(26.00)
Payment of Lease Liabilities	(12.72)	-
Financial Charges	(2.17)	-
	(1,182.89)	19.00
<b>Net Cash Inflow/ (Outflow) from Financing Activities (C)</b>	<b>(1,182.89)</b>	<b>19.00</b>
Net Change in Cash or Cash Equivalents during the year (A+B+C)	103.141	5.66
Cash and Cash Equivalents at the beginning of the year	72.21	1.99
<b>Cash and Cash Equivalents at the end of the year</b>	<b>175.351</b>	<b>7.65</b>

**Elitecon International Limited**  
**(Formerly known as Kashiram Jain & Company Limited)**

Date: 15th November, 2022  
Place: New Delhi

**Vipin Sharma**  
**Managing Director**  
**DIN: 01739519**



# FINANCIAL RESULTS OF FINANCIAL YEAR ENDED ON MARCH 31, 2022

## INDEPENDENT AUDITOR'S REPORT

To the Members of ELITECON INTERNATIONAL LIMITED  
(Formerly known as Kashiram Jain & Company Limited)

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

#### Opinion

We have audited the accompanying Standalone financial statements of **Elitecon International Limited ("the Company")**, which comprises the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its profits, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters.

Sr. No.	Key Audit Matters	Auditor's response
1.	Revenue Recognition  Revenue from the sale of goods is recognized when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such revenue recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery.  The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.  Refer Note 2.7 to the significant accounting policies and Note 17.	Our audit procedures included the following: <ul style="list-style-type: none"><li>o Assessed the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and tested thereof.</li><li>o Evaluated the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls over recognition of revenue.</li><li>o Evaluated the design, implementation and operating effectiveness of Company's controls in respect of revenue recognition.</li><li>o On a sample basis, tested supporting documentation for sales transactions recorded during the year which included sales invoices.</li><li>o Assessed disclosures in financial statements in respect of revenue, as specified in Ind AS 115.</li></ul>

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

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

#### Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on March 31<sup>st</sup>, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31<sup>st</sup>, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our Opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed pending litigations in its Standalone Financial Statements – Refer Note No. 24(9) and Note No. 24(17) to the Standalone Financial Statements.
    - ii) The Company has not made any provision, required to be made under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv) a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
    - b) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities (funding party) with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of funding party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (a) and (b) contain any material misstatement.
  - v) The Company has neither declared nor paid any dividend during the year.

**For S A R K AND CO**  
**Chartered Accountants**  
FRN: 021758N

**CA Rajib Kumar Karn**  
Partner  
M. No. 304483  
UDIN: 22304483AMUSFV9842  
Signed at New Delhi on 08.06.2022

## “ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 under the heading of ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of Elitecon International Limited of even date.

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained records in excel sheet showing full particulars, including quantitative details, situation of Property, Plant and Equipment and relevant details of Right of Use Assets which is pending for updation.  
(B) The Company does not have intangible assets.
- (b) The property, plant and equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, the Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee).
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory (including inventories lying with third parties) has been noticed.
- (b) According to the information and explanation given by the management and to the best of our information the company has not been sanctioned any working capital limits in excess of Rs. 5 crore, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets hence the clause (ii)(b) of the Order is not applicable.
- (iii) (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
- (b) The Company has not made investments, provided guarantees or security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties and hence not commented upon.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) to 3(iii)(f) of the Order is not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the Company has neither provided any loans to directors or to any other person in whom the director is interested or given any guarantee or provided any security in connection with loan under Section 185, nor given any loans and made investments under Section 186 of the Act, hence, the provisions of Section 185 and 186 are not applicable to the Company.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (vii) (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

(b) The details of statutory dues required to be deposited on account of dispute pending is as follows:

Nature of the Statute	Sum where dispute is pending	Period to which amount relates	Amount (Rs. in Lakhs)
Income Tax Act, 1961	Assessing Officer	Assessment Year 2018-19	22

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 (43 of 1961) as income during the year. Accordingly, the requirement to report on Clause (viii) of the Order is not applicable to the Company.

- (ix) (a) As per the information and explanation given by the management the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.  
 (b) To the best of our knowledge the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.  
 (c) The Company has raised loans from its directors, related parties and other corporates and have applied them for the purpose for which loans are obtained.  
 (d) The Company has not raised any short-term funds. Hence, Clause (ix)(d) of the Order is not applicable to the Company.  
 (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures or associates.  
 (f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.  
 (b) During the year, Company has made private placement of shares and has complied with the requirements of Section 42 of the Companies Act, 2013 and the funds raised have been used for the purpose for which the funds were raised.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.  
 (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.  
 (c) There are no whistle blower complaints received by the Company during the year, hence, reporting under clause (xi)(c) of the Order is not applicable to the Company.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii)(a) to clause (xii)(c) of the Order is not applicable.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
 (b) The internal audit reports of the Company for the period under audit have been considered by us.
- (xv) In our opinion, during the year, the Company has not entered into any non-cash transactions with its director's or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause (xvi)(a) to clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been a resignation of the statutory auditors during the year. There were no objections or issues raised by the outgoing auditor.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion, the provisions of the Section 135 of the Companies Act 2013 are not applicable to the Company and according clause (xx)(a) and Clause (xx)(b) is not applicable to the Company.

**For S A A R K AND CO**  
**Chartered Accountants**  
 FRN: 021758N

**CA Rajib Kumar Karn**  
 Partner  
 M. No. 304483  
 UDIN: 22304483AMUSFV9842

Signed at New Delhi on 08.06.2022

## **“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Elitecon International Limited of even date)

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

We have audited the internal financial controls over financial reporting of Elitecon International Limited (“the company”) as on 31st March, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

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

### **Auditor’s Responsibility**

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

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the company has, in all material respects, adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal financial control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. However, the Company needs to strengthen its Internal Financial Control System Over Financial Reporting.

**For S A A R K AND CO**

**Chartered Accountants**

FRN: 021758N

**CA Rajib Kumar Karn**

Partner

M. No. 304483

UDIN: 22304483AMUSFV9842

Signed at New Delhi on 08.06.2022

**Elitecon International Limited**  
(Formerly known as Kashiram Jain & Company Limited)

B-4, Ground Floor Shankar Garden VIKASPURI, New Delhi -110018

**Balance Sheet as at 31st March, 2022**

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment	3	508.56	-
(b) Capital work-in-progress		-	-
(c) Other intangible assets		-	-
(d) Right of use assets	3	41.16	-
(e) Financial Assets			
(i) Investments	4	-	125.69
(ii) Loans		-	-
(iii) Other Financial Assets		-	-
(f) Deferred tax assets(net)		-	-
(g) Other non-current assets		-	-
<b>(2) Current Assets</b>			
(a) Inventories	5	3,071.81	-
(b) Financial Assets			
(i) Investments	4	-	-
(ii) Trade receivables	6	61.60	-
(iii) Cash and Cash Equivalents	7	72.21	1.99
(iv) Loans	8	-	231.15
(c) Other current assets	9	4,724.45	1.64
<b>TOTAL ASSETS</b>		<b>8,479.79</b>	<b>360.47</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	10	121.00	106.00
(b) Other Equity		276.88	203.47
<b>Liabilities</b>			
<b>(1) Non-current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	11	2,776.00	33.06
(ia) Lease Liabilities	12	45.97	-
(ii) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)	13	1.37	-
<b>(2) Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	11	-	-
(ii) Trade payables:-	14		
(A) total outstanding dues of micro enterprises and small enterprises		5,205.28	1.22
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		-	-
(b) Other Current Liabilities	15	39.88	16.72
(c) Provisions		-	-
(d) Current Tax Liabilities (net)	16	13.41	-
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>8,479.79</b>	<b>360.47</b>

The accompanying notes 1 to 24 are an integral part of the Financial Statements.

As per our report of even date attached  
For S A A R K AND CO  
Chartered Accountants  
FRN: 021758N

For & on behalf of the Board of Directors of  
Elitecon International Limited

CA Rajib Kumar Karn

Vipin Sharma

Lalit Kumar Gaur

Partner  
M. No.: 304483  
UDIN:

Managing Director and Chief Executive Officer  
DIN: 01739519

PAN:  
AVEP  
C849  
9A

Date: 8th June, 2022  
Place: New Delhi

Chetna Chief  
Financial Officer

**Director**  
**DIN:**  
**00326958**

**Neha Anuj**  
**Company**  
**SecretaryM. No.:**  
**48171**



**Elitecon International Limited**  
(Formerly known as Kashiram Jain & Company Limited)

B-4, Ground Floor Shankar Garden Vikaspuri, New Delhi-110018

**Statement of Profit and Loss for the year ended 31st March, 2022**

Particulars	Note No.	For the year ended 31st March, 2022	(₹ in Lakhs) For the year ended 31st March, 2021
I. Revenue from operations	17	1,930.45	0.90
II. Other Income	18	21.76	8.70
<b>III. Total Income (I+II)</b>		<b>1,952.21</b>	<b>9.60</b>
<b>IV. Expenses</b>			
Cost of materials consumed	19	2,339.26	-
Purchase of Stock-in-trade		-	-
Changes in inventories of finished goods, stock-in-trade and work in progress	20	(836.40)	0.59
Employee benefits expense	21	54.14	5.10
Finance Costs	22	26.40	-
Depreciation and amortization expense	3	89.35	-
Other expenses	23	221.27	7.92
<b>Total expenses</b>		<b>1,894.02</b>	<b>13.61</b>
<b>V. Profit/(loss) before exceptional items and tax (III-IV)</b>		<b>58.19</b>	<b>(4.01)</b>
VI. Exceptional Items		-	-
<b>VII. Profit/ (loss) before tax (V-VI)</b>		<b>58.19</b>	<b>(4.01)</b>
<b>VIII. Tax expense:</b>			
(1) Current tax		13.41	-
(2) Deferred tax		1.37	-
<b>IX. Profit (Loss) for the period (VII - VIII)</b>		<b>43.41</b>	<b>(4.01)</b>
<b>X. Other Comprehensive income</b>			
(A)(i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Sub-Total (A)		-	-
(B)(i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Sub-Total (B)		-	-
<b>Total Other Comprehensive income (A+B)</b>		<b>-</b>	<b>-</b>
<b>XI. Total Comprehensive Income for the period (IX+X)</b>			
<b>(Comprising Profit/(Loss) and Other Comprehensive Income for the period)</b>		<b>43.41</b>	<b>(4.01)</b>
<b>XII. (A) total outstanding dues of micro enterprises and small enterprises</b>			
(1) Basic (₹)		3.79	(0.38)
(2) Diluted (₹)		3.79	(0.38)

The accompanying notes 1 to 24 are an integral part of the Financial Statements.

As per our report of even date attached  
For S A A R K AND CO  
Chartered Accountants  
FRN: 021758N

For & on behalf of the Board of Directors of  
Elitecon International Limited

CA Rajib Kumar Karn  
Partner  
M. No.: 304483  
UDIN:

Vipin Sharma  
Managing Director and Chief Executive Officer  
DIN: 01739519

Lalit Kumar Gaur  
Director  
DIN: 00326958

Date: 8th June, 2022  
Place: New Delhi

Chetna Chief  
Financial Officer  
PAN: AVEPC8499A

Neha Anuj  
Company Secretary  
M. No.: 48171

**Elitecon International Limited**  
**(Formerly known as Kashiram Jain & Company Limited)**

B-4, Ground Floor Shankar Garden Vikaspuri, New Delhi-110018

**Cash Flow Statement for the period ended 31st March, 2022**

(₹ in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
<b>A. Cash flow from Operations</b>		
Profit before tax	58.19	(4.01)
Adjustment for:		
Depreciation and amortization expense	89.35	-
Financial Charges	26.40	-
Provisions for gratuity	-	-
Interest income	-	-
Provision for Doubtful Debts	-	-
(Profit)/loss on sale of Property, plant and equipment	-	-
	<u>115.75</u>	<u>-</u>
<b>Operating profit before working capital changes</b>	<b>173.94</b>	<b>(4.01)</b>
(Increase)/ Decrease in Current Assets		
Inventories	(3,071.81)	0.59
Trade receivables	(61.60)	15.49
Other current assets	<u>(4,722.81)</u>	<u>(1.32)</u>
	(7,856.22)	14.76
Increase /(Decrease) in Current Liabilities		
Trade payables	5,204.06	(14.73)
Other Current Liabilities	23.16	5.42
Short-term provisions	-	-
	<u>5,227.22</u>	<u>(9.31)</u>
<b>Cash Inflow / (outflow) from Operations</b>	<b>(2,455.06)</b>	<b>1.44</b>
Income Tax paid	-	-
<b>Net Cash Inflow / (Outflow) from Operating Activities (A)</b>	<b>(2,455.06)</b>	<b>1.44</b>
<b>B. Cash flow from Investing activities</b>		
Purchase of property, plant and equipment	(576.02)	-
Sale of property, plant and equipment	-	-
Interest received	-	-
Loans given/ realized	231.15	(34.06)
Sale/redemption of Investments	125.69	-
	<u>(219.18)</u>	<u>(34.06)</u>
<b>Net Cash Inflow / (Outflow) from Investing Activities (B)</b>	<b>(219.18)</b>	<b>(34.06)</b>
<b>C. Cash Flow form Financing Activities</b>		
Proceed from issue of share Capital	15.00	-
Increase in Securities Premium	30.00	-
Proceed from Long Term Borrowings	2,742.94	33.06
Payment of Lease Liabilities	(22.12)	-
(A) total outstanding dues of micro enterprises and sm	(21.36)	-
	<u>2,744.46</u>	<u>33.06</u>
<b>Net Cash Inflow / (Outflow) from Financing Activities (C)</b>	<b>2,744.46</b>	<b>33.06</b>
Net Change in Cash or Cash Equivalents during the year (A+B+C)	70.22	0.44
Cash and Cash Equivalents at the beginning of the year	1.99	1.55
<b>Cash and Cash Equivalents at the end of the year</b>	<b>72.21</b>	<b>1.99</b>

**Notes:**

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS-7 'Statement of Cash Flows'.
2. Cash and Cash Equivalents represent cash and bank balances (Refer Note 7).
3. Previous year's figures have been regrouped/rearranged/recasted wherever necessary.

The accompanying notes 1 to 24 are an integral part of the Financial Statements.

As per our Audit Report of even date attached

For S A A R K AND CO  
Chartered Accountants  
FRN: 021758N

For & on behalf of the Board of Directors of  
Elitecon International Limited

CA Rajib Kumar Karn  
Partner  
M. No.: 304483  
UDIN:

Vipin Sharma  
Managing Director and Chief Executive Officer  
DIN: 01739519

Lalit Kumar Gaur  
Director  
DIN: 00326958

Place: New Delhi

Chetna Chief Financial Officer  
PAN: AVEPC8499A

Date: 8th June, 2022

**Neha  
Anuj  
Compan  
y  
Secretar  
y M. No.:  
48171**

**Elitecon International Limited**  
(Formerly known as Kashiram Jain & Company Limited)  
B-4, Ground Floor Shankar Garden Vikaspuri, New Delhi-110018

**Statement of Changes in Equity**

**A. Equity share capital**

(1) Current Reporting period					(₹ in Lakhs)
Balance at the beginning of the current reporting period	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the reporting year	
106.00	-	-	15.00	121.00	

(2) Previous reporting period					(₹ in Lakhs)
Balance at the beginning of the previous reporting period	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting year	
106.00	-	-	-	106.00	

**B. Other Equity**

(1) Current Reporting period													(₹ in Lakhs)
Share application money pending allotment	Equity component of financial instruments	<u>Reserves and surplus</u>					Debt Instrument through Other Comprehensive Income	Equity Instruments Effective portion of cash flow hedges	Exchange differences on translating the financial statements of a foreign operation	Other items of Comprehensive Income (Specify nature)	Money received against share warrants	Total	
		Capital Reserve	Securities Premium	Other reserves (Specify nature)	Retained earnings	Revaluation surplus							
-	-	-	196.00	-	-	7.47	-	-	-	-	-	203.47	
-	-	-	-	-	-	-	-	-	-	-	-	-	
Restated balance at the beginning of													

the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the current year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings 43.41	-	-	-	-	-	43.41	-	-	-	-	-	-	-	-
Equity Shares issued during the year	-	-	-	30.00	-	-	-	-	-	-	-	-	-	30.00
Balance at the end of the current reporting period	-	-	-	226.00	-	50.88	-	-	-	-	-	-	-	276.88

(₹ in Lakhs)

(2) Previous reporting period

	Share application money pending allotment	Equity component of financial instruments	Reserves and surplus			Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of cash flow hedges	Revaluation surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (Specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Other reserves (Specify nature)								
Balance at the beginning of the	-	-	-	196.00	-	11.48	-	-	-	-	-	-	207.48
previous reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income for the previous year	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	(4.01)	-	-	-	-	-	-	(4.01)
Equity Shares issued during the year	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the previous reporting period	-	-	-	196.00	-	7.47	-	-	-	-	-	-	203.47

The accompanying notes 1 to 24 are an integral part of the Financial Statements.

As per our report of even date attached  
For SAARKANDCO  
Chartered Accountants  
FRN: 021758N

For & on behalf of the Board of Directors of  
Elitecon International Limited

CA Rajib Kumar Karn  
Partner  
M. No.: 304483  
UDIN:

(A) total outstanding dues of micro enterprises and s

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**Vipin Sharma**  
Managing Director and Chief Executive Officer  
DIN: 01739519

**Lalit Kumar Gaur**  
Director  
DIN: 00326958

**Chetna Chief**  
Financial Officer PAN:  
AVEPC8499A

**Neha Anuj**  
Company Secretary  
M. No.: 48171

**Elitecon International Limited**  
**(Formerly known as Kashiram Jain & Company Limited)**  
B-4, Ground Floor Shankar Garden Vikaspuri, New Delhi-110018

**Notes to the Financial Statements**

**Note-1: Corporate Overview**

Elitecon International Limited ('EIL') is engaged in manufacturing and trading of all kinds of tobacco, cigarettes, smoking and other products of tobacco and deals in any other articles and things commonly dealt in by tobacconists.

EIL is a public limited company incorporated and domiciled in India having its registered office at B-4, Ground Floor Shankar Garden Vikaspuri, New Delhi-110018. EIL is listed on the Bombay Stock Exchange Limited (BSE) and the Calcutta Stock Exchange Limited (CSE).

The Company shifted its registered office from the state of Assam to New Delhi vide fresh Certificate of Incorporation No. (CIN) L16000DL1987PLC396234 dated 6th April 2022.

**2 Significant Accounting Policies**

**2.1 Basis of preparation of financial statements:**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**2.2 Use of Estimates and judgments:**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the applications of the accounting policies and the reported amounts of assets and liabilities, disclosure of contingent assets & liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. The estimates and assumptions used in the accompanying financial statements are based up on management's evaluation of the relevant facts and circumstances. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements.

**2.3 Property, Plant and Equipment:**

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition which is not recoverable. All up gradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Depreciation on property, plant & equipment is calculated on Written Down Method in accordance with the provisions of Schedule II of the Companies Act, 2013 keeping 5% of cost as residual value. The useful life of property, plant & equipment as defined in Part C of schedule II of the Companies Act, 2013 has been taken for all property, plant & equipment except for Office Equipments, Printer and Lab Equipments. In case of purchase / sale of assets during the year, depreciation has been charged on pro rata basis from / up to date of commercial production / sale. Depreciation is not provided on Capital Work in Progress until the assets are ready for its intended use.

The management believes that the useful lives as given below best represent the period over which the management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of schedule II of the Companies Act, 2013:

Office Equipments	15 and 10 Years
Printer	6 Years
Lab Equipments	15 Years

**Intangible Assets:**

Intangible assets are stated at cost less accumulated amortization and net of impairments, if any. Intangible assets are amortized over their estimated useful lives on straight-line basis. An intangible asset is recognized if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and its cost can be measured reliably.

**2.4 Inventories:**

The inventories are valued at lower of cost or net realizable value. The cost of inventories is determined based on weighted average cost method as permitted by Indian Accounting Standard 2 - Inventories.

The basis of determining cost for various categories of inventories is as follows:-

- Spares, consumables and accessories are valued on Weighted Average basis.
- Raw material are valued on Weighted Average basis.
- Work-in-progress are valued at cost of production (cost of materials and overhead up to the completed stage of production)
- Inventories of Finished goods are valued on Weighted Average basis or net realizable value whichever is less.
- Goods in transit are recorded at its purchase price.



## **2.5 Foreign Currency Transaction:**

The functional and presentation currency of the Company is Indian Rupee. Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Current assets and current liabilities denominated in foreign currency are translated at the exchange rate prevalent at the date of the balance sheet. Gains/losses arising on settlement as also on translation of monetary items are recognized in the Statement of Profit and Loss.

## **2.6 Taxes on Income:**

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years. Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

## **2.7 Revenue Recognition:**

Revenue is measured at the fair value of the consideration received or receivable for goods supplied. Revenue from sale of products is recognized when the company performs its obligations to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer. Revenue from sale of goods excludes Excise Duty, Sales Tax/GST and Trade Discount.

Interest income is recognised in the Statement of Profit and Loss using the effective interest method.

Dividend income is recognized in the Statement of Profit and Loss when the right to receive dividend is established.

## **2.8 Borrowing Cost:**

Borrowing cost that are attributable to the acquisition / construction of qualifying assets are capitalized as part of the cost of the respective assets. Other borrowing costs are recognized as expenses in the year in which they are incurred.

## **2.9 Leases:**

The Company assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### **Company as a Lessee**

Right-of-Use (ROU) assets are recognized at inception of a contract or arrangement for significant lease components at cost less lease incentives, if any. ROU assets are subsequently measured at cost less accumulated depreciation and impairment losses, if any. The cost of ROU assets includes the amount of lease liabilities recognized, initial direct cost incurred and lease payments made at or before the lease commencement date. ROU assets are generally depreciated over the shorter of the lease term and estimated useful lives of the underlying assets on a straight line basis. Lease term is determined based on consideration of facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Lease payments associated with short-term leases and low value leases are charged to the Statement of Profit and Loss on a straight line basis over the term of the relevant lease.

The Company recognises lease liabilities measured at the present value of lease payments to be made on the date of recognition of the lease. Such lease liabilities do not include variable lease payments (that do not depend on an index or a rate), which are recognised as expense in the periods in which they are incurred. Interest on lease liability is recognised using the effective interest method. Lease liabilities are subsequently increased to reflect the accretion of interest and reduced for the lease payments made. The carrying amount of lease liabilities is also remeasured upon modification of lease arrangement or upon change in the assessment of the lease term. The effect of such remeasurements is adjusted to the value of the ROU assets.

## **Company as a Lessor**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Where the Company is a lessor under an operating lease, the asset is capitalised within property, plant and equipment or investment property and depreciated over its useful economic life. Payments received under operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the term of the lease.

### **2.10 Financial instruments: Financial assets, Financial liabilities and Equity Instruments:**

#### **Financial Assets -**

##### **Recognition**

Financial Assets are initially recognised at transaction price. Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. Financial assets are classified as those measured at:

- (a) amortized cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- (b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- (c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

##### **Derecognition**

Financial assets are derecognized when the right to receive cash flows from the assets has expired, or has been transferred, and the Group has transferred substantially all of the risks and rewards of ownership. If the asset is one that is measured at:

- (a) amortized cost, the gain or loss is recognised in the Statement of Profit and Loss;
- (b) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment, in which case the cumulative fair value adjustments previously taken to reserves are reclassified within equity.

#### **(A) total outstanding dues of micro enterprises and small enterprises**

##### **Recognition**

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortized cost. Any discount or premium on redemption/ settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

##### **Derecognition**

Financial liabilities are derecognized when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled or on expiry.

##### **Equity Instruments-**

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

## 2.11 Employee Benefits:

### a) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, performance, incentives, etc, are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the employee renders the related service.

### b) Post-Employment Benefits

Post retirement benefits like provident fund, superannuation, gratuity and post retirement medical benefits are provided for as below:

#### Defined Contribution Plans

Contributions under Defined Contribution Plans i.e. provident fund & superannuation fund are recognised in the Statement of Profit and Loss in the period in which the employee has rendered the service.

#### Defined Benefit Plans

For defined benefits retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each year end balance sheet date. Re-measurement gains and losses of the net defined benefit liability/(asset) are recognised as an expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of defined-benefit obligation as reduced by the fair value of plan assets.

### c) Other benefits

Other long term benefits include compensated absences, long term service benefit, pension and sick leave. The liability towards other long term benefits is determined by independent actuary at every balance sheet date and service cost, net interest on net defined liability/(asset) are recognised in profit and loss account.

## 2.12 Basic earning per share:

Basic earning per share is calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## 2.13 Segment Information:

The Company is primarily engaged in the business of "Infrastructure business and trading goods and services", which in terms of Ind AS 108 on "Segment Reporting" constitutes a single reporting segment.

## 2.14 Provisions, contingent liabilities and contingent assets:

Provisions are recognised in the balance sheet when the company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the reporting date taking into account the risks and uncertainties surrounding the obligation.

## 2.15 Impairment of assets:

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

If assets are considered to be impaired, the impairment to be recognised in the Statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any depreciation) had no impairment been recognized for the asset in prior years.

## 2.16 Derivatives and hedge accounting:

Derivatives are initially recognised at fair value and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains / losses are recognised in Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss /inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item.

## 2.17 Government Grants:

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognised when there is reasonable assurance that the grant will be received up on the Company complying with the conditions attached to the grant. Accordingly, government grants:

(a) related to or used for assets, are deducted from the carrying amount of the asset.

(b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.

(c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

**Elitecon International Limited**  
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**Notes to the Financial Statements**

**Note 3: - Property, Plant and Equipment**

(₹ in Lakhs)

Sr. No. Particulars	Gross Block			Depreciation and Amortization			Net Block			
	As at 01.04.2021	Additions during the year	Deductions/ Adjustments	As at 31.03.2022	As at 01.04.2021	For the year	Deductions/ Adjustments	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
<b>I Property, plant &amp; equipment</b>										
Plant & Equipment	-	526.81	-	526.81	-	60.75	-	60.75	466.06	-
Furniture & Fixtures	-	37.71	-	37.71	-	5.39	-	5.39	32.32	-
Office Equipments	-	11.27	-	11.27	-	1.31	-	1.31	9.96	-
Computers	-	0.22	-	0.22	-	-	-	-	0.22	-
Subtotal (A)	-	576.01	-	576.01	-	67.45	-	67.45	508.56	-
<b>II Capital Work in Progress</b>										
Capital WIP	-	-	-	-	-	-	-	-	-	-
Subtotal (B)	-	-	-	-	-	-	-	-	-	-
<b>III Right of Use Assets</b>										
Land	-	63.05	-	63.05	-	21.89	-	21.89	41.16	-
Subtotal (C)	-	63.05	-	63.05	-	21.89	-	21.89	41.16	-
<b>Grand Total (A+B+C)</b>	-	639.06	-	639.06	-	89.34	-	89.34	549.72	-

**Elitecon International Limited (Formerly  
known as Kashiram Jain & Company Limited) B-4, Ground  
Floor Shankar Garden Vikaspuri, New Delhi-110018**

**Notes to the Financial Statements**

**Note 4:- Non-current investments**

Particulars	No. of shares as		Value as at	
	on 31.03.2022	31.03.2022	on 31.03.2021	31.03.2021
				(₹ in Lakhs)
				Value as at
<b>Unquoted Equity Shares</b>				
Investment in Equity instruments:				
M/s Panchokoti Buildcon Private Limited	-	-	1,01,000.00	99.99
M/s Vedanta Commoddeal Private Limited	-	-	2,570.00	25.70
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,03,570.00</b>	<b>125.69</b>
<b>Note:</b>				
(a) Aggregate amount of quoted investments and market value thereof	-	-	-	-
(b) Aggregate amount of unquoted investments	-	-	1,03,570.00	125.69
(c) Aggregate amount of impairment in value of investments	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,03,570.00</b>	<b>125.69</b>

**Note 5:- Inventories**

Particulars	As at	
	31.03.2022	31.03.2021
		(₹ in Lakhs)
Raw Materials	2,235.41	-
Work-in-progress	-	-
Finished Goods	650.76	-
Stock In Transit: Finished goods	185.64	-
<b>Total</b>	<b>3,071.81</b>	<b>-</b>

**Note:**

- (a) Raw material are valued on Weighted Average basis.
- (b) Work-in-progress are valued at cost of production (cost of materials and overhead up to the completed stage of production).
- (c) Inventories of Finished goods are valued on Weighted Average basis or net realizable value whichever is less.

**Note 6:- T (A) total outstanding dues of micro enterprises and small enterprises**

Particulars	As at	
	31.03.2022	31.03.2021
		(₹ in Lakhs)
(a) Secured, considered good	-	-
(b) Unsecured Considered Good	61.60	-
(c) Doubtful	-	-
<b>Total</b>	<b>61.60</b>	<b>-</b>

**Trade receivables ageing schedule**

Particulars	Outstanding for following periods from due date of payment					Total
	(₹ in Lakhs)					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	61.60	-	-	-	-	61.60
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>61.60</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>61.60</b>

**Elitecon International Limited**  
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**Notes to the Financial Statements**

**Note 7:- Cash and Cash equivalents**

(₹ in Lakhs)

Particulars	Asat	Asat
	31.03.2022	31.03.2021
Balances with Banks	70.25	1.80
Cheques, Draft in hand	-	-
Cash on hand	1.96	0.19
<b>Total</b>	<b>72.21</b>	<b>1.99</b>

**Note 8:- Loans**

(₹ in Lakhs)

Particulars	Asat	Asat
	31.03.2022	31.03.2021
Unsecured, considered good		
Loans to related parties	-	-
Loans to others	-	231.15
<b>Total</b>	<b>-</b>	<b>231.15</b>

**Note 9:- Other current assets**

(₹ in Lakhs)

Particulars	Asat	Asat
	31.03.2022	31.03.2021
Advances other than capital advances	-	-
Advances to related parties	-	-
Other advances:		
TDS & TCS	5.01	0.61
GST & Cess inward	828.25	1.03
GST & Cess Refund receivable	3,826.49	-
Deposits & Advances receivable in cash or in kind or for value to be received	8.76	-
Advance to Suppliers	55.94	-
<b>Total</b>	<b>4,724.45</b>	<b>1.64</b>

**Elitecon International Limited**  
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B-4, Ground Floor Shankar Garden Vikaspuri, New Delhi-110018

Notes to the Financial Statements

Note 10:- Equity Share capital

(₹ in Lakhs)

Particulars	As at 31.03.2022		As at 31.03.2021	
	No. of Shares	Amount	No. of Shares	Amount
<b>(A) Authorized, Issued, Subscribed and fully paid up</b>				
<b>Authorized:</b>				
Equity shares of Rs. 10/- each	1,00,00,000.00	1,000.00	11,00,000.00	110.00
<b>Total</b>	<b>1,00,00,000.00</b>	<b>11,00,000.00</b>	<b>11,00,000.00</b>	<b>110.00</b>
<b>Issued, subscribed and fully paid up:</b>				
Equity shares of Rs. 10/- each	12,10,000.00	121.00	10,60,000.00	106.00
<b>Total</b>	<b>12,10,000.00</b>	<b>121.00</b>	<b>10,60,000.00</b>	<b>106.00</b>

**(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year**

Particulars	As at 31.03.2022	As at 31.03.2021
Number of shares outstanding as at the beginning of the year	10,60,000	10,60,000
Add: Number of shares allotted for cash	1,50,000	-
Less: Number of shares bought back during the year	-	-
Number of shares outstanding as at the end of the year	<b>12,10,000</b>	<b>10,60,000</b>

**(C) Shares in the company held by each shareholder holding more than 5% shares**

Name of the shareholder	As at 31.03.2022		As at 31.03.2021	
	No. of Shares	Percentage	No. of Shares	Percentage
Devanand Vishal Curtocar	-	-	6,94,900	65.56%
Rama Krishana Rao Chaluvadi	-	-	60,000	5.66%
Amrac Real Estate Fund-I	4,00,000	33.06%	2,50,000	23.58%
DUC Education Foundation	2,74,900	22.72%	-	-
Vipin Sharma	4,20,000	34.71%	-	-

**(D) Ordinary Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding 31st March, 2022: NIL**

**(E) Ordinary Shares allotted as fully paid up Bonus Shares for the period of five years immediately preceding 31st March, 2022: NIL**

**(F) Rights, preferences and restrictions attached to the Ordinary Shares:**

The Ordinary Shares of the Company, having par value of Rs. 10/- per share, rank pari passu in all respects including voting rights and entitlement to dividend.

**(G) Ordinary Shares bought back for the period of five years immediately preceding 31st March, 2022: NIL**

**(H) Shareholding of promoters**

S.N No. Promoter's name	As at 31.03.2022		As at 31.03.2021		% Change during the year
	No. of shares	% of total shares	No. of shares	% of total shares	
1 Vipin Sharma	4,20,000.00	34.71	-	-	100.00
2 DUC Education foundation through Settlor - Mr. Dina Nath Chugh	2,74,900.00	22.72	-	-	100.00
3 Amrac Real Estate Fund - 1	4,00,000.00	33.06	2,50,000.00	23.58	60.00

**Elitecon International Limited**  
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**Notes to the Financial Statements**

**Note 11:- Borrowings**

(₹ in Lakhs)

Particulars	Non-Current		Current	
	Asat 31.03.2022	Asat 31.03.2021	Asat 31.03.2022	Asat 31.03.2021
<b>Unsecured</b>				
Loan from related parties	1,335.31	7.06	-	-
Loans from Others	1,440.69	26.00	-	-
<b>Total</b>	<b>2,776.00</b>	<b>33.06</b>	<b>-</b>	<b>-</b>

**Terms of borrowings:**

Loan from Related Parties: This includes loan from Directors and Lemon Electronics Limited. The loan taken from Lemon Electronics Limited is repayable by the company on the date of expiry of 1 year from the date of last disbursement of loan amount.

Loan from Others: The loan is repayable by the company on the date of expiry of 1 year from the date of last disbursement of loan amount except in case of Rita Finance and Leasing Limited where the loan is repayable along with the interest @9% p.a. by the company on the date of expiry of a period of 2 years from the date of disbursement of the loan. The Company has an option to repay to Rita Finance and Leasing Limited either in full or in part from time to time in one or more tranches before expiry of 2 years.

**Note 12:- Lease liabilities**

The Company's significant leasing arrangements are in respect of Land and Building/ Shed for non-residential purpose for a period of 36 months commencing from 16.03.2021. The amount of ROU assets and lease liabilities recognized in Balance Sheet are disclosed in Note No. 3 and Note No. 12 respectively. The total cash outflow for lease for the year is Rs. 22.12 Lakhs.

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

Particulars	Asat 31.03.2022		Asat 31.03.2021	
	Non-Current	Current	Non-Current	Current
Lease liabilities	45.97	-	-	-
<b>Total</b>	<b>45.97</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Movement of lease liabilities during the year**

Particulars	Asat 31.03.2022	Asat 31.03.2021
Opening lease liabilities	-	-
New leases recognized	63.05	-
Remeasurements and withdrawals	-	-
Interest expense on Lease Liabilities	5.04	-
Payment of Lease Liabilities made	(22.12)	-
Foreign Currency Translation Reserve adjustment	-	-
<b>Closing balance of Lease Liabilities</b>	<b>45.97</b>	<b>-</b>

**The maturities of lease liabilities including interest thereon over the remaining lease term is as follows:**

Particulars	Asat 31.03.2022	Asat 31.03.2021
Less than one year	23.64	-
More than one year and less than three years	22.33	-
<b>Total</b>	<b>45.97</b>	<b>-</b>





Note 13:- Deferred tax liabilities/(assets) (Net)

(₹ in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
Deferred tax liabilities	1.37	-
Def (A) total outstanding dues of micro enterp rises and small enterp rises	-	-
<b>Deferred tax liabilities/(assets) (Net)</b>	<b>1.37</b>	<b>-</b>

Movement of deferred tax liabilities/ (assets)

Particulars	Opening Balance	Recognized in Profit & Loss	Recognized in OCI	Closing Balance
<b>2021-22</b>				
<b>Deferred tax liabilities/ assets in relation to:</b>				
On Property, plant and equipment	-	2.60	-	2.60
<b>Total deferred tax liabilities</b>	-	<b>2.60</b>	-	<b>2.60</b>
On Business loss	-	(1.23)	-	(1.23)
<b>Total deferred tax assets</b>	-	<b>(1.23)</b>	-	<b>(1.23)</b>
<b>Deferred tax liabilities/ (assets) (Net)</b>	-	<b>1.37</b>	-	<b>1.37</b>
<b>2020-21</b>				
<b>Deferred tax liabilities/ assets in relation to:</b>				
On Property, plant and equipment	-	-	-	-
<b>Total deferred tax liabilities</b>	-	-	-	-
On Business loss	-	-	-	-
<b>Total deferred tax assets</b>	-	-	-	-
<b>Deferred tax liabilities/ (assets) (Net)</b>	-	-	-	-

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**Notes to the Financial Statements**

**Note 14:- Trade payable**

(₹ in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
<b>Sundry Creditors for:</b>		
<b>(a) Material &amp; Supplies</b>		
(i) total outstanding dues of micro enterprises and small enterprises	5,189.24	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.	-	-
<b>(b) Services &amp; others</b>		
(i) total outstanding dues of micro enterprises and small enterprises	16.04	1.22
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.	-	-
<b>Total</b>	<b>5,205.28</b>	<b>1.22</b>

In accordance with Notification issued by the Ministry of Corporate Affairs, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Development Act, 2006. Disclosure under section 22 of the Act, is as under -

Particulars	As at 31 March, 2022	As at 31 March, 2021
(a) Principal amount due at the year end	5,205.28	1.22
(b) Interest due on the principal amount unpaid at the year end	-	-
(c) Amount of interest paid by the company in terms of section 16 of the MSMED Act, 2006 along with the amount of payment made to the supplier beyond the appointed day during the accounting year	-	-
(d) Amount of interest due and payable for the period of delay in making payment which has been paid but beyond the appointed day during the year, but without adding the interest specified under MSMED Act, 2006	-	-
(e) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
<b>Total</b>	<b>5,205.28</b>	<b>1.22</b>

**Trade Payables Ageing Schedule:**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	5,205.28	-	-	-	5,205.28
(ii) Others	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>5,205.28</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,205.28</b>

**Note 15:- Other current liabilities**

(₹ in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
Current portion of Long Term Borrowings	-	-
Duties & taxes	4.92	0.23
Expenses Payable	4.92	1.34
Other payables	23.16	15.15
Revenue received in advance	6.88	-
<b>Total</b>	<b>39.88</b>	<b>16.72</b>

**Note 16:- Current Tax Liabilities (Net)**

(₹ in Lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
Current income tax Liabilities	13.41	-
<b>Total</b>	<b>13.41</b>	<b>-</b>



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**Notes to the Financial Statements**

**Note 17:- Revenue from operations**

(₹ in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Sale of products	1,930.45	-
Sale of services	-	-
Other operating revenues	-	0.90
<b>Total</b>	<b>1,930.45</b>	<b>0.90</b>

**Note 18:- Other Income**

(₹ in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Interest income	-	8.67
Exchange Fluctuation Gain	5.27	-
Other non-operating income	16.49	0.03
<b>Total</b>	<b>21.76</b>	<b>8.70</b>

**Note 19:- Cost of material consumed**

(₹ in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
<b>Consumption of raw material</b>		
Opening Stock	-	-
Add: Purchases	4,574.67	-
Less: Closing Stock	2,235.41	-
<b>Total</b>	<b>2,339.26</b>	<b>-</b>

**Note 20:- Changes in Inventories of Finished Goods and Works in Progress**

(₹ in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
<b>Opening Stock</b>		
Finished Goods	<b>To</b>	
Work in progress	<b>tal</b>	
	<b>(A-</b>	
	<b>B)</b>	<b>(A)</b>
<b>Closing stock</b>		
Finished Goods		
Work in progress		
		<b>(B)</b>

-	-	-
0.59	836.40	-
-	-	-
-	5	-
-	9	-
	(836.40)	0.59

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**Notes to the Financial Statements**

**Note 21:- Employee benefits expense**

(₹ in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Salaries and wages	51.43	5.10
Contribution to provident and other funds	-	-
Staff welfare	0.68	-
Directors' Remuneration	2.03	-
<b>Total</b>	<b>54.14</b>	<b>5.10</b>

**Note 22:- Finance cost**

(₹ in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Interest on borrowings	20.51	-
Interest on Lease Liability	5.04	-
Bank Charges	0.85	-
<b>Total</b>	<b>26.40</b>	<b>-</b>

**Note 23:- Other expenses**

(₹ in Lakhs)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
<b>Manufacturing Costs</b>		
Power & Fuel	8.00	-
Freight, Cartage & Custom Clearance Charges	27.24	-
Job Work Charges and Labour	18.83	-
Repairs-Plant & Machinery	9.37	-
Testing Charges	0.02	-
Stores, Consumables & Packing	34.40	-
<b>Other Expenses</b>		
Communication Expenses	0.27	-
Fees & Subscriptions	2.18	-
Legal, professional and consultancy charges	35.85	1.44
Director's Sitting Fees	1.91	-
Loading & Unloading Expenses	0.20	-
BSE Annual Fees and Depository Expenses	6.27	3.00
Miscellaneous expenses	0.23	0.50
Office Expenses	1.16	-
GST, Cess, Excise duty & NCCD	8.83	-
Duty and Taxes	0.67	-
Payment to auditors*		
- for statutory audit	4.00	0.25
- for certification/limited review	0.40	-
Secretarial Audit Fees	-	0.15
Printing, Postage, Telegram & Courier Expenses	0.32	-
E Voting Charges	0.12	0.05
Repair & Maintenance Machineries	-	-
Repair & Maintenance Land & Building	11.14	-
Rent	5.54	1.39
Rates & Taxes other than taxes on income	2.08	-
Security Expenses	3.00	-
Travelling Expenses	2.28	0.05
Advertising & Publicity Expenses	2.68	0.79
Freight & Forwarding Expenses	34.28	-
<b>Total</b>	<b>221.27</b>	<b>7.92</b>

**\*Note: Payment to auditors**

- for statutory audit	4.00	0.25
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- for comp any law matters	-	-
- for taxation matters-tax audit	-	-
- for others-certification/limited review	0.40	-
<b>Total</b>	<b>4.40</b>	<b>0.25</b>



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**Notes to the Financial Statements**

**Note 24: 1) Contingent Liabilities and Commitments** (to the extent not provided for)

(₹ in Lakhs)		
i) Contingent Liabilities		
Particulars	As at 31.03.2022	As at 31.03.2021
a) Claims against the company not acknowledged as debt	-	-
b) Guarantees excluding financial guarantees	-	-
c) Other money for which the company is contingently liable:	-	-
- Income Tax Matters: Demand due to assessment proceeding u/s 147	22.00	-
<b>Total</b>	<b>22.00</b>	<b>-</b>

(₹ in Lakhs)		
ii) Commitments		
Particulars	As at 31.03.2022	As at 31.03.2021
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
b) Uncalled liability on shares and other investments partly paid	-	-
c) Other Commitments	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

(₹ in Lakhs)		
2) Earnings per Share		
Particulars	As at 31.03.2022	As at 31.03.2021
(I) Profit / (loss) for the year	43.41	(4.01)
(II) Weighted average number of Ordinary shares outstanding for the purpose of basic earnings per share	11,44,247	10,60,000
(III) Weighted average number of Ordinary shares in computing diluted earnings per share	11,44,247	10,60,000
(IV) Earnings per share on profit for the year (Face Value Rs. 10.00 per share)		
- Basic (°) [(I)/(II)]	3.79	(0.38)
- Diluted (°) [(I)/(III)]	3.79	(0.38)

**3) Employee Benefits**

**Defined Contribution Plans**

Amount recognized as expenses in defined contributions plans:

(₹ in Lakhs)		
Particulars	2021-2022	2020-21
Contribution Provident Fund & Employees pension scheme 1995	-	-
Employees' State Insurance Corporation (ESIC)	-	-

**Defined Benefit Plans****Gratuity Benefits**

The liabilities arising in the Defined Benefit Schemes are determined in accordance with the advice of independent, professionally qualified actuaries, using the projected unit credit method.

	(₹ in Lakhs)	
<b>Components of Employer Expenses</b>	<b>As at</b>	<b>As at</b>
	<b>31.03.2022</b>	<b>31.03.2021</b>
Recognized in Statement of Profit and Loss		
Current Service Cost	-	N.A.
Past service Cost	-	N.A.
Net Interest Cost	-	N.A.
Total Expenses Recognized in Statement of Profit and Loss (A)	<u>-</u>	<u>N.A.</u>
Effects recognized in Other Comprehensive Income		
Return on plan assets (greater)/less than the expected return	-	N.A.
Actuarial (Gain)/loss due to demographic assumptions	-	N.A.
Actuarial (Gain)/loss due to financial assumptions	-	N.A.
Changes in asset ceiling	-	N.A.
Actuarial (Gain)/loss due to experience on DBO	-	N.A.
Net actuarial loss / (gain) for the year recognized in Other Comprehensive Income (B)	<u>-</u>	<u>N.A.</u>
Total defined benefit cost recognized in the Statement of Profit and Loss and Other Comprehensive Income (A+B)	<u>-</u>	<u>N.A.</u>
<b>Net Asset/(Liability) recognized in Balance Sheet</b>	<b>As at</b>	<b>As at</b>
	<b>31.03.2022</b>	<b>31.03.2021</b>
Present value of Defined Benefit Obligation	-	N.A.
Fair Value of Plan Assets	-	N.A.
Status [Surplus / (Deficit)]	-	N.A.
Restrictions on Asset Recognized	-	N.A.
Net Asset/(Liability) recognized in Balance Sheet	<u>-</u>	<u>N.A.</u>
<b>Reconciliation of Defined Benefit Obligation (DBO)</b>	<b>As at</b>	<b>As at</b>
	<b>31.03.2022</b>	<b>31.03.2021</b>
Present Value of DBO at the beginning of the year	N.A.	N.A.
Current Service Cost	-	N.A.
Past Service Cost	-	N.A.
Interest Cost	-	N.A.
Actuarial Loss / (Gain) - demographic	-	N.A.
Actuarial Loss / (Gain) - financial	-	N.A.
Changes in asset ceiling (excluding interest income)	-	N.A.
Actuarial Loss / (Gain) - experience	-	N.A.
Loss / (Gain) on Curtailments	-	N.A.
Loss / (Gain) on settlements	-	N.A.
Effects of acquisition / merger	-	N.A.
Transfer In/(Out)	-	N.A.
Benefit payments directly by employer	-	N.A.
Benefit payments from plan assets	-	N.A.
Total Actuarial Loss (Gain)	-	N.A.
Exchange differences on foreign plans	-	N.A.
Present value of DBO at the end of the year	<u>-</u>	<u>N.A.</u>

Composition of the Plan Assets	As at	As
	31.03.2022	at 31.03.2021
Government of India Securities	N.A.	N.A.
State Government Securities	N.A.	N.A.
High Quality Corporate Bonds	N.A.	N.A.
Equity Shares of listed Companies	N.A.	N.A.
Property	N.A.	N.A.
Special Deposit Scheme	N.A.	N.A.
Policy of Insurance	N.A.	N.A.
Bank Balance	N.A.	N.A.
Other Investments	N.A.	N.A.
<b>Total</b>	N.A.	N.A.

#### Basis used to determine the Expected Rate of Return on Plan Assets

**Discount Rate:** The rate used to discount other long term employee benefit obligation (both funded and unfunded) have been determined by the reference to market yield at the Balance Sheet Date on government bonds. The currency and term of the government bond shall be consistent with currency and estimated term of the post employment benefit obligation.

**Rate of Return on Plan Assets:** Interest income on plan assets is calculated using the expected rate of return and the assets at the beginning of the period.

**Withdrawal Rates:** withdrawal rates takes into account the board economic outlook, type of sector the company operates in and measures taken by the management to retain/ relive the employees.

#### Sensitivity Analysis

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

Sensitivity to key assumptions	As at	As at
	31.03.2022	31.03.2021
Discount rate: Increase by 1 %		
Decrease by 1 %	-	N.A.
Salary growth rate: Increase by 1 %	-	N.A.
Decrease by 1 %	-	N.A.
Withdrawal rate: Increase by 1 %	-	N.A.
Decrease by 1 %	-	N.A.

#### Past Service wise Distribution

Past Service	Percentage	Benefits Payable
0 to 4 5	0.00%	-
to 10 11	0.00%	-
to 15	0.00%	-
above 15	0.00%	-
<b>Total</b>	<b>0.00%</b>	<b>-</b>

4) Categories of Financial Instruments			(₹ in Lakhs)		
		As at 31.03.2022	As at 31.03.2021		
Particulars	Note No.	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>A. Financial Assets</b>					
<b>a) Measured at amortized cost</b>					
-Cash and cash equivalents	7	72.21	72.21	1.99	1.99
-Investments	4	-	-	125.69	125.69
-Loans	8	-	-	231.15	231.15
-Other financial assets		-	-	-	-
-Trade Receivables	6	61.60	61.60	-	-
<b>Total</b>		<b>133.81</b>	<b>133.81</b>	<b>358.83</b>	<b>358.83</b>
<b>b) Measured at Fair Value through OCI</b>					
		-	-	-	-
<b>c) Measured at fair value through Profit or Loss</b>					
		-	-	-	-
<b>Total Financial Assets</b>		<b>133.81</b>	<b>133.81</b>	<b>358.83</b>	<b>358.83</b>
<b>B. Financial Liabilities</b>					
<b>a) Measured at amortized cost</b>					
-Borrowings	11	2,776.00	2,776.00	33.06	33.06
-Lease liabilities	12	45.97	45.97	-	-
-Other financial liabilities		-	-	-1.22	-
-Trade Payables	14	5,205.28	5,205.28	-	1.22
<b>Total Financial Liabilities</b>		<b>8,027.25</b>	<b>8,027.25</b>	<b>34.28</b>	<b>34.28</b>

#### 5) Fair Value Measurement

The following table presents the fair value hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

Particulars	Fair Value Hierarchy (Level)	(₹ in Lakhs)	
		As at 31.03.2022	As at 31.03.2021
<b>A. Financial Assets</b>			
<b>a) Measured at amortized cost</b>			
-Investments	3	-	125.69
-Loans		-	-
-Other financial assets		-	-
<b>Total</b>		<b>-</b>	<b>125.69</b>
<b>b) Measured at Fair Value through OCI</b>			
		-	-
<b>c) Measured at fair value through Profit or Loss</b>			
		-	-
<b>Total Financial Assets</b>		<b>-</b>	<b>125.69</b>
<b>B. Financial Liabilities</b>			
<b>a) Measured at amortized cost</b>			
-Borrowings	3	2,776.00	33.06
-Lease liabilities	3	45.97	-
<b>Total Financial Liabilities</b>		<b>2,821.97</b>	<b>33.06</b>

#### Fair Value Hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities.

**Level 2:** Inputs other than quoted price included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature.

The fair value of RoU asset and lease liabilities has been determined on the basis of valuation carried out at the reporting date by registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 and the same has been categorized as Level-3 based on the valuation techniques used and inputs applied. The lease liability has been determined at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of initial application.

## 6) Financial risk management objectives

The Company aims at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its business operations by having a system-based approach to risk management, anchored to policies and procedures of the Company. Accordingly, the Company's risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with the applicable regulations.

### Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

Particulars	(₹ in Lakhs)	
	As at 31.03.2022	As at 31.03.2021
<b>(a) Value of Import on CIF Basis</b>		
i) Capital Goods:		
- Cost of Machinery	312.93	-
- Custom Duty	21.83	-
- Freight and forwarding	12.66	-
<b>Total</b>	<b>347.41</b>	<b>-</b>
ii) Raw Materials & Spare parts		
- Raw Material Cost	5.48	-
- Custom Duty	0.65	-
- Freight and forwarding	2.06	-
<b>Total</b>	<b>8.18</b>	<b>-</b>
<b>(b) Expenditure in Foreign Currency</b>		
(i) Capital goods	-	-
(ii) Raw material & Spare parts	5.48	-
(iii) Others (Advance to supplier)	39.25	-
<b>Total</b>	<b>44.72</b>	<b>-</b>
<b>(c) Earnings in foreign currency</b>		
(i) Sales (Export)	1,409.81	-
<b>Total</b>	<b>1,409.81</b>	<b>-</b>

### Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted.

### Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

7) Related Party Disclosures

1. List of Related Parties

i. Key Management Personnel

Devanand Vishal Curtorcar	Director, Cessation w.e.f. 19.08.2021
Lalit Kumar Gaur	Additional Director (Executive), Appointment w.e.f. 14.03.2022
Vipin Sharma	Managing Director and Chief Executive Officer
Dayanand Ray	Whole time Director, Cessation w.e.f. 14.03.2022
Monam Kapoor	Additional Director, Appointment w.e.f. 12.04.2022
Haisangi Ramaprabhu	Additional Director, Appointment w.e.f. 22.03.2022
Bheemashankar	
Avaiz Ali	Managing Director and Chief Executive Officer, Cessation w.e.f. 02.02.2022
Venkata Ramana Manapragada	Chief Financial Officer, Cessation w.e.f. 24.06.2021
Himanshu Gambhir	Company Secretary, Cessation w.e.f. 10.12.2021
Chandni Aggarwal	Company Secretary, Cessation w.e.f. 20.10.2021
Kuldeep Singh	Chief Financial Officer, Cessation w.e.f. 18.05.2021
Bhavna Seth	Company Secretary, Cessation w.e.f. 31.05.2021
Chetna	Chief Financial Officer, Appointment w.e.f. 26.05.2022
Neha Anuj	Company Secretary, Appointment w.e.f. 10.12.2021

ii. Enterprises where control exist by Key Management Personnel

Lemon Electronics Limited

2. Disclosure of transactions with related parties and outstanding balances as at 31st March, 2022

(₹ in Lakhs)

	Transaction during the year		Closing balance as at	
	2021-22	2020-21	31.03.2022	31.03.2021
<b>i) Lemon Electronics Limited</b>				
Loan taken	1,323.25	-	1,323.25	-
<b>ii) Devanand Vishal Curtorcar</b>				
Loantaken	7.06	-	7.06	7.06
Repayment of Loan	7.06	-	-	-
<b>iii) Vipin Sharma</b>				
Loantaken	5.00	-	5.00	-
<b>iv) Lalit Kumar Gaur</b>				
Remuneration	2.03	-	-	-
<b>v) Neha Anuj</b>				
Remuneration	2.25	-	-	-
<b>vi) Avaiz Ali</b>				
Remuneration	0.27	-	-	-
<b>vii) Bhavna Seth</b>				
Remuneration	0.50	3.00	-	-

8) On the basis of the total income of the Company, the figures appearing in the financial statements have been rounded off to nearest lakhs. The previous year figures have been regrouped, rearranged and reclassified wherever necessary.

9) The Income Tax authority issued Show Cause Notice under clause (b) of Section 148A dated 12.03.2022 pertaining to A.Y. 2018-19 with respect to escaped assessment within the meaning of Section 147 of the Income Tax Act, 1961 amounting to Rs. 22 lakhs. The management has submitted response to the Show Cause Notice on 28.03.2022. Further, the department has passed an order under Clause (d) of Section 148A dated 29.03.2022 and issued notice under Section 148 on 29.03.2022. The management has submitted response on 29.04.2022 against notice under Section 148. The assessment proceedings under Section 147 are pending against the Company.

10) Details of loans granted to Promoters, Directors, KMP's and Related Parties:

(a) Repayable on Demand

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoter	-	-
Directors	-	-
KMP's	-	-
Related Parties	-	-

(b) Without specifying any terms or period of repayment

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoter	-	-
Directors	-	-
KMP's	-	-
Related Parties	-	-

11) The Company is not a declared wilful defaulter by any bank or Financial Institution or other lender.

12) The Company has not entered into any transactions with Companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

13) **Financial Ratios**

Ratio	Numerator	Denominator	As at 31.03.2022	As at 31.03.2021	% variance	Reason for variance
Current Ratio (in times)	Current Assets	Current Liabilities	1.51	13.09	88.48	Decrease in ratio due to increase in sales during the current year with corresponding increase in inventory, trade receivable, trade payables, and other current assets. Also, increase in trade payables is more than increase in trade receivables.
Debt-Equity Ratio (in times)	Total Debt	Shareholder's Equity	7.09	0.11	6,539.20	Increase in the ratio is due to increase in non-current borrowings during the current year.
Debt-Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit before taxes + Non-cash operating expenses + Interest	Debt service = Interest & Lease Payments + Principal Repayments	0.13	-	100.00	Increase in the ratio is due to increase in principal repayments during the year.
Return on Equity (in %)	Net Profit after tax	Average Shareholder's Equity	0.12	(0.01)	1,527.02	Increase in ratio due to profit earned in the current financial year as the company was in loss during the previous financial year.
Inventory Turnover Ratio (in times)	Sales	Average Inventory	1.26	3.05	58.80	The ratio is decreasing as the percentage increase in inventory is more than the percentage increase in sales.
Trade Receivable Turnover Ratio (in times)	Total Sales	Closing Trade Receivables	31.34	No closing trade receivables	100.00	The ratio is increasing due to increase in sales and trade receivables during the current year.
Trade payables turnover ratio (in times)	Total Purchases	Closing Trade Payables	0.88	-	100.00	The ratio is increasing due to increase in credit purchase during the current year.
Net Capital Turnover Ratio (in times)	Net Sales	Average working capital	0.72	0.00	100.00	The increase in ratio is due to increase in sales during the current financial year.
Net Profit Ratio (in%)	Net Profit after tax	Net Sales	0.02	(4.46)	100.50	The increase in ratio is due to increase in sales during the current financial year.
Return on Capital Employed (in %)	Earning before interest and taxes	Capital Employed = Net Worth + Total Debt + Deferred Tax Liability	0.03	(0.01)	324.31	Increase in ratio is due to increase in profit during the year and also increase in debt.
Return on Investment (in %)	Income from investments	Weighted average investments	-	0.02	100.00	Decrease in ratio is due to sale of all the investment during the current year.

- 14) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies) including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 15) The Company has not received any advance from any person(s) or entity(ies), including foreign entities (funding party) with the understanding that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of funding party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 16) Some of the trade payables, Loans and Other Current Assets are subject to balance confirmation/ reconciliation at the year end. The management is in process of getting balance confirmation from the respective parties. However, reconciliation/ confirmation of these balances is not expected to result in any material adjustments in the stated balances.
- 17) The Company has moved an application for voluntary delisting of its securities from CSE on April 09, 2021. However, the trading in securities has been suspended by the Calcutta Stock Exchange Limited (CSE) w.e.f April 26, 2021 on account of non-payment of Annual Listing Fees.

**As per our report of even date attached  
For SAARKANDCO  
Chartered Accountants  
FRN: 021758N**

**For & on behalf of the Board of Directors of  
Elitecon International Limited**

**CA Rajib Kumar Karn  
Partner  
M. No.: 304483 UDIN:**

**Vipin Sharma  
Managing Director and Chief Executive Officer  
DIN: 01739519**

**Lalit Kumar Gaur  
Director DIN:  
00326958**

**Date: 8th June, 2022  
Place: New Delhi**

**Chetna Chief  
Financial Officer PAN:  
AVEPC8499A**

**Neha Anuj  
Company Secretary  
M. No.: 48171**



# **FINANCIAL RESULTS OF FINANCIAL YEAR ENDED ON MARCH 31, 2021**

## **INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS**

To the Members of:

### **ELITECON INTERNATIONAL LIMITED (FORMERLY KASHIRAM JAIN AND COMPANY LIMITED)**

#### **REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of ELITECON INTERNATIONAL LIMITED (FORMERLY KASHIRAM JAIN AND COMPANY LIMITED) ('the Company'), which comprise the Balance Sheet as at 31st March 2021, the statement of profit and loss and the statement of Cash Flows for the year ended 31<sup>ST</sup> March, 2021 and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'standalone financial statements').

#### **OPINION**

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

#### **BASIS FOR OPINION**

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

#### **MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS**

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

#### **AUDITOR'S RESPONSIBILITY**

Our objective are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on these standalone financial statements.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial

statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by sub-section 3 of Section 143 of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued there under;

(e) on the basis of the written representations received from the directors as on 31st March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "ANNEXURE - A";

(g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

i. The Company did not have any pending litigations in its financial statements.

ii. The Company did not have any long term contract including derivative contract which may lead to any foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "ANNEXURE – B" a statement on the matters specified in the Order, to the extent applicable.

**For Poddar Agarwal & Co., Chartered Accountants**

FRN: 329486E

**(Pravin Poddar)**

Partner

M. No. 300906

UDIN: 21300906AAAACA9310

Place : Kolkata

Date : 30<sup>th</sup> June, 2021

## ANNEXURE – A

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

We have audited the internal financial controls over financial reporting of ELITECON INTERNATIONAL LIMITED (FORMERLY KASHIRAM JAIN AND COMPANY LIMITED) (“the Company”) as of 31st March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

#### **AUDITORS’ RESPONSIBILITY**

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

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

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

#### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and

not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **OPINION**

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

**For Poddar Agarwal & Co.,** Chartered Accountants

FRN: 329486E

**(Pravin Poddar)**

Partner

M. No. 300906

UDIN: 21300906AAAACA9310

Place : Kolkata

Date : 30<sup>th</sup> June, 2021

## ANNEXURE – B

### **AUDITORS REPORT AS PER THE COMPANIES (AUDITOR'S REPORT) ORDER 2016 ON THE STANDALONE FINANCIAL STATEMENTS:**

1. PROPERTY, PLANT & EQUIPMENT [Clause 3(i)]

The Company has no Fixed Assets. As such the clause- 1(a), 1(b) & 1(c) of the Companies (Auditors' Report) order 2016 is not applicable to the Company.

2. INVENTORY [Clause 3(ii)]

The physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed and they have been properly dealt with in the books of account.

3. LOAN GIVEN BY COMPANY [Clause 3(iii)]

The Company has not granted any loans, secured or unsecured to Companies, Firms or other parties listed in the register maintained pursuant to provision of section 189 of the Companies Act, 2013.

4. LOAN TO DIRECTORS AND INVESTMENT BY COMPANY [Clause 3(iv)]

In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

5. DEPOSITS [Clause 3(v)]

According to the information and explanation given to us the Company has not accepted deposits from the public during the financial year under audit.

6. COST RECORDS [Clause 3(vi)]

In our opinion and according to information and explanation given to us, the Company does not manufacturing any goods and the provision related to maintenance of cost records by the Company under sub section (1) of section 148 of Companies Act, 2013 for any of its products as prescribed by Central Government, are not applicable.

7. STATUTORY DUES [Clause 3(vii)]

Following matters shall be reported for statutory dues and disputed for tax and duties.

- a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, customs duty, cess and any other statutory dues have been regularly paid to the appropriate authorities.
- b) According to the information and explanations given to us there are no dues of provident fund, employees' state insurance, income tax , goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.

8. REPAYMENT DUES [Clause 3(viii)]

Based on our audit procedures and as per the information & explanations given by the management, we are of the opinion the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

9. UTILISATION OF INTIAL AND FURTHER PUBLIC OFFER [Clause 3(ix)]

In our opinion and according to information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans.

10. FRAUD [Clause 3(x)]

No fraud has been noticed or reported on or by the Company during the year.

11. APPROVAL OF MANAGERIAL REMUNERATION [Clause 3(xi)]

The managerial remuneration has been paid or provided during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

12. NIDHI COMPANY [Clause 3(xii)]:

In our opinion, and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2016 w.r.t. Nidhi Company is not applicable to Company.

13. RELATED PARTY TRANSACTION [Clause 3(xiii)]

In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

14. PRIVATE PLACEMENT AND PREFERENTIAL ISSUES [Clause 3(xiv)]

During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

15. NON CASH TRANSACTION [Clause 3(xv)]

In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

16. REGISTER WITH RBI ACT, 1934 [Clause 3(xvi)]

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Poddar Agarwal & Co., Chartered Accountants**

FRN: 329486E

**(Pravin Poddar)**

Partner

M. No. 300906

UDIN: 21300906AAAACA9310

Place : Kolkata

Date : 30<sup>th</sup> June, 2021

**ELITECON INTERNATIONAL LIMITED**  
**FORMERLY KOWN AS KASHIRAM JAIN & COMPANY LIMITED**  
(CIN: L51909AS1987PLC002828)  
**Balance Sheet as at 31st March, 2021**

	Particulars	Note No.	As at 31st March 2021	As at 31st March 2020
<b>A.</b>	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	(a) Financial Assets			
	(i) Investments	3	1,25,69,000	1,25,69,000
(2)	<b>Current assets</b>			
	(a) Inventories		-	59,427
	(b) Financial Assets			
	(i) Trade Receivables	4	-	15,48,891
	(i) Cash and cash equivalents	5	1,99,533	1,55,416
	(ii) Loan & Advances	6	2,31,14,894	1,97,08,934
	(c) Other Current Assets	7	1,63,681	31,395
	<b>TOTAL</b>		<b>3,60,47,108</b>	<b>3,40,73,063</b>
<b>B.</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>Equity</b>			
	(a) Equity Share Capital	8	1,06,00,000	1,06,00,000
	(b) Other Equity	9	2,03,47,134	2,07,48,094
	<b>Total Equity</b>		<b>3,09,47,134</b>	<b>3,13,48,094</b>
(2)	<b>Non Current Liabilities</b>			
	<b>Financial Liabilities</b>			
	Long term borrowings	10	33,06,328	-
(3)	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Trade (Financial) Payables	11	1,21,806	15,94,745
	(a) Provisions	12	-	-
	(b) Other current liabilities	13	16,71,840	11,30,224
	<b>TOTAL</b>		<b>3,60,47,108</b>	<b>3,40,73,063</b>

Notes referred above form an integral of the Balance Sheet.

SIGNIFICANT ACCOUNTING POLICIES  
NOTES ON FINANCIAL STATEMENTS

2  
3 to 21

As per our Report of even date

For and on behalf of Board

For Poddar Agarwal & Co.  
Chartered Accountants  
FRN: 329486E

Devanand Vishal Curtorcar  
Director  
DIN: 08769819

Vipin Sharma  
Director  
DIN: 01739519

(Pravin Poddar)  
Partner  
M. No. 300906  
Ghazibad Uttar Pradesh, June 30, 2021  
UDIN:-21300906AAAAC9310

Avaiz Ali  
CEO & CFO

Chandni Aggarwal  
Company Secretary

**ELITECON INTERNATIONAL LIMITED**  
**FORMERLY KOWN AS KASHIRAM JAIN & COMPANY LIMITED**  
(CIN: L51909AS1987PLC002828)

**Profit and loss statement for the year ended on 31st March 2021**

S. No.	Particulars	Note No.	As at 31st March 2021	As at 31st March 2020
			Rs.	Rs.
I.	Revenue from operations	14	90,000	19,65,391
II.	Other Income	15	8,70,150	11,84,698
III.	<b>Total Revenue</b>		<b>9,60,150</b>	<b>31,50,089</b>
IV.	<b>Expenses :</b>			
	Purchases of Stock-in-Trade	16	-	19,91,345
	Change in Inventories	17	59,427	(59,427)
	Employee Benefits Expenses	18	5,10,000	4,74,000
	Other expenses	19	7,91,683	8,36,524
	<b>Total Expenses</b>		<b>13,61,110</b>	<b>32,42,442</b>
V.	<b>Profit before exceptional and extraordinary items and tax ( III-IV )</b>		<b>(4,00,960)</b>	<b>(92,353)</b>
VI.	Exceptional items		-	-
VII.	<b>Profit before extraordinary items and tax ( V - VI )</b>		<b>(4,00,960)</b>	<b>(92,353)</b>
VIII.	Extraordinary items		-	-
IX.	<b>Profit before tax ( VII - VIII )</b>		<b>(4,00,960)</b>	<b>(92,353)</b>
X.	Tax Expense			
	(1) Current Tax		-	-
	(2) Deferred tax		-	-
XI.	<b>Profit after Tax ( IX - X )</b>		<b>(4,00,960)</b>	<b>(92,353)</b>
XII.	<b>Earing per equity share</b>	20		
	(1) Basic		(0.38)	(0.09)
	(2) Diluted		(0.38)	(0.09)

Notes referred above form an integral of the Profit and loss statement.

**SIGNIFICANT ACCOUNTING POLICIES**  
**NOTES ON FINANCIAL STATEMENTS**

1-2  
3 to 23

As per our Report of even date

**For and on behalf of Board**

**For Poddar Agarwal & Co.**  
**Chartered Accountants**  
**FRN: 329486E**

**Devanand Vishal Curtorcar**  
Director  
DIN: 08769819

**Vipin Sharma**  
Director  
DIN: 01739519

**(Pravin Poddar)**  
**Partner**  
**M. No. 300906**  
**Ghazibad Uttar Pradesh , June 30, 2021**  
**UDIN:-21300906AAAAC9310**

**Avaiz Ali**  
CEO & CFO

**Chandni Aggarwal**  
Company Secretary



**ELITECON INTERNATIONAL LIMITED**  
**FORMERLY KOWN AS KASHIRAM JAIN & COMPANY LIMITED**  
(CIN: L51909AS 1987PLC002828)  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021**

	31.03.2021 Rs.	31.03.2020 Rs.
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax, extraordinary		
Items & Interest	(4,00,960)	(92,353)
Adjustments for:		
Depreciation	-	-
Operating profit before change in Working Capital	(4,00,960)	(92,353)
<b>Adjustments for:</b>		
Trade & Other Receivables	15,48,891	(15,48,891)
Inventories	59,427	(59,427)
Loans & Advances	(34,05,960)	31,67,794
Other Current Assets	(1,32,286)	(31,395)
Other Current Liabilities	5,41,616	(3,66,159)
Provisions	-	(36,551)
Trade Creditors & Provisions	(14,72,939)	15,94,745
Cash generated from Operations	(28,61,250) (32,62,211)	27,20,116 26,27,763
Direct Taxes Paid	-	-
Cash Flow before Extra Ordinary Items	(32,62,211)	26,27,763
Extra Ordinary Items	-	-
<b>Net Cash flow from Operating Activities</b>	<b>(32,62,211)</b>	<b>26,27,763</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Long term Investments Sold/(Purchased)	-	(25,70,000)
<b>Net Cash Flow From Investing Activities</b>	<b>-</b>	<b>(25,70,000)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Long term Borrowings	33,06,328	-
<b>Net cash flow from Financing Activities</b>	<b>33,06,328</b>	<b>-</b>
<b>Net Increase/(Decrease) in cash &amp; Cash Equivalents</b>	<b>44,117</b>	<b>57,763</b>
<b>Cash &amp; Cash Equivalents as at the Beginning of the Year</b>	<b>1,55,416</b>	<b>97,653</b>
<b>Cash &amp; Cash Equivalents as at the end of the Year</b>	<b>1,99,533</b>	<b>1,55,416</b>

As per our Report of even date  
For Poddar Agarwal & Co.  
Chartered Accountants

FRN: 329486E

(Pravin Poddar)  
Partner  
M. No. 300906  
Ghazibad Uttar Pradesh, June 30, 2021  
UDIN:-21300906AAAAC9310

For and on behalf of Board

Devanand Vishal Curtorcar  
Director  
DIN: 08769819

Vipin Sharma  
Director  
DIN: 01739519

Avaiz Ali  
CEO & CFO

Chandni Aggarwal  
Company Secretary

**ELITECON INTERNATIONAL LIMITED**  
**FORMERLY KOWN AS KASHIRAM JAIN & COMPANY LIMITED**  
(CIN: L51909AS1987PLC002828)  
**Notes to Financial statement for the year ended on 31st March 2021**

S. No.	Particulars	As at 31st March 2021 Rs.	As at 31st March 2020 Rs.
<b>Note No. 3 - Non-current Investments</b>			
<b>Investment in shares</b>			
	Trade Investment (As per Annexure)	1,25,69,000	1,25,69,000
	<b>Total</b>	<b>1,25,69,000</b>	<b>1,25,69,000</b>
<b>Note No. 4 - Trade Receivables</b>			
<b>Unsecured and considered good unless otherwise stated</b>			
	(1) Debts outstanding for a period exceeding Six months from the date they are due	-	15,48,891
	(2) Other debts	-	-
	<b>Total</b>	<b>-</b>	<b>15,48,891</b>
<b>Note No. 5 - Cash and cash equivalents</b>			
	Balances with banks	1,80,017	1,30,507
	Cash in hand	19,516	24,909
	<b>Total</b>	<b>1,99,533</b>	<b>1,55,416</b>
<b>Note No. 6 - Current Loans &amp; Advances</b>			
<b>Note No.</b>			
	Input Tax Credit of IGST	1,03,001	18,000
	<b>Total</b>	<b>1,63,681</b>	<b>31,395</b>
<b>Note No. 8 - Share Capital</b>			
1	<b>Authorised Share Capital</b> 11,00,000 Equity Shares of Rs. 10/- each (P.Y. 11,00,000 Equity Shares of Rs 10/- each)	1,10,00,000	1,10,00,000
2	<b>Issued, Subscribed and Paid up Share Capital</b> 10,60,000 Equity Shares of Rs. 10/- each fully paid up (P.Y. 10,60,000 Equity Shares of Rs. 10/- each fully paid up)	1,06,00,000	1,06,00,000
	<b>Total</b>	<b>1,06,00,000</b>	<b>1,06,00,000</b>
a)	<b>Reconciliation of No. of shares</b>		
	No. of shares outstanding as at the beginning of the year	10,60,000	10,60,000
	Add : Issued during the year	-	-
	No. of shares outstanding as at the end of the year	10,60,000	10,60,000

**b) Details of shareholders holding more than 5% share**

	<u>Asat 31st March 2021</u>	<u>Asat 31st March 2020</u>
	(No. of shares)	
Devanand Vishal Curtorcar	6,94,900	6,94,900
Amrac Real Estate Fund-1	2,50,000	-
Patel Darshan Dineshbhai	-	2,50,000
Rama Krishna Rao Chaluvadi	60,000	60,000

**c) Terms/Rights attached to Equity shares**

The company's Equity Shares have a par value of Rs. 10/- per share each. Each Equity share holder is eligible for one vote per share held and is entitled to dividend, if any declared at the Annual General Meeting of shareholders. In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive remaining assets of the company, after distribution of preferential amount. The distribution will be in proportion to the numbers of equity shares held by the shareholders.

**Note No. 9 - Other Equity**

1	<b>Security Premium</b>	<b>1,96,00,000</b>	<b>1,96,00,000</b>
2	<b>Profit and loss account</b>		
	Opening Balance	11,48,094	12,40,447
	Add : Addition during the year	(4,00,960)	(92,353)
	Closing Balance	<u>7,47,134</u>	<u>11,48,094</u>
	<b>Total</b>	<b><u>2,03,47,134</u></b>	<b><u>2,07,48,094</u></b>

**Note No. 10 - Long Term Borrowings****Financial Liabilities**

Loan From Directors	7,06,328	
Loan From Corporates and Others	26,00,000	-
<b>Total</b>	<b><u>33,06,328</u></b>	<b><u>-</u></b>

**Note No. 11 - Trade Payables**

Sundry Creditors	1,21,806	15,94,745
<b>Total</b>	<b><u>1,21,806</u></b>	<b><u>15,94,745</u></b>

**Note No. 12 - Provisions**

Provision for Income Tax	-	-
<b>Total</b>	<b><u>-</u></b>	<b><u>-</u></b>

**Note No. 13 - Other Current Liabilities**

Duties & Taxes Payable	22,500.00	-
Audit Fees Payable	40,000	25,000
Expenses Payable	93,898	45,000
Others Payable	15,15,442	10,60,224
<b>Total</b>	<b><u>16,71,840.</u></b>	<b><u>11,30,224</u></b>

**Note No. 14- Revenue From Operation**

Sale of Traded Goods	90,000	19,65,391
<b>Total</b>	<b>90,000</b>	<b>19,65,391</b>

**Note No.15- Other Income**

Interest Income	8,66,640	11,59,704
Interest on Income Tax Refund	3,510	-
Other Income	-	24,994
<b>Total</b>	<b>8,70,150</b>	<b>11,84,698</b>

**Note No.16- Purchase of Stock-in-trade**

Purchase of Stock-in-Trade		19,91,345
<b>Total</b>	<b>-</b>	<b>19,91,345</b>

**Note No.17- Changes in Inventory**

Opening Stock-in-trade	59,427	-
Closing Stock-in-trade	-	59,427
<b>Total</b>	<b>59,427</b>	<b>(59,427)</b>

**Note No. 18 - Employee Benefit Expenses**

Salaries	5,10,000	4,74,000
<b>Total</b>	<b>5,10,000</b>	<b>4,74,000</b>

**Note No.19- Other Expenses**

Advertising Expenses	79,212	68,460
Auditors Remuneration	25,000	25,000
Depository Expenses	18,000	21,240
E- Voting Charges	5,000	5,900
Filing Fees	21,400	14,800
Penalty Charges	50,007	5,900
Rounded Off	8	(836)
Listing Fees	3,00,000	3,83,302
Professional & Legal Expenses	73,500	1,56,000
Rent	1,39,121	60,000
RTA Fees	31,000	50,740
Secretarial Audit Fee	15,000	3,000
Office Expenses	29,935	-
Travelling & Conveyance Expenses	4,500	-
<b>Total</b>	<b>7,91,683</b>	<b>8,36,524</b>

**a) Details of Payments to Auditor**

As Auditor		
Statutory Audit	25,000	25,000
Certification Fees	-	-
Tax Audit	-	-
	<b>25,000</b>	<b>25,000</b>

**Note No.20- Earnings per Share(EPS)**

The calculation of Earning Per Share (EPS) has been made in accordance with Ind AS - 33. A statement on calculation of Basic and Diluted EPS is as under:

Details of Calculation of basic and diluted earning per share:		
Profit after tax as per Statement of Profit and Loss	<b>(4,00,960)</b>	<b>(92,353)</b>
Weighted average number of equity shares (Number)	<b>10,60,000</b>	<b>10,60,000</b>
Add: Diluted Potential Equity Shares	-	-
No. of Equity Shares for Diluted EPS	<b>10,60,000</b>	<b>10,60,000</b>
Nominal Value of Shares (in Rs)	<b>10</b>	<b>10</b>
Basic Earnings Per Share (in Rs)	<b>(0.38)</b>	<b>(0.09)</b>
Diluted Earnings Per Share (in Rs)	<b>(0.38)</b>	<b>(0.09)</b>

**Note No. 21 - Related Party Transaction:****(a) List of Related Parties****(i) Key Managerial Personnel(s)**

Kuldeep Singh	CFO Resigned on 18.05.2021
Bhawna Seth	Company Secretary Resigned on 31.05.2021
Chandni Aggarwal	Company Secretary Appointed on 01.06.2021
Vipin Sharma	Director Appointed on 26.03.2021
Jyoti Bansal	Director Appointed on 18.05.2021
Dasu Govind Prasad	Director Appointed on 18.05.2021
Venkata Raman Manapragada	CFO Resigned on 24.06.2021
	Appointed as CEO on 10.07.2020 and CFO on 26.06.2021
Avaiz Ali	

**(ii) Others**

None

**(b) Transactions with Related Parties****2020-21****(i) Transactions with Key Managerial Personnel****Remuneration:-**

Bhawna Seth	<b>3,00,000</b>
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**Note No.22- Dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the representations made to us by the management of the Company, there are no dues to entities defined as Micro and Small Enterprises under Micro, Small and Medium Enterprises Development Act, 2006.

**Note No.23**

The Company operates in single business Segment of trading of goods and services and hence no further segment reporting is required.

**Note No.23**

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

**ELITECON INTERNATIONAL LIMITED**  
**FORMERLY KOWN AS KASHIRAMJAIN & COMPANY LIMITED**  
**(CIN: L51909AS 1987PLC002828)**  
**(Annexure)**

**Non-current Investments**

<b>Particulars</b>	<b>As at 31st March 2021</b>		<b>As at 31st March 2020</b>	
	<b>No:of Shares</b>	<b>Value</b>	<b>No:of Shares</b>	<b>Value</b>
M/s Panchkoti Buildcon Pvt Ltd	<b>1,01,000</b>	<b>99,99,000</b>	<b>1,01,000</b>	<b>99,99,000</b>
M/s. Vedant Commoddeal Private Limited	<b>2,570</b>	<b>25,70,000</b>	<b>2,570</b>	<b>25,70,000</b>
	<b>1,03,570</b>	<b>1,25,69,000</b>	<b>1,03,570</b>	<b>1,25,69,000</b>

**ELITECON INTERNATIONAL LIMITED**  
**FORMERLY KOWN AS KASHIRAM JAIN & COMPANY LIMITED**  
**(CIN: L51909AS1987PLC002828)**

**NOTE NO. 1-SIGNIFICANT ACCOUNTING POLICIES:**

- A) Accounting Convention:  
The financial statements are prepared under the historic cost convention on accrual basis and in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013
- B) Fixed Assets & Depreciation:  
Fixed Assets are stated at historical cost less depreciation. Depreciation on assets is charged on written down value at the rates specified under the Income Tax Rules, 1962.
- C) Revenue Recognition:  
Items of Income and items of expenditures are recognised on accrual basis. Dividend income are accounted for as and when the right to receive the payment is established.
- D) Investments:  
Investments that are readily realisable and intended to be held not more than a year are classified as Current Investments. Current Investments are carried at cost or quoted/fair value, computed category wise. Long term investments are classied as Non Current Investments.
- E) Employee Benifits:  
The Provisions of PF and ESI Act are not applicable to the Company as the number of employees are below the prescribed statutory limit. Termination expenses are recognised as an expense as and whenn incurred.
- F) Contingent Liabilities:  
These are disclosed by way of notes to the Balance Sheet, Provisions are made in the accounts in respect of those contingencies which are likely to materialise into liabilities after the year end, till the finalisation of accounts and have material effect on the position stated in the Balance Sheet.
- G) Taxation :  
Provision for current income tax is made after taking into consideration the provisions of the income-tax Act, 1961. There is no resulting timing difference between book profit and taxable profit.
- H) Earnings Per Share:  
In determining basic earnings per share, the Company considers the net profit after tax and includes the post tax effct of any extra ordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprised the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could have ben issued on the conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value. Diluted potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

**ELITECON INTERNATIONAL LIMITED**  
**FORMERLY KOWN AS KASHIRAM JAIN & COMPANY LIMITED**  
**(CIN: L51909AS1987PLC002828)**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2021**

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1 **CORPORATE INFORMATION**

Elitecon International Limited (Formerly Known as Kashiram Jain & Company Limited) (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 on 15th December, 1987.

1.1 **BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2 **SIGNIFICANT ACCOUNTING POLICIES**

(a) **Use of Estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the 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 statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(b) **Financial Assets**

**Investment - Equity Instruments**

(i) **Recognition and measurement**

The company at initial recognition measures a financial assets at its fair value plus transaction costs that are directly attributable to its acquisition.

(c) **Employee Benefits S**

**hort - Term Benefits**

Short-term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related services are rendered.

(d) **Inventories**

Inventories are valued at Lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of Completion and estimated costs necessary to make the sale.

(e) **Revenue Recognition**

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that future economic benefits will flow to the Company.

**Sale of Goods**

Revenue from sale of products is recognised, when significant risks and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of products. It also includes excise duty and excludes value added tax/sales tax and GST (Goods and Service Tax). It is measured at fair value of consideration received or receivable, net of returns and allowances.

**Interest**

Interest income are measured at fair value and shown under other income in the statement of profit and loss.

(f) **Foreign Currency Transactions**

The functional currency of the Company is Indian rupee (or INR) which is also the presentation currency. All other currencies are accounted for as foreign currency. Transactions denominated in foreign currencies are initially recorded in the functional currency at the exchange rate prevailing at the date of transaction. Monetary items denominated in foreign currencies at the year-end are restated at the closing rates. Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.



(g) **Earning Per Share**

Basic earnings per share are calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity share holders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(h) **Tax Expenses**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

(i) **Provision, Contingent Liabilities and Contingent Assets**

Provisions are recognised when there is a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognised nor disclosed in the financial statements.

(j) **Extraordinary and Exceptional Activity**

Extraordinary activity are those activity which are clearly distinct from ordinary activity of the enterprise and, therefore are not expected to recur frequently or regularly.

Certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

(k) **Segment Reporting**

The Company is primarily engaged in the business of “Infrastructure business and trading goods and services”, which in terms of Ind AS 108 on “Segment Reporting” constitutes a single reporting segment.

**Terms of our report of even date annexed**

**For Poddar Agarwal & Co.**

**Chartered Accountants**

**FRN: 329486E**

**(Pravin Poddar)**

**Partner**

**M. No. 300906**

**Ghazibad Uttar Pradesh , June 30, 2021**

**UDIN:-21300906AAAAC9310**

**For and on behalf of Board**

**Devanand Vishal Curtorcar**

**Director**

**DIN:08769819**

**Avaiz Ali**

**CEO & CFO**

**Vipin Sharma**

**Director**

**DIN:01739519**

**Chandni Aggarwal**

**Company Secretary**

## **FINANCIAL RESULTS OF FINANCIAL YEAR ENDED ON MARCH 31, 2020**

### **INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS**

To the Members of:

**ELITECON INTERNATIONAL LIMITED  
(FORMERLY KASHIRAM JAIN AND COMPANY LIMITED)**

#### REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of ELITECON INTERNATIONAL LIMITED (FORMERLY KASHIRAM JAIN AND COMPANY LIMITED) ('the Company'), which comprise the Balance Sheet as at 31st March 2020, the statement of profit and loss and the statement of Cash Flows for the year ended 31<sup>ST</sup> March, 2020 and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'standalone financial statements').

#### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2020, the Profit and Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### BASIS FOR OPINION

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

#### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

#### AUDITOR'S RESPONSIBILITY

Our objective are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on these standalone financial statements.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the Auditor's judgment, including the

assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub-section 3 of Section 143 of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c) the Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder;

e) on the basis of the written representations received from the directors as on 31st March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "ANNEXURE - A";

g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

i. The Company did not have any pending litigations in its financial statements.

ii. The Company did not have any long term contract including derivative contract which may lead to any foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "ANNEXURE - B" a statement on the matters specified in the Order, to the extent applicable.

**For Poddar Agarwal & Co.** Chartered Accountants  
FRN: 329486E

**(Pravin Poddar)**

Partner

M. No. 300906

Place : Kolkata Date

: 31<sup>st</sup> July, 2020

UDIN: 20300906AAAAA17659

## ANNEXURE – A

### REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls over financial reporting of ELITECON INTERNATIONAL LIMITED (FORMERLY KASHIRAM JAIN AND COMPANY LIMITED) (“the Company”) as of 31st March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

#### AUDITORS’ RESPONSIBILITY

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

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

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

#### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

#### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Poddar Agarwal & Co.**Chartered Accountants  
FRN: 329486E

**(Pravin Poddar)**

Partner

M. No. 300906

Place : Kolkata Date

: 31<sup>st</sup> July, 2020

UDIN: 20300906AAAAA17659

## ANNEXURE – B

### AUDITORS REPORT AS PER THE COMPANIES (AUDITOR'S REPORT) ORDER 2016 ON THE STANDALONE FINANCIAL STATEMENTS:

**1. PROPERTY, PLANT & EQUIPMENT [Clause 3(i)]**

The Company has no Fixed Assets. As such the clause- 1(a), 1(b) & 1(c) of the Companies (Auditors' Report) order 2016 is not applicable to the Company.

**2. INVENTORY [Clause 3(ii)]**

The physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed and they have been properly dealt with in the books of account.

**3. LOAN GIVEN BY COMPANY [Clause 3(iii)]**

The Company has not granted any loans, secured or unsecured to Companies, Firms or other parties listed in the register maintained pursuant to provision of section 189 of the Companies Act, 2013.

**4. LOAN TO DIRECTORS AND INVESTMENT BY COMPANY [Clause 3(iv)]**

In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

**5. DEPOSITS [Clause 3(v)]**

According to the information and explanation given to us the Company has not accepted deposits from the public during the financial year under audit.

**6. COST RECORDS [Clause 3(vi)]**

In our opinion and according to information and explanation given to us, the Company does not manufacture any goods and the provision related to maintenance of cost records by the Company under sub section (1) of section 148 of Companies Act, 2013 for any of its products as prescribed by Central Government, are not applicable.

**7. STATUTORY DUES [Clause 3(vii)]**

Following matters shall be reported for statutory dues and disputed for tax and duties.

- a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, customs duty, cess and any other statutory dues have been regularly paid to the appropriate authorities.
- b) According to the information and explanations given to us there are no dues of provident fund, employees' state insurance, income tax, goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.

**8. REPAYMENT DUES [Clause 3(viii)]**

Based on our audit procedures and as per the information & explanations given by the management, we are of the opinion the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

**9. UTILISATION OF INITIAL AND FURTHER PUBLIC OFFER [Clause 3(ix)]**

In our opinion and according to information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans.

**10. FRAUD [Clause 3(x)]**

No fraud has been noticed or reported on or by the Company during the year.

**11.** *APPROVAL OF MANAGERIAL REMUNERATION [Clause 3(xi)]*

The managerial remuneration has been paid or provided during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

**12.** *NIDHI COMPANY [Clause 3(xii)]:*

In our opinion, and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2016 w.r.t. Nidhi Company is not applicable to Company.

**13.** *RELATED PARTY TRANSACTION [Clause 3(xiii)]*

In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

**14.** *PRIVATE PLACEMENT AND PREFERENTIAL ISSUES [Clause 3(xiv)]*

During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

**15.** *NON CASH TRANSACTION [Clause 3(xv)]*

In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

**16.** *REGISTER WITH RBI ACT, 1934 [Clause 3(xvi)]*

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Poddar Agarwal & Co.** Chartered Accountants

FRN: 329486E

**(Pravin Poddar)**

Partner

M. No. 300906

Place : Kolkata Date

: 31<sup>st</sup> July, 2020

UDIN: 20300906AAAAA17659

**ELITECON INTERNATIONAL LIMITED**  
**FORMERLY KASHIRAMJAIN & COMPANY LIMITED**  
(CIN: L51909AS1987PLC002828)  
**Balance Sheet as at 31st March, 2020**

	Particulars	Note No.	As at 31st March 2020	As at 31st March 2019
<b>A.</b>	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	(a) Financial Assets (i). Investments	3	1,25,69,000	99,99,000
(2)	<b>Current assets</b>		59,427	
	(a) Inventories			
	(b) Financial Assets	4	15,48,891	-
	(i) Trade Receivables	4	1,55,416	97,653
	(i) Cash and cash equivalents	5	1,97,08,934	2,28,76,728
	(ii) Loan	6	31,395	-
	(c) Other Current Assets			
	<b>TOTAL</b>		3,40,73,063	3,29,73,381
<b>B.</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>Equity</b>			
	(a) Equity Share Capital	7	1,06,00,000	1,06,00,000
	(b) Other Equity	8	2,07,48,094	2,08,40,447
	<b>Total Equity</b>		3,13,48,094	3,14,40,447
(2)	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Trade (Financial) Payables	10	15,94,745	-
	(a) Provisions	9	25,000	61,551
	(b) Other current liabilities	10	11,05,224	14,71,383
	<b>TOTAL</b>		3,40,73,063	3,29,73,381

Notes referred above form an integral of the Balance Sheet.

SIGNIFICANT ACCOUNTING POLICIES  
NOTES ON FINANCIAL STATEMENTS

2  
3 to 21

As per our Report of even date

For and on behalf of Board

For Poddar Agarwal & Co.  
Chartered Accountants  
FRN: 329486E

DEVANAND VISHAL CURTORCAR  
Director  
DIN08769819

(Pravin Poddar)  
Partner  
M. No. 300906

Bhavna Seth  
Company Secretary

Avaiz Ali  
Whole Time Director and CEO

Kolkata, July 31, 2020



**ELITECON INTERNATIONAL LIMITED**  
**FORMERLY KASHIRAM JAIN & COMPANY LIMITED**  
(CIN: L51909AS1987PLC002828)  
**Profit and loss statement for the year ended on 31st March 2020**

S. No.	Particulars	Note No.	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
I.	Revenue from operations	11	19,65,391	13,77,160
II.	Other Income	12	11,84,698	12,04,870
III.	<b>Total Revenue</b>		<b>31,50,089</b>	<b>25,82,030</b>
IV.	<b>Expenses :</b>			
	Purchases of Stock-in-Trade	13	19,91,345	13,22,330
	Change in Inventories	14	(59,427)	-
	Employee Benefits Expenses	15	4,74,000	4,80,000
	Other expenses	16	8,36,524	5,93,518
	<b>Total Expenses</b>		<b>32,42,442</b>	<b>23,95,848</b>
V.	<b>Profit before exceptional and extraordinary items and tax ( III - IV )</b>		<b>(92,353)</b>	<b>1,86,182</b>
VI.	Exceptional items		-	-
VII.	<b>Profit before extraordinary items and tax ( V - VI )</b>		<b>(92,353)</b>	<b>1,86,182</b>
VIII.	Extraordinary items		-	-
IX.	<b>Profit before tax ( VII - VIII )</b>		<b>(92,353)</b>	<b>1,86,182</b>
X.	Tax Expense			
	(1) Current Tax		-	48,410
	(2) Deferred tax		-	-
XI.	<b>Profit after Tax ( IX - X )</b>		<b>(92,353)</b>	<b>1,37,772</b>
XII.	<b>Earing per equity share</b>	16		
	(1) Basic		<b>(0.09)</b>	<b>0.13</b>
	(2) Diluted		<b>(0.09)</b>	<b>0.13</b>

Notes referred above form an integral of the Balance Sheet.

SIGNIFICANT ACCOUNTING POLICIES  
NOTES ON FINANCIAL STATEMENTS

2  
3 to 21

As per our Report of even date

**For and on behalf of Board**

**For Poddar Agarwal & Co.**  
**Chartered Accountants**  
**FRN: 329486E**

**DEVANAND VISHAL CURTORCAR**  
**Director**  
**DIN08769819**

**(Pravin Poddar)**  
**Partner**  
**M. No. 300906**

**Bhavna Seth** **Avaiz Ali**  
**Company Secretary** **Whole Time Director and CEO**

Kolkata, July 31, 2020

**ELITECON INTERNATIONAL LIMITED FORMERLY  
KASHIRAM JAIN & COMPANY LIMITED (CIN:  
L51909AS1987PLC002828)**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

	31.03.2020	31.03.2019
	Rs.	Rs.
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax, extraordinary Items & Interest	(92,353)	1,86,182
Adjustments for: Depreciation	-	-
Operating profit before change in Working Capital		1,86,182
	<b>(92,353)</b>	
<b>) Adjustments for:</b>		
Trade & Other Receivables	(15,48,891)	-
Inventories	(59,427)	-
Loans & Advances	31,67,794	(7,40,273)
Other Current Assets	(31,395)	
Other Current Liabilities	(3,66,159)	
Provisions	(36,551)	(1,30,591)
Trade Creditors & Provisions	<u>15,94,745</u>	<u>6,09,682</u>
	<b>27,20,116</b>	<b>55,591</b>
Cash generated from Operations	26,27,763	48,410
Direct Taxes Paid	-	48,410
	-	-
Cash Flow before Extra Ordinary Items	26,27,763	7,181
Extra Ordinary Items	-	
<b>Net Cash flow from Operating Activities</b>	<b>26,27,763</b>	<b>7,181</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Long term Investments Sold/(Purchased)	(25,70,000)	-
<b>Net Cash Flow From Investing Activities</b>	<b>(25,70,000)</b>	<b>-</b>
<b>C) CASH FLOW FOM FINANCING ACTIVITIES:</b>		
Proceeds from Issue of Shares	-	-
<b>Net cash flow from Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Increase/(Decrease) in cash &amp; Cash Equivalents</b>	<b>57,763</b>	<b>7,181</b>
<b>Cash &amp; Cash Equivalents as at the Beginning of the Year</b>	<b>97,653</b>	<b>90,472</b>
<b>Cash &amp; Cash Equivalents as at the end of the Year</b>	<b>1,55,416</b>	<b>97,653</b>

As per our Report of even date  
For Poddar Agarwal & Co.  
Chartered Accountants  
FRN:329486E

(Pravin Poddar)  
Partner  
M. No. 300906

For and on behalf of Board

DEVANANDVISHAL CURTORCAR  
Director  
DIN0876981  
9

Bhavna Seth

Avaiz Ali

**ELITECON INTERNATIONAL LIMITED FORMERLY  
KASHIRAM JAIN & COMPANY LIMITED (CIN:  
L51909AS1987PLC002828)  
Notes to Financial statement for the year ended on 31st March 2020**

S. No. Particulars	As at 31st March 2020 Rs.	As at 31st March 2019 Rs.
<b>Note No. 3 - Non-current Investments</b>		
<b>Investment in shares</b>		
Trade Investment (As per Annexure)	1,25,69,000	99,99,000
<b>Total</b>	<b>1,25,69,000</b>	<b>99,99,000</b>
<b>Note No. 4 - Inventory</b>		
Stock-in-Trade	59,427	-
<b>Total</b>	<b>59,427</b>	<b>-</b>
<b>Note No. 4 - Trade Receivables</b>		
<b>Unsecured and considered good unless otherwise stated</b>		
(1) Debts outstanding for a period exceeding Six months from the date they are due	15,48,891	-
(2) Other debts	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Note No. 4 - Cash and cash equivalents</b>		
Balances with banks	15,48,891	-
Cash on hand	1,30,507	60,700
<b>Total</b>	<b>24,909</b>	<b>36,953</b>
<b>Note No. 5 - Current loans</b>		
<b>Unsecured, considered good</b>		
Prepaid Expenses	1,55,416	97,653
Others	-	-
<b>Total</b>	<b>1,97,08,934</b>	<b>2,28,76,728</b>
<b>Note No. 6 - Other current assets</b>		
Tax Deducted at Source	1,97,08,934	2,28,76,728
IGST Input	13,395	-
<b>Total</b>	<b>18,000</b>	<b>-</b>
	<b>31,395</b>	<b>-</b>
<b>Note No. 7 - Share Capital</b>		
<b>1 Authorised Share Capital</b>		
11,00,000 Equity Shares of Rs. 10/- each (P.Y. 11,00,000 Equity Shares of Rs 10/- each)	1,10,00,000	1,10,00,000
<b>2 Issued, Subscribed and Paid up Share Capital</b>		
10,60,000 Equity Shares of Rs. 10/- each fully paid up (P.Y. 10,60,000 Equity Shares of Rs. 10/- each fully paid up)	1,06,00,000	1,06,00,000
<b>Total</b>	<b>1,06,00,000</b>	<b>1,06,00,000</b>

<b>b) Details of shareholders holding more than 5% share</b>		<b>(No. of shares)</b>	
Macro Dealcomm Pvt Ltd	-	2,50,000	
Ambition Tie Up Pvt Ltd	-	1,25,000	
Dynamic Share Broking Pvt Ltd	-	60,000	
Newedge Vinimay Pvt Ltd	-	1,25,000	
Devanand Vishal Curtorcar	6,75,600	-	
Patel Darshan Dineshbhai	2,50,000	-	
Rama Krishna Rao Chaluvadi	60,000	-	
<b>c) Terms/Rights attached to Equity shares</b>			
The company's Equity Shares have a par value of Rs.10/- per share each. Each Equity share holder is eligible for one vote per share held and is entitled to dividend, if any declared at the Annual General Meeting of shareholders. In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive remaining assets of the company, after distribution of preferential amount. The distribution will be in proportion to the numbers of equity shares held by the share holders.			
<b>Note No. 8 - Other Equity</b>			
<b>1 Security Premium</b>		<b>1,96,00,000</b>	<b>1,96,00,000</b>
<b>2 Profit and loss account</b>			
Opening Balance		12,40,447	11,02,675
Add : Addition during the year		(92,353)	1,37,772
Closing Balance		<u>11,48,094</u>	<u>12,40,447</u>
<b>Total</b>		<u>2,07,48,094</u>	<u>2,08,40,447</u>
<b>Note No. 9 - Trade Payables</b>			
Sundry Creditors		15,94,745	-
<b>Total</b>		<u>15,94,745</u>	<u>-</u>
<b>Note No. 9 - Provisions</b>			
Provision for Income Tax			36,551
Provision for Audit Fees Payable		-	-
		25,000	25,000
<b>Total</b>		<u>25,000</u>	<u>61,551</u>
<b>Note No. 10 - Other Current Liabilities</b>			
Audit Fees Payable		-	-
Listing Fees Payable		45,000	45,000
Others		10,60,224	14,26,383
<b>Total</b>		<u>11,05,224</u>	<u>14,71,383</u>
<b>Note No. 11 - Revenue From Operation</b>			
Sale of Traded Goods		19,65,391	13,77,160
<b>Total</b>		<u>19,65,391</u>	<u>13,77,160</u>

<b>Note No. 12 - Other Income</b>		
Interest Income	11,59,704	12,03,100
Interest on Income Tax Refund	-	1,770
Other Income	24,994	-
<b>Total</b>	<b>11,84,698</b>	<b>12,04,870</b>
<b>Note No. 13 - Purchase of Stock-in-trade</b>		
Purchase of Stock-in-Trade	19,91,345	13,22,330
<b>Total</b>	<b>19,91,345</b>	<b>13,22,330</b>
<b>Note No. 14 - Changes in Inventory</b>		
Opening Stock-in-trade	-	-
Closing Stock-in-trade	59,427	-
<b>Total</b>	<b>(59,427)</b>	<b>-</b>
<b>Note No. 14 - Employee Benefit Expenses</b>		
Salaries	4,74,000	4,80,000
<b>Total</b>	<b>4,74,000</b>	<b>4,80,000</b>
<b>Note No. 15 - Other Expenses</b>		
Advertising Expenses	68,460	71,820
Auditors Remuneration	25,000	25,000
Conveyance	-	-
Depository Expenses	21,240	27,981
E- Voting Charges	5,900	5,900
Filing Fees	14,800	3,000
Interest on TDS	-	-
Penalty Charges on late filling	5,900	-
Kolkata Rent	-	-
Rounded Off	(836)	(3)
Listing Fees Late	3,83,302	2,95,000
Filing Fees Postage & Courier Printing & Stationery	-	-
Professional Fee	-	-
Rent	1,56,000	22,750
RTA Fees	60,000	60,000
Secretarial Audit Fee	50,740	43,070
Website Expenses	3,000	3,000
<b>Total</b>	<b>8,36,524</b>	<b>5,93,518</b>
<b>a) Details of Payments to Auditor</b>		
As Auditor		
Statutory Audit		
Certification Fees	25,000	25,000
Tax Audit	-	-
	-	-
	<b>25,000</b>	<b>25,000</b>

**Note No. 16 - Earnings per Share(EPS)**

The calculation of Earning Per Share (EPS) has been made in accordance with Ind AS - 33. A statement on calculation of Basic and Diluted EPS is as under :

Details of Calculation of basic and diluted earning per share:

Profit after tax as per Statement of Profit and Loss	(92,353)	1,37,772
Weighted average number of equity shares(Number)	10,60,000	10,60,000
Add: Dilutive Potential Equity Shares	-	-
No. of Equity Shares for Dilutive EPS	10,60,000	10,60,000
Nominal Value of Shares (in Rs)	10	10
Basic Earnings Per Share (in Rs)	(0.09)	0.13
Diluted Earnings Per Share (in Rs)	(0.09)	0.13

**Note No. 17 - Related Party Transaction:****(a) List of Related Parties****(i) Key Managerial Personnel(s)**

BISHNU AGARWAL	Managing Director/CFO
BHAVNA SETH	Company Secretary
PATEL AKSHAYKUMAR DINESHKUMAR	Director
(ii) Others	None

**(b) Transactions with Related Parties****2019-20****(i) Transactions with Key Managerial Peronnels****Remuneration:-**

BISHNU AGARWAL	1,80,000
BHAVNA SETH	2,00,000

**Note No. 18 - Dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the representations made to us by the management of the Company, there are no dues to entities defined as Micro and Small Enterprises under Micro, Small and Medium Enterprises Development Act, 2006.

**Note No. 19**

The Company operates in single business Segment of Sale of Saree and hence no further segment reporting is required.

**Note No. 20**

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

**KASHIRAM JAIN & COMPANY LIMITED****(Annexure)****Non-current Investments**

Particulars	As at 31st March 2020		As at 31st March 2019	
	No:of Shares	Value	No:of Shares	Value
M/s Panchkoti Buildcon Pvt Ltd	1,01,000	99,99,000	1,01,000	99,99,000
M/s. Vedant Commodeal Private Limited	2,570	25,70,000	-	-
	<b>1,03,570</b>	<b>1,25,69,000</b>	<b>1,01,000</b>	<b>99,99,000</b>

## ELITECON INTERNATIONAL LIMITED

(CIN: L51909AS1987PLC002828)

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020

#### 1 **CORPORATE INFORMATION**

Elitecon International Limited (Formerly Known as Kashiram Jain & Company Limited) (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 on 15th December, 1987.

#### 1.1 **BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

#### 2 **SIGNIFICANT ACCOUNTING POLICIES**

##### (a) **Use of Estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the 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 statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

##### (b) **Financial Assets**

###### **Investment - Equity Instruments**

##### (i) **Recognition and measurement**

The company at initial recognition measures a financial assets at its fair value plus transaction costs that are directly attributable to its acquisition.

##### (c) **Employee Benefits**

###### **Short - Term Benefits**

Short-term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related services are rendered.

##### (d) **Inventories**

Inventories are valued at Lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of Completion and estimated costs necessary to make the sale.

##### (e) **Revenue Recognition**

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that future economic benefits will flow to the Company.

###### **Sale of Goods**

Revenue from sale of products is recognised, when significant risks and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of products. It also includes excise duty and excludes value added tax/sales tax and GST (Goods and Service Tax). It is measured at fair value of consideration received or receivable, net of returns and allowances.

###### **Interest**

Interest income are measured at fair value and shown under other income in the statement of profit and loss.

##### (f) **Foreign Currency Transactions**

The functional currency of the Company is Indian rupee (or INR) which is also the presentation currency. All other currencies are accounted for as foreign currency. Transactions denominated in foreign currencies are initially recorded in the functional currency at the exchange rate prevailing at the date of transaction. Monetary items denominated in foreign currencies at the year-end are restated at the closing rates. Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

- (g) **Earning Per Share**  
Basic earnings per share are calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity share holders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.
- (h) **Tax Expenses**  
Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.
- (i) **Provision, Contingent Liabilities and Contingent Assets** Provisions are recognised when there is a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognised nor disclosed in the financial statements.
- (j) **Extraordinary and Exceptional Activity**  
Extraordinary activity are those activity which are clearly distinct from ordinary activity of the enterprise and, therefore are not expected to recur frequently or regularly. Certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.
- (k) **Segment Reporting**  
The Company is primarily engaged in the business of “Infrastructure business and trading in iron and steel and e-waste”, which in terms of Ind AS 108 on “Segment Reporting” constitutes a single reporting segment.

In terms of our report of even date annexed

**For Poddar Agarwal & Co.**

Chartered Accountants FRN: 329486E

**(Pravin Poddar)**

Partner M.

No. 300906

**For and on behalf of Board**

**DEVANAND VISHAL CURTORCAR**

Director DIN08769819

**Bhavna Seth**

Kolkata, July 31, 2020

**Avaiz Ali**

Company Secretary

Whole Time Director and CEO-



## **RELATED PARTY TRANSACTIONS**

For details of the related party transactions as per the requirements under Ind AS 24, as notified under section 133 of the Companies Act, 2013 read with Ind AS rules as amended for (i) fiscal year ended March 31, 2022; (ii) fiscal year ended March 31, 2021; and (iii) fiscal year ended March 31, 2020, see “*Selected Financial Information of Our Company*” on page 29.

## RISK FACTORS

*An investment in equity shares involves a high degree of risk. You should carefully consider all the information disclosed in this Placement Document, including the risks and uncertainties described below and the “Financial Information” on page 13, before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with “Our Business”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 138, 131 and 125, respectively, as well as the other financial information included in this Placement Document . If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.*

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

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

*Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Financial Statements included in this Placement Document. For further information, see “Financial Information” on page 13. In this section, unless the context otherwise requires, a reference to “our Company”, “we”, “us” or “our” is a reference to Elitecon International Limited on a standalone basis*

## INTERNAL RISK FACTORS

- 1. The novel coronavirus (Covid-19) pandemic outbreak and the steps taken to control the same have significantly impacted our business, results of operations, financial condition and cash flows and further impact will depend on future developments, which are highly uncertain.**

The outbreak of COVID-19 was recognized as a public health emergency of international concern on January 30, 2020 and as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, had/have taken preventive or protective actions, such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. The Government of India had announced a nation-wide lockdown on March 24, 2020 and imposed several restrictions. While progressive relaxations since have been granted for movement of goods and people and cautious re-opening of businesses and offices, lockdowns may be reintroduced in the future. Certain countries have reinstated lockdown conditions due to a “second wave” of the COVID-19 outbreak and the discovery of a new strain of the coronavirus in the United Kingdom. Further the State Governments reinstated complete lockdown conditions and/or imposed additional restrictions owing to the “second wave” of the pandemic during the first quarter of the current financial year.

The rapid spread of COVID-19 and global health concerns relating to this outbreak have had a severe negative impact on all businesses including retail sector. The COVID-19 pandemic could continue to have an impact that may worsen for an unknown period of time. While the Government of India and other governments in the world have initiated its COVID-19 vaccination drive, there is still some uncertainty relating to the impact of the COVID-19 pandemic on the global and the Indian economy, and we are unable to accurately predict the near-term or long-term impact of the COVID-19 pandemic on our business. Accordingly, if the uncertainty relating to the impact of the COVID-19 pandemic continues, our business operations may be impacted adversely.

Furthermore, even though all members of our team are duly vaccinated against Covid still in the event any member or members of our management or operations team being severely impacted by COVID-19, it may potentially affect our operations.

The impact of COVID-19 pandemic on the overall economic environment still being uncertain. Any risks arising on account of a fresh round of COVID-19 such as in relation to lockdown, slowdown of economic activities, loss of life and debilitation of key personnel can have an adverse effect on our business, results of operations, cash flows and financial condition.

We are not able to predict the duration and severity of the economic conditions arising out of a fresh outbreak of COVID-19 pandemic and as a consequence, our financial results for a particular period are difficult to predict.

- 2. Our Company has incurred losses during recent financial years. Such financial losses sustained by us in the most recent financial year, may not be perceived positively by external parties such as investors, clients, customers, bankers etc., which may affect our credibility and business operations.**

Our Company was taken over by a new management during the financial year 2021-22. Further, our Company has recently changed its objective that is from real estate to tobacco business. Accordingly, there are losses in our recent financial years. However, these losses are not attributable to the business currently being carried out by our Company. The financial loss in the most recent financial year may not be perceived positively by external parties such as investors, clients, customers, bankers etc, which may affect our credibility and business operations. The brief details of our profitability during the last 3 financial years is provided below:

Amount in Rs.

Particulars	Financial Year 2021-22	Financial Year 2020-21	Financial Year 2019-20
Profit After Tax	43,41,000	(4,00,960)	(92,353)

- 3. We are a Company with limited operating history, and therefore investors may not be able to assess our prospects on the basis of historical results.**

Our Company recently underwent a change in management pursuant to the takeover of the Company by the new management in the financial year 2021-22, after following the due procedure laid down under the SEBI SAST Regulations. The Company has recently ventured into the business of tobacco and allied products". As on date we do not have a significant operating history, and owing to the same it may be difficult to evaluate our current or future prospects on the basis of historical results. Our past performance should not be construed as an indication of our future performance. For details regarding the business and financial information, please refer to the chapter titled "Our Business" beginning on page 138 of this Placement Document. Given our limited operating history in the business in which we operate, there will be only limited information based on which the business and our current or future prospects can be evaluated and investment decision be made.

**4. Our Company may have potential Conflicts of interest with Companies engaged in similar line of business in which our Promoters and Directors have substantial interest.**

Mr. Vipin Sharma our Promoter and Managing Director has interests in other companies viz. Golden Tobie Limited which is in the same line of business.

For details please refer to the Chapter titled "**Board of Directors and Senior Management Personnel**" and "**Our Promoters**" on pages 144 and 142 respectively of this Placement Document .Our Company has not entered into any non-compete agreement with the entities mentioned hereinabove and hence there can be no assurance of any conflict of interests which may arise in allocating or addressing business opportunities and strategies amongst our Company and our other entities in which are Promoters and Directors are interested, in circumstances where our interests differ from theirs. In cases of conflict, our Promoters and Directors may favour other Companies in which our Promoters and Directors have an interest. Hence, conflict of interest may occur and which could have an adverse effect on our business, financial condition, results of operations and prospects.

**5. Certain of our Directors and Key Management Personnel have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.**

Certain of our Directors and Key Management Personnel may be regarded as having an interest in our Company other than reimbursement of expenses incurred and normal remuneration or benefits. Certain Directors and Key Management Personnel may be deemed to be interested to the extent of equity shares held by them, directly or indirectly, in our Company. Certain of our Directors and Key Management Personnel may also be regarded as interested to the extent of loans availed by our Company from time to time. Except as stated above, none of our Directors and Key Management Personnel has any interest in our Company.

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

We have entered into transactions with our Promoters and other related parties. For a list of related parties, please see "**Related Party Transactions**" beginning on page 97 of this Placement Document . While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise.

**7. Our success depends largely upon the knowledge and experience of our Promoters and other Key Managerial Personnel. Any loss of our key managerial personnel or our ability to attract and retain them could adversely affect our business, operations and financial condition.**

The Company is headed by Vipin Sharma, one of the Promoter and Managing Director, who has been instrumental in making "Elitecon" a recognised brand name. Over the course of their business dealings, our Promoters and Management have forged strong relationships with various vendors, manufacturers and business associates. Our Company depends on the management skills and guidance of our Promoter for marketing and growth of our business. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our key managerial personnel are unable or unwilling to continue in his / her present position, it could be difficult for us to find a suitable or timely replacement for our business and that could adversely affect our Business .And also this may adversely affect our financial condition and results of operations.

**8. Our Company has reported certain negative cash flows from its operating activity, details of which are given below. Sustained negative cash flows could impact our growth and business.**

Due to investment in new business to sustain augmented need of capital and working capital, our Company had reported certain negative cash flows from its operating activity and investing activity in the previous years as per the financial statements and the same are summarized as under:

(Amount in Rs.)

Particulars	For the year ended March 31,		
	2022	2021	2020OU
Cash flow from Operating Activities	(24,55,06,000)	1,44,000	26,27,763
Cash flow from Investing Activities	(219,18,000)	(34,05,960)	(25,70,000)
Cash flow from Financing Activities	27,44,46,000	33,06,328	1,55,416

\*Loan and Advances figures of Rs. 34,05,960 for the FY 2020-21 in the Operating Activities of the Cash Flow Statement has been reclassified in the Finance Activities from the FY 2021-22.

For details, please refer “Management’s Discussion and Analysis of Financial Position and Results of Operations” on page 125 of this Draft Letter of Offer.

**9. Our Company does not own any property from which it operates**

We have entered into Lease Agreement with respected to our Registered Office and Manufacturing Unit situated at Delhi, UP, and Nasik. Our Lease Agreements are on a long-term basis and are subject to us complying with its terms and conditions, the Leave and Licenses Arrangements have very limited validity. If the owner of the premises, revokes the Leave and License Arrangements or impose terms and conditions that are unfavourable to us, we may suffer a disruption in our operations or have to pay increased rent, which could have a material adverse effect on our business, prospects, results of operations and financial condition.

**10. Our inability to protect or use our Intellectual Property Rights or comply with Intellectual Property Rights of others may have a material adverse effect on our business and reputation.**

As on the date of this Placement Document, we have applied for trademarks under the Trademarks Act under Class 34. We cannot guarantee that we will be able to successfully obtain such registrations. We cannot assure you that any trademark registrations will be granted for our pending or future applications or that any of our current or future trademarks (whether registered or unregistered) will be valid, enforceable, sufficiently broad in scope, provide adequate protection of our intellectual property, or provide us with any competitive advantage. Moreover, even if the applications are approved, third parties may seek to oppose or otherwise challenge these registrations and assert intellectual property claims against us, particularly as we expand our business.

Our failure to register or protect our intellectual property rights may also undermine our brand and result in harm to the growth of our business. If any of our confidential or proprietary information were to be disclosed or misappropriated, or if a competitor independently develops any such information, our competitive position could be harmed. If any of our unregistered intellectual property are registered in favour of a third-party, we may not be able to claim registered ownership of such intellectual property, and consequently, we may be unable to seek remedies for infringement of those intellectual property by third parties other than relief against passing off by other entities. Our inability to obtain or maintain these registrations may adversely affect our competitive position. The measures we take to protect our intellectual property include relying on Indian laws and initiating legal proceedings, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights.

Further, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights, which may force us to alter our offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims. If such claims are raised in the future, these claims could result in costly litigation, divert management’s attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Infringement and other intellectual property claims, regardless of their merit, can be expensive and time-consuming to litigate. Such risks may further increase as we expand our business. Any of the aforementioned events may have a material adverse impact on our business, financial condition, results of operations and prospects.

**11. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.**

We manage our internal compliance by monitoring and evaluating internal controls and ensuring all relevant statutory and regulatory compliances. However, there can be no assurance that deficiencies in our internal controls will not arise or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

**12. Our growth strategy to expand into new geographic areas exposes us to certain risks and if we are unable to identify the right mix of distribution channels in respect of our targeted locations, our business prospects could be adversely affected.**

Increasing our presence in new geographical areas across India is one of the principal elements of our growth strategy. We propose to continue with this strategy of entering new geographic areas. Pursuant to our growth strategy and to further deepen our presence pan India, we intend expand our distribution channel which shall increase our reach in various cities and towns.

Pursuing such a growth strategy may expose us to risks which may arise due to lack of familiarity with the development, ownership and business in certain regions.

**13. We face competition from existing manufacturer and traders and potential entrants, both domestic and foreign, to the industry that may adversely affect our competitive position and our profitability.**

Loss of market share and increase in competition may adversely affect our profitability. Further, we face competition from brands who market similar products as us. The entry strategy of the new entrants and growth strategy of existing competitors may not be focussed on profitability in the short term. This could adversely affect the profitability dynamics of our business. Some of our competitors may be able to compete more effectively because of their access to significantly greater resources, which may lead to increased competition. Our products compete with non- branded products, economy brands and products of other established brands. Such an increase in competition may cause us to increase our marketing expenditure, reduce prices of our products, thereby reducing margins.

Additionally, we may face competition from international players if foreign participation in our businesses further liberalized. Some of our international competitors may be able to capitalize on their overseas experience to compete in the Indian market. Moreover, as the industry is highly fragmented, we also face competition from local brands who may, for a variety of reasons, such as easier access to, as well as established personal relationships with, the customers, be able to cater to local demands better than us. Our inability to compete successfully in our industry would materially affect our business prospects and financial condition.

**14. Our inability to procure and/or maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.**

We maintain insurance that we consider to be sufficient typical in our industry in India and in amounts which are commercially appropriate for a variety of risks, including fire and burglary. However, such insurance may not be adequate to cover all losses or liabilities that may arise from our business operations, particularly if the loss suffered is not easily quantifiable. Our insurance policies contain exclusions and limitations on coverage, as a result of which, we may not be able to successfully assert our claims for any liability or loss under such insurance policies. Additionally, there may be various other risks and losses for which we are not insured because such risks are either uninsurable or not insurable on commercially acceptable terms. Furthermore, there can be no assurance that in the future we will be able to maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable. For details of our insurance coverage please refer to heading "Insurance" on page 137.

The occurrence of an event for which we are not insured, where the loss is in excess of insured limits occurs or where we are unable to successfully assert insurance claims from losses, could result in uninsured liabilities. However, in ordinary course of business, there have been no such instances of inadequacy of insurance cover of our assets which had adversely affected our operation and financials in preceding three financial years. Further, despite such uninsured losses we may remain obligated for

any financial indebtedness or other obligations related to our business. Any such uninsured losses or liabilities could result in an adverse effect on our business and financial results.

Our business and assets could suffer damage from fire, natural calamities, misappropriation or other force majeure events, resulting in loss of property, life or business as whole, which may not be compensated by insurance. If our Company suffers a large uninsured loss, our business, financial condition and results of operations may be adversely affected.

**15. The Company is dependent on the production and sale of two categories of product, and any material deterioration of the market condition for cigarettes and/or sheesha may adversely affect its business and profitability.**

Substantially all of the Company's revenues are derived from the sale of cigarettes and sheesha, predominantly in UAE, Singapore, Hong Kong and other European Countries like UK. The cigarette and sheesha market in and outside India could materially deteriorate as a result of any number of factors, including, among others, a decline in the demand for cigarette and sheesha, shortages or price instabilities of key ingredients such as tobacco leaf and significant regulatory changes or changes in the excise tax regime in the cigarette industry. Demand for cigarette and sheesha may decline due to a variety of factors, including demographic changes, rising health awareness, increases in cigarette prices, bans on smoking in public places or marketing restrictions on cigarettes or a combination of any of these or other factors. Any material deterioration to the cigarette and sheesha market will have a material and adverse effect on the Company's business, financial condition, results of operations and future prospects.

**16. Current and future adult consumer trends and preferences may reduce the demand for cigarettes or certain types of cigarettes which may adversely affect the price and demand for cigarettes sold by the Company, and the Company may be unable to anticipate or respond adequately to changes in adult smoker preferences or demand.**

The Company's cigarette business is subject to changes in adult smoker preferences, which may be driven by any number of factors, many of which are not within the Company's control. Changing adult smoker preferences may result in a decline in demand for certain types of cigarettes that the Company produces or cigarettes generally, which can in turn materially and adversely impact its sales and business. A decline in adult smoker demand for cigarettes may continue to materially and adversely affect the Company's business, profitability, financial condition and results of operations.

It could begin to decline as a result of factors such as demographic changes in the adult population, increasing social concern regarding the health effects of smoking, legislation and administrative and industry guidelines on tobacco issues. In periods of economic uncertainty, adult smokers may choose to purchase lower-price brands instead of the Company's products, which consist primarily of premium-priced to mid-priced cigarettes. As a result, the sale volumes of the Company's brands and product mix may be adjusted and that may adversely affect the Company's profitability. Any such declining trend could have a material and adverse effect on the Company's business, financial condition, results of operations and future prospects.

Moreover, the Company's profitability may be materially and adversely affected if it is unable to introduce new products or enter new markets successfully, to raise prices or maintain an acceptable proportion of its sales in higher margin products, or to respond to customer preference changes. The success of the Company's business depends on its ability to anticipate changing trends, market its existing and new products and promptly respond to changing trends, to customer demographics and preferences, to the availability of new products and to the increasing pace at which preferences evolve. As the tobacco industry is heavily oriented toward brand recognition, adult smokers may not readily accept new products in the market and potential failures by the Company in the launch of a new product in the short or long term could adversely affect its business, financial condition and prospects. A failure by the Company to accurately and quickly anticipate, identify and adjust to changing adult smoker demands may result in the Company carrying brands or products, which are superseded by more popular products. Similarly, the Company may fail to maintain an optimal product mix, which responds successfully and effectively to target customer preferences, or that would do so in a manner that would maintain the Company's profitability. Any such failure may erode customer confidence by alienating customers who are unable to locate their desired products and/or brands at points of sale. If any of these risks materialize, it may have a material adverse effect on the Company's business, cash flows, profitability, results of operations, financial condition and prospects.

**17. The Company may face intense competition, and its failure to compete effectively could have a material adverse effect on its profitability and results of operations**

The Company has various competitors in the Indian market such as ITC, Kothari Products, Godfrey Phillips India, VST Industries, and NTC Industries. The Company competes on the basis of product quality, brand recognition, brand loyalty, taste,

innovation, packaging, service, distribution, marketing, advertising and price, among other factors, and is subject to highly competitive conditions in all aspects of its business. The Company's competitive environment and position can be significantly influenced by weak economic conditions, erosion of adult smoker confidence, competitors' introduction of lower-price products or innovative products, higher tobacco product taxes, higher absolute prices and larger gaps between retail price categories, and product regulation that diminishes the ability to differentiate tobacco products. Some of the Company's competitors may also have stronger brand recognition in certain parts of the country or segments of the market, which make it more challenging for the Company to penetrate or lead that market. Several of its competitors have established customer loyalty to their brands in certain parts of the country and/or segments of the market, which creates a barrier to entry and prevents the Company from easily penetrating markets where its brand portfolio and products are less recognized.

In addition to the competition already existing in the markets in which the Company operates and sells its products, or may consider operating or selling its products in the future, the Company may encounter significant competition from new market entrants or existing competitors attempting to penetrate market segments in which it is present. Industry consolidations could also lead to an overall increase in competitive pressures. Any or all of these developments could adversely affect the Company's business, financial condition, results of operations and cash flows.

**18. The Company may not be able to procure sufficient or stable supplies of raw materials for its manufacturing process as a result of factors that affect tobacco leaf production and harvesting or for other reasons, and a delay or shortage in the supply of raw materials, could have a material adverse effect on its business, results of operations and prospects.**

Tobacco leaf is the key raw material for the production of the Company's cigarettes and the success of its business depends on its ability to obtain sufficient quantities of raw material. The Company relies on domestic third-party suppliers for the timely and adequate supply of tobacco leaf.

If the Company is not supplied with the tobacco leaf that it requires in a timely manner or in sufficient amounts for any reason, including shortages or variances in the quality of tobacco leaf as a result of a poor harvest season or logistical and/or financial difficulties at the third-party suppliers; it may experience disruptions to its business operations. Since the Company requires natural raw materials, weather conditions and other natural phenomena affecting crop harvest can directly affect its procurement of raw materials. The Company is vulnerable to adverse weather conditions, natural disasters, disease, crop pests and other factors that affect tobacco leaf production and the harvesting of tobacco leaf that are outside its control. Tobacco leaf is sensitive to weather conditions, as the quality and yield from tobacco plants can decrease substantially when plants are exposed to extreme conditions, including both drought and flooding.

There can be no assurance that such conditions will not occur in the future. The Company has mitigation plans in place to support the sustainability of tobacco leaf supply by having various tobacco leaf selections with similar characteristics as alternatives and by having a well-planned stock duration scheme. A shortage of natural resources has increasingly become a global risk in recent years as the growing world population and economic development in emerging countries increase the demand for natural resources. Such shortages may directly and indirectly affect the Company's procurement of the raw materials it requires for its business.

Tobacco plants are susceptible to pests and diseases. Outbreaks of insect infestations or diseases are more likely to occur in tobacco plantations where only one type of crop is grown. Infestation by pests can substantially reduce crop yields as the pests eat the roots of the plant or tree, or damage parts of the plant or tree that would otherwise be used by the Company. The outbreak of pest infestation and disease may result in a decrease in supply of tobacco leaf, which in turn may have a negative impact on the Company's business operations and financial performance.

The Company's tobacco leaf suppliers may also request for changes in pricing, payment terms or other terms that could result in the Company having to make substantial additional payments or incur additional costs. In addition, any cancellation of, dispute arising from or inability to maintain business relationships with the Company's tobacco leaf suppliers could adversely affect its operations and the Company may not be able to secure alternative quality tobacco supplies from other third parties.

Any difficulty the Company has in procuring the raw materials necessary to manufacture its products, as well as any increases in the cost of such raw materials, due to weather conditions, natural phenomena, commodity market conditions, government regulated limitations or other reasons, may adversely affect the Company's business and results of operations.

**19. The Company is exposed to tobacco leaf price fluctuations and inflation, and the Company's margins may be affected by higher raw material prices.**

Tobacco leaf is the primary raw material that the Company requires for its operations. The Company generally sources most of its tobacco domestically in India, and prices for tobacco can fluctuate dramatically.

As with other agricultural commodities, the prices of tobacco leaf are impacted by supply and demand considerations (including production costs and demand for other agricultural commodities such as foods or bio-energy crops) that influence tobacco leaf plantings in those countries where these are grown. Different regions may experience variations in weather patterns that may affect crop quality or supply and so lead to changes in price. The prices of domestic tobacco leaf are mainly driven by local



demand and supply and can be affected by factors such as weather conditions which impact supply. As a result of these factors, the prices of tobacco leaves have fluctuated over the past several years. The Company may be unable to pass on all or any such increases to its customers, and any substantial increase in the prices or reduction in the supply of the Company's raw materials, especially tobacco leaf could adversely affect its business, financial condition, results of operations and prospects and affect its margins.

**20. Restrictions on advertising, promotion, marketing, packaging, labeling and usage of cigarette products in India and other markets in which the Company sells its products may reduce the demand for cigarette products and materially and adversely affect the Company's business and results of operations.**

The Company is subject to substantial regulations that place various restrictions on the promotion, marketing, packaging, labeling, sponsorship and usage of its products. The Cigarettes and Other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act, 2003 (COTPA) is the principal comprehensive law governing tobacco control in India. Section 5 of the said Act provides that no person engaged in the production, supply or distribution of cigarettes or any other tobacco products shall advertise and no person having control over a medium shall cause to be advertised cigarettes or any other tobacco products through that medium and no person shall take part in any advertisement which directly or indirectly suggests or promotes the use or consumption of cigarettes or any other tobacco products.

Although it is not always possible to predict future legislation, rules or regulatory guidelines relating to cigarette products, the Company expects that the level of restrictions on advertising, promotion, marketing, packaging, labelling and usage of tobacco products will continue to increase globally and regionally, including in India. The general tightening of tobacco-related regulations may have contributed to, and may continue to contribute to, a reduction in demand for tobacco products, which may adversely impact sales volume and prices and may require the Company to increase the Company's marketing expenses, which may materially and adversely affect the Company's business, results of operations, financial condition and prospects.

**21. The Company's business depends on the operating capacity and the continuing operations of its manufacturing facilities and unforeseen stoppage or extended downtime at the Company's production facilities or other operational risks could adversely affect its business, results of operations and financial condition.**

The Company faces a number of operational risks at its production facilities. The Company operates two manufacturing facilities in India that are used to manufacture its tobacco products. Mechanical failure of the Company's blending, rolling or printing machines, outages, accidents at its production facilities or extended downtime required to repair its machines could cause it to be unable to manufacture its products within a certain period of time or at all, which could lead to a loss of market share or diminished product quality which could reduce its sales and increase its costs during the affected periods.

Factors such as labour strikes, government orders, or business decisions based on market conditions may also affect the Company's ability to maintain continuous operations for the production of its products and cause temporary or permanent facility closures. If the Company's manufacturing facilities are unable to continue operations or production capacity is affected, its business, financial condition and results of operations may be adversely affected.

**22. An increase in real labour costs or labour disputes with its employees may erode the Company's future profitability.**

The Company relies on its workers at its various manufacturing facilities. All of the Company's production facility workers are affected by changes in the minimum wage mandated by regional governments. The Company is subject to variations in labour costs because it operates in different regions in India. If the minimum wage is increased significantly, the Company will incur higher labour costs. There can be no assurance that the Company will not face higher labour costs or increasing labour challenges in the future, which could have a material adverse effect on its business, results of operations and financial position.

Although the Company believes that it has generally good relations with its employees and labour but the Company cannot provide assurance that disputes will not occur in the future. While the Company has continuously adjusted the wages of its workers in line with market conditions, its workers may initiate a strike in order to demand higher wages or for other reasons. Demonstrations, strikes or any other form of labour disturbance by the Company's factory workers could cause operational delays or shutdowns at its factories and could adversely affect its business and operations. In addition, the Company may lose its workers to competitors who pay their workers higher wages.

**23. The Company doesn't have any distribution channels/supply chain/distribution network and the Company is dependent on the local carrier for distribution in India.**

The Company is reliant on local carriers for distribution of its stock from manufacturing unit to Inland Container Depot from where the stock is moved to the respective ports for export. Further, the Company does not have any distribution network or long term supply contracts for its overseas markets which is the primary source of revenue for the Company and uses adhoc distribution channels for its export markets. Any disruption to the distribution centre or the distribution channels used by the Company could result in delayed or lost deliveries, damaged goods or an inadequate supply of products to the Company's retail

markets, which could have a material adverse effect on the Company's business, cash flows, results of operations, financial condition and prospects.

**24. The Company may not be able to obtain, maintain or renew all of the approvals, licenses, registrations and permits that are required for it to conduct its business.**

The Company is required to obtain various approvals, licenses, registrations and permits from relevant governmental authorities to carry out its business. There can be no assurance that the relevant governments or regional government authorities will not revoke or refuse to issue or to renew the Company's licenses and/or approvals required in order to operate its business. The Company may need to apply for renewal of licenses and approvals from time to time and as and when they expire, as well as obtain new licenses and approvals whenever required. The Government may also promulgate new laws or regulations to regulate the cigarette manufacturing and tobacco industry in India, where additional licenses and permits may be required.

The Company is also required to comply with reporting obligations to the relevant governmental authorities in accordance with various Indian regulations, including the excise tax and GST regulations. Reporting obligations include providing yearly financial information and periodic production volumes. Failure to comply with the reporting obligations may result in penalties of substantial monetary fines and criminal sanctions.

The relevant authorities in India have wide discretion over whether or not licenses will be granted; therefore the Company may not be able to obtain the relevant licenses in a timely manner or at all. Fulfilling all the formal legal and procedural requirements necessary to obtain a license does not guarantee that a license will be granted or the Company will be able to comply with the terms and conditions (including with respect to certain restrictions and/or reporting obligations) provided in the relevant licenses. Such failure may expose the Company and its employees to sanctions, including warning letters, suspension or revocation of the Company's licenses, interruption of manufacturing operations, temporary or permanent closure of sales offices, fines, or other administrative sanctions.

The Company's failure to obtain, maintain or renew relevant licenses or approvals from the governmental authorities it requires to conduct its operations, could materially and adversely affect the Company's business, cash flows, results of operations, financial condition and prospects.

**25. The Company may be subject to litigation, investigations and other regulatory proceeding, including litigation alleging adverse health and financial effects resulting from the use of its cigarette products, and could incur substantial costs in connection with such proceedings.**

From time to time, the Company may be involved in lawsuits and regulatory actions relating to the Company's business. At the date of this Placement Document, the Company is not a party to any material litigation except as disclosed in the "Outstanding Litigation and Material Developments" on page 186. Due to the inherent uncertainties of litigation and regulatory proceedings, the Company cannot accurately predict the ultimate outcome of any such proceedings should one be commenced. An unfavorable outcome may damage the Company's reputation and its brands and may have a material adverse effect on its business, cash flows, result of operations, financial condition and prospects. In addition, regardless of the outcome of any litigation or regulatory proceedings, such proceedings are expensive and may involve the expenditure of substantial resources and management attention by the Company.

Litigation can involve claims from private individuals and class actions alleging financial loss and/or damages related to the negative health effects of tobacco products and claims from government institutions for recovery of government healthcare costs related to alleged tobacco-related health issues. The Company cannot predict the outcome of any litigation. Regardless of the outcome of any litigation, the costs of defending claims may be substantial, and it is possible that publicity regarding tobacco-related litigation against the Company and other tobacco manufacturers will reduce the social tolerance for, or cause an increase in restrictions on, smoking in markets in which the Company operates. If the number of lawsuits increases substantially in the future, the Company may face large defence costs, reduction in social tolerance of smoking or various stricter regulations. In addition, an unfavorable outcome in any such action could obligate the Company to pay large amounts in damages, negatively impact its business, reduce social tolerance of smoking, encourage public and private restrictions on smoking or induce similar lawsuits to be brought against the Company.

Moreover, from time to time the Company is subject to governmental investigations on a range of matters. Investigations may cover the completeness of excise documents, proper reporting, sufficiency of customs duties and/or excise tax, payments, usage of descriptors and lawfulness of advertising, and pricing activities. The Company cannot predict the outcome of those investigations or whether additional investigations may be commenced, and it is possible that its business could be materially affected by an unfavourable outcome of such investigations.

**26. There is a Civil Litigation instituted against our Company**

There is a Civil Litigation instituted against our Company for recovery of dues by the Income Tax Department for entering into a fictitious transaction by way of posting a credit entry of Rs. 22,00,000 (Rupees Twenty Two Lakhs only). A summary of outstanding litigation proceedings involving our Company, our Directors, our Promoter and our Group Companies as on the date of this Letter of Offer is provided below:

S. No.	Particulars	Number of cases outstanding	Amount involved in such proceedings (in Rs. Lakh)
1.	LITIGATION INVOLVING OUR COMPANY		
i.	Litigation against our Company		
a.	Criminal proceedings	Nil	Nil
b.	Actions taken by Statutory/Regulatory Authorities	Nil	Nil
c.	Tax Proceedings	Nil	Nil
d.	Other Material Litigations	01	22
e.	Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals	Nil	Nil
ii.	Litigation by our Company		
a.	Criminal Proceedings	Nil	Nil
b.	Civil and other Material Litigations	Nil	Nil
2.	LITIGATION INVOLVING OUR PROMOTERS		
i.	Litigation against our Promoters		
a.	Criminal proceedings	Nil	Nil
b.	Actions taken by Statutory/Regulatory Authorities	Nil	Nil
c.	Tax Proceedings	Nil	Nil
d.	Other Material Litigations	Nil	Nil
e.	Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals		
ii.	Litigation by our Promoters		
a.	Criminal Proceedings	Nil	Nil
b.	Civil and other Material Litigations	Nil	Nil
3.	LITIGATION INVOLVING OUR DIRECTORS		
i.	Litigation against our Directors		
a.	Criminal proceedings	Nil	Nil
b.	Actions taken by Statutory/Regulatory Authorities	Nil	Nil
c.	Tax Proceedings	Nil	Nil
d.	Other Material Litigations	Nil	Nil
e.	Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals	Nil	Nil
ii.	Litigation by our Directors		
a.	Criminal Proceedings	Nil	Nil
b.	Civil and other Material Litigations	Nil	Nil

For further details of the outstanding litigation proceedings, see “**Outstanding Litigation and Material Developments**” on page 186.

**27. Product liability claims and adverse publicity in respect of the tobacco products sold by the Company could have a material adverse effect on the Company's reputation.**

The quality of the Company's products is of great importance to its business. The packaging, marketing, distribution and sale of the Company's products entail an inherent risk of product liability, product recall, adverse publicity and exposure to product liability claims. If the Company is found to be selling defective goods, whether or not the Company is found responsible for damage caused by the defective goods, it may have a material adverse effect on the Company's reputation. This could lead to an erosion of adult smoker confidence in the Company's goods and a subsequent reduction in sales. Such an event may have a material adverse effect on the Company's business, cash flows, result of operations, financial condition and prospects.

Product Recalls can lead to a loss of customer loyalty, damage to the brand and exposure to expensive and damaging legal action for the company. Not to mention the unwelcome media attention that higher profile cases get. It is difficult to put a number on the actual financial cost of brand damage.

**28. The Company may be adversely affected by the imposition and enforcement of more stringent environmental regulations.**

The Company, like other cigarette manufacturing companies in India, is subject to a range of environmental regulations, and changes in India's environmental regulations could adversely affect its business. The Company's production facilities are subject to both scheduled and unscheduled inspections by various Government agencies, which have different standards of review. These agencies have the power to examine and control the Company's compliance with their environmental regulations, including the imposition of fines and revocation of licenses. The Company believes that its operations are currently in compliance in all material respects with applicable Indian environmental regulations and standards. However, Governmental agencies may adopt additional regulations that would require it to spend additional funds on environmental matters.

Environmental regulations in India tend to be less stringent than in developed countries, and it is possible that the environmental regulations in India could become more stringent in the future, which could require the Company to expend significant resources or affect the way in which it runs its production facilities and operates its business. This could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

**29. The Company's production facilities or operations may face disruption from environmental groups, non-governmental organizations and interested individuals.**

Environmental groups, non-governmental organizations and interested individuals may from time to time seek to challenge or impair the ability of cigarette manufacturing companies to engage in production activities. For instance, such groups and individuals may stage protests that disrupt production plants and may file or threaten to file legal proceedings seeking to disrupt the operations of cigarette manufacturing companies generally. Several non-governmental organizations and charities maintain an influential presence around the areas of the Company's production facilities. There is a risk that these organizations could become increasingly active and influence the relevant authorities to make changes to current environmental regulations and impose more rigorous standards upon the Company's operations. Such activities may generate negative press about the Company and cigarette manufacturing companies in general. Any delay in production activities imposed as a result of the intervention of environmental groups, non-governmental organizations or such interested individuals or other action that may give rise to negative perceptions about cigarette manufacturing companies generally may adversely affect the Company's reputation and disrupt its operations, thus affecting its business and results of operations which in turn may cause the Company to suffer financial loss.

**30. Increase in the illicit trade of tobacco products may cause reputational damage and a decline in recorded legal sales, and may cause the Company to settle claims related to illicit trade or to adopt costly countermeasures.**

One of the serious problems faced by the tobacco industry is the increase in illicit trade in tobacco products, including tobacco smuggling and counterfeiting. Such activity is believed to be motivated mainly by the high profit margin of cigarette sales and cross-border price gaps arising from differences between the tax systems and tax levels of various countries, and thus tends to increase after a significant tax increase in a particular country. Any smuggling, counterfeiting or other illegal activity involving the Company's products may significantly damage its credibility and the value of its brands, which in turn could negatively affect its operating results. The Company may take measures to prevent smuggling and counterfeiting of tobacco products, or to settle claims related to illicit trade (within or outside of Indonesia), that may require the Company to incur significant costs and thereby adversely affect its cash flows, results of operations and financial condition.

**31. The Company may engage in unethical child labour practices or be in violation of child labour laws and other labour regulations.**

According to the International Labour Organization ("ILO"), child laborers are a common phenomenon in India, especially on agricultural plantations, including tobacco plantations. The Child Labour (Prohibition and Regulation) Act of 1986 and ILO has supported to counter child labour situations in which children were exposed to hazards such as extreme temperatures, pesticides and organic dust and were required to work long hours using heavy and dangerous machinery that violated occupational safety and health standards.

Due to the prevalence of the tobacco industry in India, children are often found to be involved in the planting, harvesting and processing of tobacco leaves, and they can be found working in community plantations as well as in company-owned plantations. The Company believes that its suppliers do not engage in child labour practices. If these suppliers were to be penalized or forced to suspend their operations, causing disruption to the flow of the Company's manufacturing chain, its business and results of operations could be adversely affected.

**32. We have not made any alternate arrangements for meeting our regular working capital requirements. If our operations do not generate the necessary cash flow, our working capital requirements may negatively affect our operations and financial performance.**

As on date, we have not made any alternate arrangements for meeting our working capital requirements. We meet our working capital requirements through internal accruals. Any shortfall in internal accruals and our inability to raise debt would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations.

## **EXTERNAL RISK FACTORS**

**33. The Company's financial performance is affected by economic conditions in India**

Our results of operations and financial condition depend significantly on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. Various factors may lead to a slowdown in the Indian, which in turn may adversely impact our business, prospects, financial performance and operations. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crisis, domestic policies, global political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, volatility in inflation rates and various other factors. Accordingly, high rates of inflation in India could increase our employee costs and decrease our operating margins, which could have an adverse effect on our results of operations.

The Company's business and its ability to sell cigarette products at competitive prices are significantly affected by general and local market and economic conditions outside its control. The Company's products represent discretionary purchases and are aimed to capture the middle and premium segments of the market. Accordingly, adult customer demand for these products is subject to decline during periods where adult smoker confidence or purchasing power is negatively affected, for example, during a recession. The following, which is not meant to be comprehensive, historically has had, and could have, a material adverse effect on India macroeconomic conditions:

- domestic, regional or global economic changes;
- slowdowns to the GDP growth of India and changes in the size and disposable income levels of India's middle-income segment;
- changes in labour costs and regulations affecting labour costs;
- changes in inflation in India;
- depreciation of the Rupee;
- changes in local and global commodity prices;
- changes in taxation and other laws and their application;
- adverse government regulations; and
- political unrest.
- recurrence of Pandemic or resurgence of new infections.

If the Indian cigarette industry is affected by any of these or other factors, the Company may be faced with decreased sales, increased costs and decreased margins, which may have a material adverse effect on the Company's business, cash flows, results of operations, financial condition and prospects.

**34. The Company may be affected by changes in Government policies with respect to the cigarette industry and may face significant governmental action aimed at increasing regulatory requirements with the goal of reducing or preventing the use of cigarette products.**

The cigarette industry in India is heavily regulated by the Government. There can be no assurance that the Government will not introduce new or more stringent restrictions or change its policies with respect to cigarettes. In many other markets, governmental actions have led to reduced consumption levels and industry volume. The World Health Organization's Framework Convention on Tobacco Control ("FCTC"), which came into force in 2005, has continued to prompt regulatory developments in global markets over the years. The FCTC is the first international public health treaty on tobacco, and its objective is to establish a global agenda for tobacco regulation. The FCTC has led to increased efforts by tobacco control advocates and public health organizations to reduce the palatability and attractiveness of tobacco products to adult smokers. Since India has ratified the FCTC, such global regulatory initiatives will continue to potentially influence the Indian Government's policies relating to the tobacco industry. Any such ongoing regulatory initiatives could result in a significant decrease in demand for the Company's products, as well as a significant increase in the cost of complying with new regulatory requirements, which could materially and adversely affect the Company's business, results of operations, financial condition and future prospects.

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

There could be a downgrade of India's sovereign debt rating due to various factors, including changes in tax or fiscal policy, or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India, which may cause fluctuations in the prices of our Equity Shares. This could have an adverse effect on our business and financial performance, and ability to obtain financing for expenditures.

**36. Terrorist attacks, civil disturbances, regional conflicts and other acts of violence in India and abroad may disrupt or otherwise adversely affect the Indian economy, the health of which our business depends on.**

India has from time to time experienced social and civil unrest and terrorist attacks. These events could lead to political or economic instability in India. Events of this nature in the future could have a material adverse effect on our ability to develop our business. As a result, our business, results of operations and financial condition may be adversely affected. India has also experienced social unrest, Naxalite violence and communal disturbances in some parts of the country. If such tensions occur in places where we operate or in other parts of the country, leading to overall political and economic instability, it could adversely affect our business, results of operations, financial condition and trading price of our Equity Shares

**37. Investors may have difficulty enforcing foreign judgments against our Company, our Directors or our management.**

Our Company is a limited liability company incorporated under the laws of India. All of our Company's Directors and key management personnel are residents of India and a substantial portion of our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amount recovered. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law.

**38. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, such as application of GST, may adversely affect our business results of operations, cash flows and financial performance.**

Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government of India that affect our industry include income tax, goods and services tax and other taxes, duties or surcharges introduced from time to time. The tax scheme in India is extensive and subject to change from time to time. For instance, as of July 1, 2017, GST in India replaced taxes levied by central and state governments with a unified tax regime in respect of the supply of goods and services in India. Any adverse changes in any of the taxes levied by the Government of India may adversely affect our competitive position and profitability. We cannot assure you that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the countries in which we operate may materially and

adversely affect our business, results of operations and financial condition. In addition, we may have to incur expenditure to comply with the requirements of any new regulations, which may also materially harm our results of operations. We are also subject to these risks in all our overseas operations depending on each specific country. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities. As a result, any such changes or interpretations may adversely affect our business, financial condition and financial performance. Further, changes in capital gains tax or tax on capital market transactions or sale of shares may affect investor returns.

**39. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.**

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended / changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

**40. Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.**

Taxes and other levies imposed by the Central or State Governments in India affect the cost and prices of the products we trade in and therefore demand for such product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

Cigarette taxes in India are among the highest in the world. Therefore, high tax rates make cigarettes unaffordable to a large section of consumers. As a result, they shift towards the consumption of beedi and other forms of smokeless tobacco. Hence, the overall tobacco market experiences slow growth and it may have a material adverse effect on the Company's business, cash flows, profitability, results of operations, financial condition and prospects.

## **RISKS RELATING TO THE EQUITY SHARES**

**41. The Equity Shares of our Company are presently placed under GSM – Stage 0 by BSE Limited.**

Owing to the GSM framework formulated by BSE Limited, the Equity Shares of our Company are presently placed under GSM Stage 0. Owing to this, the trading in the Equity Shares of our Company may be restricted. There is no certainty with regard to the trading volumes of the Company's shares. Further, our Company cannot assure you by when the Company's Equity Shares would be moved out of the GSM Framework and traded normally. This illiquidity can pose added hardships for the shareholders of our Company.

**42. Investors will be subject to market risks until the Equity Shares are credited to the investor's demat account.**

Investors can start trading the Equity Shares allocated to them only after they have been credited to an investor's demat account. Since the Equity Shares are currently traded on the BSE, investors will be subject to market risk from the date they pay for the Equity Shares to the date when the shares are credited to their respective demat accounts. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account in a timely manner.

**43. Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares.**

The Indian securities markets are smaller and more volatile than securities markets in more developed economies. The Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. The governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. The market price of the Equity Shares may decline or fluctuate significantly due to a number of factors, some of which may be beyond our control, including:

- developments with respect to the spread or worsening of the COVID-19 pandemic;
- actual or anticipated fluctuations in our operating results;
- announcements about our earnings that are not in line with analyst expectations;
- the public's reaction to our press releases, other public announcements and filings with the regulator;
- significant liability claims, complaints from our customers, shortages or interruptions in the availability of raw materials, or reports of incidents of tampering of raw materials;

- changes in senior management or key personnel;
- macroeconomic conditions in India;
- fluctuations of exchange rates;
- the operating and stock price performance of comparable companies;
- changes in our shareholder base;
- changes in our dividend policy;
- issuances, exchanges or sales, or expected issuances, exchanges or sales;
- changes in accounting standards, policies, guidance, interpretations or principles; and
- changes in the regulatory and legal environment in which we operate; or
- market conditions in the construction and development industry and the domestic and worldwide economies as a whole, including in relation to the COVID-19 crisis.

Any of these factors may result in large and sudden changes in the volume and trading price of the Equity Shares. In the past, following periods of volatility in the market price of a company's securities, shareholders have often instituted securities class action litigation against that company. If we were involved in a class action suit, it could divert the attention of management, and, if adversely determined, have a material adverse effect on our business, results of operations and financial condition.

**44. The trading price of our Equity Shares may be subject to volatility and you may not be able to sell your Equity Shares at or above the Offer Price.**

The price of our Equity Shares on the Stock Exchanges may fluctuate after this Offer for Sale as a result of several factors, including:

- i. volatility in the Indian and global securities market or in the Rupee's value relative to the U.S. Dollar, the Euro and other foreign currencies;
- ii. our profitability and performance;
- iii. perceptions about our future performance or the performance of Indian companies in general;
- iv. performance of our competitors and the perception in the market about investments in our industry;
- v. adverse media reports about us or our industry;
- vi. significant developments in India's economic liberalization and deregulation policies;
- vii. significant developments in India's fiscal and environmental regulations; and
- viii. changes in central banks' monetary policies of developed economies, affecting the global liquidity scenario.

There can be no assurance that an active trading market for our Equity Shares will be sustained after this Offer for Sale, or that the price at which our Equity Shares have historically traded will correspond to the price at which the Equity Shares are offered in this Offer for Sale or the price at which our Equity Shares will trade in the market subsequent to this Offer for Sale. Our Equity Share price may be volatile.

**45. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us may dilute your shareholding and any sale of Equity Shares by any of our significant shareholders may adversely affect the trading price of the Equity Shares.**

Any future issuance of the Equity Shares, convertible securities or any other securities may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares.

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

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by shareholders of such company.



However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

**47. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.**

Our Company has not declared dividends in the past. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future.

**48. There may be less information available about companies listed on Indian securities markets than companies listed on securities markets in other countries.**

There may be less publicly available information about Indian public companies, including our Company, than is regularly disclosed by public companies in other countries with more mature securities markets. There is a difference between the level of regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants in those markets, and that of markets in other more developed economies. In India, while there are certain regulations and guidelines on disclosure requirements, insider trading and other matters, there may be less publicly available information about Indian companies than is regularly made available by public companies in many developed economies. As a result, you may have access to less information about our business, results of operations and financial condition, and those of our competitors that are listed on the Stock Exchanges, on an ongoing basis, than you may in the case of companies subject to the reporting requirements of certain other countries.

**49. Fluctuations in the exchange rate between the Rupee and the U.S. dollar could have an adverse effect on the value of the Equity Shares, independent of our operating results.**

The Equity Shares are quoted in Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Rupees and subsequently converted into U.S. dollars for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. The exchange rate between the Rupee and the U.S. dollar has changed substantially in the last two decades and could fluctuate substantially in the future, which may have an adverse effect on the value of the Equity Shares and returns from the Equity Shares, independent of our operating results.

**50. An investor will not be able to sell any of the Equity Shares subscribed in the Offer for Sale other than on a recognized Indian stock exchange for a period of one year from the date of allocation of such Equity Shares.**

Pursuant to the SEBI ICDR Regulations, for a period of one year from the date of the allocation of the Equity Shares in the Offer for Sale, investors subscribing the Equity Shares in the Offer for Sale may only sell such Equity Shares on BSE and may not enter into any off-market trading in respect of such Equity Shares. We cannot be certain that these restrictions will not have an impact on the price of the Equity Shares. Further, allocations made to venture capital funds and alternative investment funds in the Offer for Sale are subject to the rules and regulations that are applicable to them, including in relation to lock-in requirements. This may affect the liquidity of the Equity Shares subscribed by investors and it is uncertain whether these restrictions will adversely impact the market price of the Equity Shares subscribed by investors.

**51. Your ability to acquire and sell Equity Shares is restricted by the distribution and transfer restrictions set forth in this Placement Document.**

No actions have been taken to permit a public offering of the Equity Shares in any jurisdiction, including India. As such, the Equity Shares have not and will not be registered under the U.S. Securities Act, any state securities laws or the law of any jurisdiction other than India. Furthermore, the Equity Shares are subject to restrictions on transferability and resale. You are required to inform yourself about and observe these restrictions, which are set forth in this Placement Document under the heading "Selling Restrictions" on page 168 and "Purchaser Representations and Transfer Restrictions" on page 177.

We, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth herein.

## MARKET PRICE INFORMATION

The Equity Shares have been listed on BSE since January 04, 2016. As on the date of this Placement Document, 12,10,000 (Twelve Lakh Ten Thousand Only) Equity Shares have been issued, subscribed, paid up and listed on BSE.

Our share is not frequently traded and the last traded price available on BSE is Rs. 10.50 per Equity Share.

Our Shares are also listed on CSE. We have applied for voluntary delisting of shares from CSE on April 09, 2021 and CSE has suspended trading in our securities from April 26, 2021. There has been no trading in the shares of the Company on CSE in the last 3 financial years.

(i) The following tables set forth the reported high, low, average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded for the following periods:

- (i) 12-month period commencing from April 1, 2021 and ending on March 31, 2022;
- (ii) 12-month period commencing from April 1, 2020 and ending on March 31, 2021; and
- (iii) 12-month period commencing from April 1, 2019 and ending on March 31, 2020.

BSE											
Fiscal	High (Rs.)	Date of high	Number of Equity Shares traded on the date of high	Total volume of Equity Shares traded on date of high (Rs.)	Low (Rs.)	Date of low	Number of Equity Shares traded on the date of low	Total volume of Equity Shares traded on date of low (Rs.)	Average price for the year (Rs.)	Total Volume of Equity Shares traded in the Fiscals (in number)	Total Turnover of Equity Shares traded in the Fiscals (Rs. in Lakhs)
2023 <sup>^</sup>	-	-	-	-	-	-	-	-	-	-	-
2022 <sup>^</sup>	-	-	-	-	-	-	-	-	-	-	-
2021	10.50	16.03.21	16,700	1,75,350	10.50	16.03.21	16,700	1,75,350	10.50	16,700	1,75,350
2020	10.00	03.06.19	100	1,000	10.00	03.06.19	100	1,000	10.00	100	1,000

(Source: www.bseindia.com)

<sup>^</sup>In fiscal 2022 and 2023, since there has been no trading in the scrip of the Company hence, no quote is available on BSE

1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher volume has been chosen

(ii) The following tables set forth the reported high, low and average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded and the total trading turnover for the following periods during each of the last six months, as applicable:

BSE											
Month, year	High (Rs.)	Date of high	Number of Equity Shares traded on date of high	Total volume of Equity Shares traded on date of high (Rs. in Lakhs)	Low (Rs.)	Date of low	Number of Equity Shares traded on date of low	Total volume of Equity Shares traded on date of low (Rs. in Lakhs)	Average price for the month (Rs.)	Equity Shares traded in the month	
										Volume	Turnover (Rs. in Lakhs)
October, 2022	-	-	-	-	-	-	-	-	-	-	-
September, 2022	-	-	-	-	-	-	-	-	-	-	-
August, 2022	-	-	-	-	-	-	-	-	-	-	-
July, 2022	-	-	-	-	-	-	-	-	-	-	-
June, 2022	-	-	-	-	-	-	-	-	-	-	-

(Source: www.bseindia.com)

\* There has been no trading in the scrip of the Company hence, no quote is available on BSE for the preceding six months.

(iii) The following tables set forth the market price on the Stock Exchanges on August 04, 2022 the first working day following the approval of the Board for the Offer:

BSE					
Open	High	Low	Close	Number of Equity Sharetraded	Turnover (Rs. in Lakhs)
--	--	--	--	--	--

(Source: www.bseindia.com)

In the event the high or low or closing price of the Equity shares are the same on more than one day, the day on which there has

been higher volume of trading has been considered for the purposes of this chapter.

## USE OF PROCEEDS

Our Company will not receive any proceeds from the Offer for sale and all such proceeds (net of any Offer related expenses to be borne by the Selling Promoter) will go to the Selling Promoter. The gross proceeds of the Offer aggregates to approximately Rs. 56,22,000 (Rupees Fifty-Six Lakhs Twenty-Two Thousand Only). After deducting the Issue expenses (including fees and commissions) of approximately Rs. 10 Lakhs, the net proceeds of the Offer is approximately Rs. 46,22,000 (Rupees Forty-Six Lakhs Twenty-Two Thousand Only) (“**Net Proceeds**”).

### **Utilisation of the Offer Proceeds by Selling Promoter**

Our Company will not receive any proceeds from the Offer (the “**Offer Proceeds**”) and all the Offer Proceeds will be received by the Selling Promoter, in proportion to the Offered Shares sold by the Selling Promoter as part of the Offer. For details of Offered Shares by the Selling Promoter, see “Summary of The Offer” beginning on page 27.

The costs, fees and expenses directly related to the Offer shall be borne by the Offering Promoter. All expenses relating to the Offer shall be paid by the Company on behalf of the Offering Promoter in the first instance, until the date of Allocation in the Offer. Upon the successful completion of the Offer, or in the event the Offer is withdrawn or unsuccessful, the Selling Promoter shall reimburse the Company for any expenses which were mutually agreed in accordance with applicable law, incurred by the Company on behalf of such Selling Promoter. However, the Selling Promoter shall have an option to pay its expenses directly, and to the extent of such payment, such Selling Promoter shall not be required to reimburse the Company.

In accordance with applicable laws, the selling Promoter undertakes to not utilize proceeds from the Offer unless all the offer formalities are completed.

Further, neither our Company nor our Directors shall receive any proceeds from the Offer, whether directly or indirectly. Since the Offer is only made to QIBs, our Promoter, Directors or key managerial personnel are not eligible to subscribe in the Offer.

Since the Net Proceeds are proposed to be received by the Selling Promoter, and not being used towards implementation of any project by our Company, the following disclosure requirements are not applicable: (i) break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project.

## CAPITALISATION STATEMENT

The table below sets forth our Company's capitalisation which has been derived from our Audited Financial Results for the year ended March 31, 2022.

You should read this table together with the section "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 125 and Audited Financial Results included in the section "*Selected Financial Information of Our Company*" beginning on page 29 respectively.

*(Rs. In Lakhs)*

Sr. No.	Particulars	Pre-Offer	Post-Offer
		As at March 31, 2022 (Refer Note-1 below)	Amount after considering the Offer (Refer Note-2 below)
<b>I</b>	<b>Borrowings:</b>		
	Current borrowings (A)	-	-
	Non- current borrowings (B)	2,776.00	2,776.00
	<b>Total borrowings (C)</b>	<b>2,776.00</b>	<b>2,776.00</b>
<b>II</b>	<b>Shareholders' fund</b>		
	Equity Share capital (D)	121.00	121.00
	Other equity (E)	276.88	276.88
	<b>Total shareholders' fund (F =D+E)</b>	<b>397.88</b>	<b>397.88</b>
<b>III</b>	<b>Total non- current borrowings / Total shareholders' fund (B/F)</b>	<b>6.98</b>	<b>6.98</b>
<b>IV</b>	<b>Total borrowings / Total shareholders' fund (C/F)</b>	<b>6.98</b>	<b>6.98</b>

*Notes:*

## CAPITAL STRUCTURE

The share capital of our Company as at the date of this Placement Document is set forth below:

*(In Rs. Lakhs, except share data)*

		Aggregate value at face value <sup>#</sup>	Aggregate value at Offer Price
<b>A</b>	<b>AUTHORISED SHARE CAPITAL</b>		
	1,00,00,000 Equity Shares (having a face value of Rs.10 each)	1,000.00	
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER</b>		
	12,10,000 fully paid-up Equity Shares	121.00	
<b>C</b>	<b>PRESENT OFFER IN TERMS OF THIS PLACEMENT DOCUMENT</b>		
	1,87,400 Equity Shares aggregating to approximately Rs. 56,22,000 (Rupees Fifty-Six Lakhs Twenty-Two Thousand Only) <sup>(1)(2)</sup>	18.74	56.22
<b>D</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER</b>		
	12,10,000 Equity Shares	121.00	
<b>E</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Offer	226.00	
	After the Offer	226.00	

<sup>(1)</sup> The Offer for Sale has been authorised by the Board of Directors pursuant to its resolution passed on August 03, 2022.

<sup>(2)</sup> The amount has been calculated on the basis of gross proceeds from the Issue. Adjustments do not include Issue related expenses

<sup>#</sup> Except for securities premium account

### Equity share capital history of our Company

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

Date of issue/ allotment	Number of Equity Shares	Cumulative Number of Equity Shares	Face value (in Rs.)	Issue price per Equity Share (in Rs.)	Nature of transaction	Consideration (Cash/other than cash)	Cumulative paid-up Equity Share capital (Rs.)
December 15, 1987	304	304	10	10	Subscriber to the Memorandum of Association	Cash	3040
1987-88	1,99,696	2,00,000	10	10	Private Placement	Cash	20,00,000
1988-89	3,00,000	5,00,000	10	10	Public Issue	Cash	50,00,000
2015	5,60,000	10,60,000	10	45	Preferential Issue	Cash	1,06,00,000
2021	1,50,000	12,10,000	10	30	Preferential Issue	Cash	1,21,00,000

### Preference shares

As on the date of this Placement Document, there are no outstanding preference shares.

### Warrants

As on the date of this Placement Document, there are no outstanding warrants.

### Employee stock option schemes

As on the date of this Placement Document, there are no employee stock option schemes.

### Pre-Offer and Post-Offer shareholding pattern

Sr. No.	Category	Pre-Offer as of December 31, 2022		Post-Offer*	
		Number of Equity Shares held	% of shareholding	Number of Equity Shares held	% of shareholding
<b>A.</b>	<b>Promoter's holding<sup>#</sup></b>				
1.	Indian				
	Individual	10,94,900	90.49	9,07,500	75.00

	Corporate	0	0.00	0	0.00
	<b>Sub-total (A)</b>	<b>10,94,900</b>	<b>90.49</b>	<b>9,07,500</b>	<b>75.00</b>
<b>B.</b>	<b>Non - Promoter's holding</b>				
2.	Institutional investors	0	0	1,87,400	15.49
3.	Non-institutional investors				
a.	Individual share capital upto Rs. 2 Lacs	48,405	4.00	48,405	4.00
b.	Individual share capital in excess of Rs. 2 Lacs	50,000	4.13	50,000	4.13
c.	NBFCs registered with RBI	0	0.00	0	0.00
d.	<b>Any Other</b> [including Non-resident Indians (NRIs) and clearing members]	16,695	1.38	16,695	1.38
	<b>Sub-total (B)</b>	<b>1,15,100</b>	<b>9.51</b>	<b>3,02,500</b>	<b>25.00</b>
<b>C.</b>	<b>Non-Promoter- Non Public shareholder</b>				
4.	Custodian/DR Holder	0	0	0	0
5.	Employee Benefit Trust	0	0	0	0
	<b>Sub-total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total (A+B+C)</b>	<b>12,10,000</b>	<b>100.00</b>	<b>12,10,000</b>	<b>100.00</b>

\*Assuming 100% success of the Offer for Sale

There are no outstanding options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Placement Document.

No change in control in our Company will occur consequent to the Issue.

Except as disclosed in 'Capital Structure - Equity share capital history of our Company' on page 122, our Company has not made any allotment of Equity Shares in the year immediately preceding the date of this Placement Document, including for consideration other than cash, or pursuant to a preferential issue, private placement or a rights issue.

Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue. Further, Equity Shares allocated pursuant to this Offer cannot be sold by the Allottee for a period of one year from the date of allocation, except on the Stock Exchanges.

#### **Proposed Allottees in the Offer**

The names of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Offer, and the percentage of post-Offer share capital that may be held by them is set forth in "Proposed Allottees in the Offer" on page 193.



## DIVIDENDS

The declaration and payment of dividend will be recommended by our Board of Directors and approved by our Shareholders at their discretion. The dividend for any financial year shall be paid out of our Company's profits for that year or accumulated profits of any previous financial year(s) in accordance with provisions of the Companies Act, the Articles of Association and our Company's dividend distribution policy. The dividend policy of our Company specifies that financial parameters shall be considered before declaration of dividend and consideration to (i) internal factors such as distributable profits and the opportunities available for strengthening and growth of its business; and (ii) external factors such as macroeconomic conditions, state of the economy, state of real estate sector and such other factors as deemed appropriate by the Board, shall be given before declaring dividends.

Our Company has not declared any dividend for the current Fiscal and Fiscals 2022, 2021 and 2020.

The Equity Shares to be offered in connection with this Offer for Sale shall qualify for any dividend, including interim dividend, if any, that is declared in respect of the Fiscal in which they have been allocated. For further information, please see the section entitled "*Description of the Equity Shares*" on page 182.

Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Offer for Sale. The form, frequency and amount of future dividends declared by our Company will depend on a number of internal and external factors, including, but not limited to, the factors set out in the dividend distribution policy and such other factors that the Board may deem relevant in its discretion, subject to the approval of our Shareholders.

There is no guarantee that any dividends will be declared or paid in the future.

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

*You should read the following discussion in conjunction with our Audited Financial Statements as of and for the financial years ended March 31, 2022, 2021 and 2020, including the related notes, schedules and annexures. Our Financial Statements have been prepared under Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act 2013 to the extent applicable.*

*Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "Forward-looking Statements" and "Risk Factors" on pages 16 and 102, respectively.*

### Overview

Our Company was originally incorporated as Kashiram Jain and Company Limited, under the Companies Act, 1956 pursuant to a certificate of incorporation dated December 15, 1987 issued by the Registrar of Companies, Assam, Meghalaya, Manipur, Tripura, Nagaland, Arunachal Pradesh & Mizoram, Shillong ("RoC") and commenced its business on April 08, 1988 pursuant to a certificate of commencement of business issued by the RoC. The name of the Company was changed from "Kashiram Jain and Company Limited" to "Elitecon International Limited" and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Shillong on November 07, 2019.

The Company altered the main object clause of its Memorandum of Association vide shareholders resolution dated August 09, 2021, thereby inserting the existing line of business of producing, cultivating, manufacturing, buying, selling, importing, exporting, processing, dealing in all kinds of tobacco, bidies, cigarettes, cigars, smoking and chewing tobacco, snuff grinders, and other products of tobacco, match lights, matches, match boxes and pipes, smoker's requisites etc.

Elitecon International Limited is a professionally managed organization in the tobacco industry. The Company is headed by Mr. Vipin Sharma, Managing Director, who has immense experience in tobacco cultivation and developing quality tobacco products. The Company takes pride in being associated with this traditional flavor and introduces itself as one of the leading brands of chewing tobacco and Smoking Mixture Tobacco.

The company was taken over by the present promoters in the year 2021 and thereafter has been engaged in the tobacco business. The Company was earlier engaged in the real estate business to acquire, buy, purchase, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not.

On the basis of our financial statements, our total revenue from operations for FY 2022, FY 2021 and FY 2020 was Rs. 1930.45 Lakhs, Rs. 0.90 Lakhs and Rs. 19.65 Lakhs respectively and our net profit/(loss) for FY 2022, 2021 and FY 2020 was Rs. 43.41 Lakhs, Rs. (4.01) Lakhs and Rs. (0.92) Lakhs respectively.

### Our key strengths

We believe the following are our key strengths:

- Rich Experience of our Promoters and Management
- Efficient Production Chain facility
- Research & Development Department engaged in developing new lines of products to meet modern & international demands in Tobacco products
- Sustainability of the already established products in the international market
- Leading brand of chewing tobacco and Smoking Mixture Tobacco.

For further details, kindly refer the section titled "**Risk Factors**" beginning on page 102 of this Placement Document and the chapter titled "**Our Business**" beginning on page 138 of this Placement Document.

### Our key strategies

Our key strategic initiatives are as under:

- Expanding its presence in growing market segments
- Continued focus on operational and supply chain processes
- Decision to promote and market the brand on new flavoured tobacco products

## SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO MARCH 31, 2022 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

No circumstances have arisen since the date of the last Financial Statements as disclosed in this Placement Document which materially and adversely affects or is likely to affect, our trading or profitability, or the value of our assets or our ability to pay our liabilities within the next 12 months of the date of the last Financial Statements as disclosed in this Placement Document. Except the impact on account of Covid-19, there is no development subsequent to March 31, 2022 that we believe is expected to have a material impact on the reserves, profits, earnings per share and book value of our Company.

## SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The business of our Company is subject to various risks and uncertainties including those discussed in section titled “Risk Factors” on page 102 of this Placement Document. Our financial condition and results of operations are affected by various factors of which the following are of particular importance:

- We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.
- Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.
- Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.
- Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.
- A slowdown in economic growth in India and globally could cause our business to suffer.

## SUMMARY AND COMPARISON OF SIGNIFICANT ITEMS OF INCOME AND EXPENDITURE OF THE COMPANY

The following table sets forth selected financial data from our audited profit and loss accounts for financial years ended 2022, 2021 and 2020:

Particulars	Amount in Rs. Lakh							
	FY ended September 30, 2022		FY ended March 31, 2022		FY ended March 31, 2021		FY ended March 31, 2020	
	Amount (Rs. in Lakh)	Percent	Amount (Rs. in Lakh)	Percent	Amount (Rs. in Lakh)	Percent	Amount (Rs. in Lakh)	Percent
Revenue from Operations	2,498.49	99.63%	1930.45	98.89%	0.90	9.38%	19.65	62.38%
Other Income	9.21	0.37%	21.76	1.11%	8.70	90.63%	11.85	37.62%
<b>Total Revenue</b>	<b>2,507.70</b>	<b>100.00%</b>	<b>1,952.210</b>	<b>100.00%</b>	<b>9.60</b>	<b>100.00%</b>	<b>31.50</b>	<b>100.00%</b>
Cost of Good Sold (i.e. net of Change in Inventories of Stock in Trade)	3340.20	133.20%	1502.86	76.98%	0.59	6.15%	19.32	61.33%
Employee Benefits Expenses	163.38	6.52%	54.14	2.77%	5.10	53.13%	4.74	15.05%
Finance Cost	(43.517)	(1.74%)	26.40	1.35%	-	0.00%	-	0.00%
Other expenses	251.38	10.02%	221.27	11.33%	7.92	82.50%	8.37	26.55%
Depreciation and amortization expenses	49.51	1.97%	89.35	4.58%	-	0.00%	-	0.00%
<b>Total Expenditure</b>	<b>3,764.18</b>	<b>150.10%</b>	<b>1,894.02</b>	<b>97.02%</b>	<b>13.61</b>	<b>141.77%</b>	<b>32.42</b>	<b>102.93%</b>
<b>Profit before Tax and before exceptional items</b>	<b>(1,256.48)</b>	<b>(50.10%)</b>	<b>58.19</b>	<b>2.98%</b>	<b>(4.01)</b>	<b>-41.77%</b>	<b>(0.92)</b>	<b>-2.92%</b>
Exceptional items	-		-	0.00%	-	0.00%	-	0.00%
<b>Profit before Tax and after exceptional items</b>	<b>(1,256.48)</b>	<b>(50.10%)</b>	<b>58.19</b>	<b>2.98%</b>	<b>(4.01)</b>	<b>-41.77%</b>	<b>(0.92)</b>	<b>-2.92%</b>

Current Tax (Including tax adjustment for earlier years)	(16.21)	-0.65%	13.41	0.69%	-	0.00%	-	0.00%
Deferred Tax	7.67	0.31%	1.37	0.07%	-	0.00%	-	0.00%
Total tax expenses	(8.54)	(34.00%)	14.78	0.76%	-	0.00%	-	0.00%
<b>Profit for the period</b>	<b>(1,247.94)</b>	<b>(49.76%)</b>	<b>43.41</b>	<b>2.22%</b>	<b>(4.01)</b>	<b>-</b>	<b>(0.92)</b>	<b>-2.92%</b>
						41.77%		

### Financial Performance Highlights for year ended March 31, 2022

#### Total revenue

The company's total revenue during the year ended March 31, 2022 was Rs. 1952.21 Lakhs. The revenue from operation was Rs. 1930.45 Lakhs which comprised 98.89% of company's total revenue for the year ended March 31, 2022. The other income of Rs 21.76 Lakhs (1.11% of total revenue) is mainly on account of Exchange Fluctuation Gain and Other non-operating income.

#### Total expense

The total expenditure during the year ended March 31, 2022 was Rs. 1894.02 Lakhs. The total expenditure represents 97.02% of the total revenue. The total expenses are represented by cost of goods sold of Rs. 1502.86 Lakhs (76.98% of total revenue), employee benefit expenses of Rs. 54.14 Lakhs (2.77% of total revenue), finance cost of Rs. 26.40 Lakhs (1.35% of total revenue), other expenses of Rs. 221.27 Lakhs (11.33% of total revenue) and depreciation & amortization expenses of Rs. 89.35 Lakhs (4.58% of total revenue).

#### Profit / (loss) after tax

The net profit during the year ended March 31, 2022 was Rs. 43.41 Lakhs representing 2.22% of the total revenue of the Company.

### COMPARISON OF HISTORICAL RESULTS OF OPERATIONS

#### FINANCIAL YEAR ENDED ON MARCH 31, 2022 COMPARED TO YEAR ENDED ON MARCH 31, 2021

##### 1) Total Revenue

Our total revenue increased to Rs. 1952.21 Lakhs for the year ended on March 31, 2022, as compared to Rs. 9.60 Lakhs for the year ended on March 31, 2021. Our total revenue during FY 2021-22 has increased by 20235.52% as compared to FY 2020-21.

##### 2) Total Expenditure

Our total expenditure increased to Rs. 1894.02 Lakhs for the year ended on March 31, 2022 as compared to Rs. 13.61 Lakhs for the year ended on March 31, 2021. Total expenditure for the year ended on March 31, 2022 stood at 97.02% of the total revenue as compared to 141.77% for the year ended on March 31, 2021. In absolute terms, total expenditure during FY 2021-22 has increased by 13816.39% as compared to FY 2020-21.

##### 3) Revenue from operations

Our revenue from operations increased to Rs. 1930.45 Lakhs for the year ended on March 31, 2022, as compared to Rs. 0.90 Lakhs for the year ended on March 31, 2021. Operating Revenue for the year ended on March 31, 2022 stood at 98.89% of the total revenue as compared to 9.38% for the year ended on March 31, 2021. In absolute terms, Operating Revenue during FY 2021-22 has increased by 214394.44% as compared to FY 2020-21.

##### 4) Other income

Our Other Income increased to Rs. 21.76 Lakhs for the year ended on March 31, 2022 as compared to Rs. 8.70 Lakhs for the year ended on March 31, 2021. Our other income for the year ended on March 31, 2022 stood at 1.11% of the total revenue as compared to 90.63% for the year ended on March 31, 2021. In absolute terms, other income during FY 2021-22 has increased by 150.11% as compared to FY 2020-21.

##### 5) Cost of Goods sold (i.e. net of Change in Inventories of Stock in Trade)

Cost of Goods sold as a percentage of total income was 76.98% during the year ended March 31, 2022 as compared to 6.15% during the year ended March 31, 2021. In absolute terms, Cost of Goods sold was Rs. 1502.86 Lakhs during the year ended March 31, 2022 as compared to Rs. 0.59 Lakhs during the year ended March 31, 2021 representing an increase of 254622.03% in FY 2021-22 as compared to FY 2020-21.

##### 6) Employee Benefit Expenses

Employee Benefit Expenses as a percentage of total income was 2.77% during the year ended March 31, 2022 as compared to 53.13% during the year ended March 31, 2021. In absolute terms, Employee Benefit Expenses was Rs. 54.14 Lakhs during the year ended March 31, 2022 as compared to Rs. 5.10 Lakhs during the year ended March 31, 2021 representing an increase of 961.57% in FY 2021-22 as compared to FY 2020-21.

##### 7) Other Expenses

Other expenses as a percentage of total income was 11.33% during the year ended March 31, 2022 as compared to 82.50% during the year

ended March 31, 2021. In absolute terms, Other Expenses was Rs. 221.27 Lakhs during the year ended March 31, 2022 as compared to Rs. 7.92 Lakhs during the year ended March 31, 2021 representing an increase of 2693.81% in FY 2021-22 as compared to FY 2020-21.

#### **8) Depreciation and Amortization expense**

Depreciation and Amortization expense as a percentage of total income was 4.58% during the year ended March 31, 2022 as compared to 0% during the year ended March 31, 2021. In absolute terms, Depreciation and Amortization expense was Rs. 89.35 Lakhs during the year ended March 31, 2022 as compared to nil during the year ended March 31, 2021.

#### **9) Profits Before Tax**

Profits before tax as a percentage of total income was 2.98% during the year ended March 31, 2022 as compared to loss before tax of 41.77 % during the year ended March 31, 2021. In absolute terms, Profit before tax was Rs. 58.19 Lakhs during the year ended March 31, 2022 as compared to loss before tax of Rs. 4.01 Lakhs during the year ended March 31, 2021.

#### **10) Profits After Tax**

Profits After tax as a percentage of total income was 2.22% during the year ended March 31, 2022 as compared to loss after tax of 41.77% during the year ended March 31, 2021. In absolute terms, Profit after tax was Rs. 43.41 Lakhs during the year ended March 31, 2022 as compared to loss after tax of Rs. 4.01 Lakhs during the year ended March 31, 2021.

### **FINANCIAL YEAR ENDED ON MARCH 31, 2021 COMPARED TO YEAR ENDED ON MARCH 31, 2020**

#### **1) Total Revenue**

Our total revenue decreased to Rs. 9.60 Lakhs for the year ended on March 31, 2021, as compared to Rs. 31.50 Lakhs for the year ended on March 31, 2020. Our total revenue during FY 2020-21 has decreased by 69.52% as compared to FY 2019-20

#### **2) Total Expenditure**

Our total expenditure decreased to Rs. 13.61 Lakhs for the year ended on March 31, 2021 as compared to Rs. 32.42 Lakhs for the year ended on March 31, 2020. Total expenditure for the year ended on March 31, 2021 stood at 141.77% of the total revenue as compared to 102.92% for the year ended on March 31, 2020. In absolute terms, total expenditure during FY 2020-21 has decreased by 58.02% as compared to FY 2019-20.

#### **3) Revenue from operations**

Our revenue from operations decreased to Rs. 0.90 Lakhs for the year ended on March 31, 2021, as compared to Rs. 19.65 Lakhs for the year ended on March 31, 2020. Operating Revenue for the year ended on March 31, 2021 stood at 9.38% of the total revenue as compared to 62.38% for the year ended on March 31, 2020. In absolute terms, Operating Revenue during FY 2020-21 has decreased by 95.42% as compared to FY 2019-20.

#### **4) Other income**

Our Other Income decreased to Rs. 8.70 Lakhs for the year ended on March 31, 2021 as compared to Rs. 11.85 Lakhs for the year ended on March 31, 2020. Our other income for the year ended on March 31, 2021 stood at 90.63% of the total revenue as compared to 37.62% for the year ended on March 31, 2020. In absolute terms, other income during FY 2020-21 has decreased by 26.58% as compared to FY 2019-20.

#### **5) Cost of Goods sold (i.e net of Change in Inventories of Stock in Trade)**

Cost of Goods sold as a percentage of total income was 6.15% during the year ended March 31, 2021 as compared to 61.33% during the year ended March 31, 2020. In absolute terms, Cost of Goods sold was Rs. 0.59 Lakh during the year ended March 31, 2021 as compared to Rs. 19.32 Lakhs during the year ended March 31, 2020 representing a decrease of 96.95% in FY 2020-21 as compared to FY 2019-20.

#### **6) Employee Benefit Expenses**

Employee Benefit Expenses as a percentage of total income was 53.13% during the year ended March 31, 2021 as compared to 15.05% during the year ended March 31, 2020. In absolute terms, Employee Benefit Expenses was Rs. 5.10 Lakhs during the year ended March 31, 2021 as compared to Rs. 4.74 Lakhs during the year ended March 31, 2020 representing an increase of 7.59% in FY 2020-21 as compared to FY 2019-20.

#### **7) Other Expenses**

Other expenses as a percentage of total income were 82.50% during the year ended March 31, 2021 as compared to 26.57% during the year ended March 31, 2020. In absolute terms, Other Expenses was Rs. 7.92 Lakhs during the year ended March 31, 2021 as compared to Rs. 8.37 Lakhs during the year ended March 31, 2020 representing a decrease of 5.38% in FY 2020-21 as compared to FY 2019-20.

#### **8) Profits Before Tax**

Loss before tax as a percentage of total income was 41.77% during the year ended March 31, 2021 as compared to loss before tax of 2.92% during the year ended March 31, 2020. In absolute terms, Loss before tax was Rs. 4.01 Lakhs during the year ended March 31, 2021 as compared to loss before tax of Rs. 0.92 Lakhs during the year ended March 31, 2020

## 9) Profits After Tax

Loss After tax as a percentage of total income was 41.77% during the year ended March 31, 2021 as compared to loss before tax of 2.92% during the year ended March 31, 2020. In absolute terms, Loss after tax was Rs. 4.01 Lakhs during the year ended March 31, 2021 as compared to loss before tax of Rs. 0.92 Lakhs during the year ended March 31, 2020

## Quantitative and Qualitative Disclosures about Market Risks

Our activities expose us to market risk, liquidity risk and credit risk. We have measures in place to mitigate these risks. There have been no substantive changes in our exposure to financial instrument risks, our objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated therein.

### Credit risks

Credit risk is the risk that a counterparty fails to discharge its contractual obligation to us. Credit risk encompasses both the direct risk of default and the risk of deterioration of credit worthiness as well as concentration risks. Credit risk arises principally from trade receivables, advances, security deposits, cash and cash equivalents and deposits with banks.

### Liquidity risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure as far as possible, that we will have sufficient liquidity to meet our liabilities when they are due. We monitor rolling forecasts of our liquidity position and cash and cash equivalents on the basis of expected cash flows. We take into account the liquidity of the market in which we operate.

### Market Risks

Market risk comprises of three types of risks; interest rate risk, foreign exchange risk and other price risks.

#### *Interest rate risk*

We currently have borrowings which are fixed rate borrowings. Our fixed rate borrowings are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

#### *Foreign exchange risk*

We have international transactions and therefore, we are exposed to foreign exchange risk arising from foreign currency transactions (imports and exports). Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not our functional currency. We do not hedge our foreign exchange receivables/payables.

#### *Price risk*

Since there are no investments held by our Company, there is no price risk.

## Discussion of other aspects as mandated by SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- (a) **Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.**  
Except as described in this Placement Document, 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;**  
To the knowledge of the management of our Company, there have been no significant economic changes in the industry in the recent past, which 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 sales, revenue or income from continuing operations;**  
Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 102 of this Placement Document, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.
- (d) **Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known;**

Other than as described in the Section titled “**Risk Factors**” on page 102 of this Placement Document, 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) **Details of the extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices;**  
Increases in revenues are by and large linked to increases in volume of business.
- (f) **Details of the total turnover of each major industry segment in which the Company operated;**  
Our Company is currently operating in one business segment and the entire turnover of the Company is from its current business segment.
- (g) **Details of status of any publicly announced new products or business segment;**  
As our Company has not announced any new Product, this is not applicable.
- (h) **Details of the extent to which business is seasonal;**  
Our Company’s business is not seasonal in nature.
- (i) **Details of significant dependence on a single or few suppliers or customers;**  
The revenue of our company is dependent on top 10 customers.
- (j) **Competitive conditions.**  
We face competition from the unorganized sector as well as organized sector. For further details, kindly refer the chapter titled “**Our Business**” beginning on page 134 of this Placement Document.

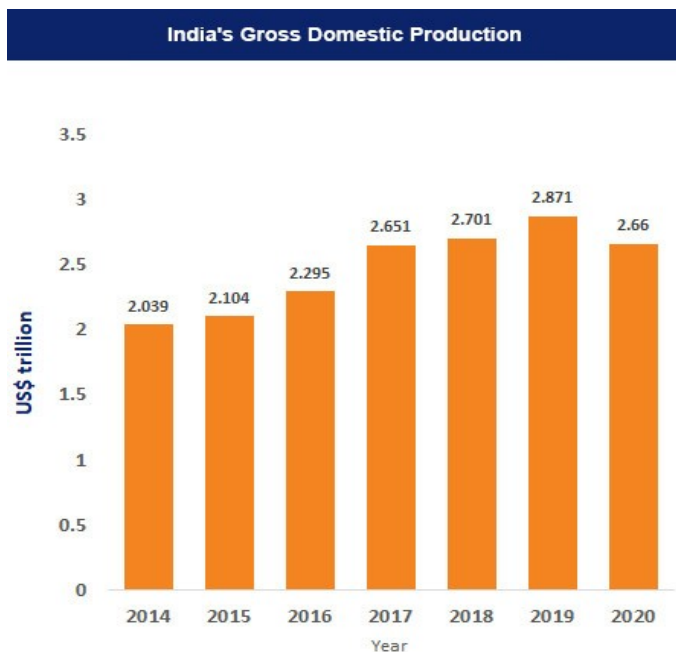
# INDUSTRY OVERVIEW

## OVERVIEW OF THE INDIAN ECONOMY

### 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.

- India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22.
- India is the third-largest unicorn base in the world with over 100 unicorns with a total valuation of US\$ 332.7 billion.
- 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.



[Source: <https://www.ibef.org/economy/indian-economy-overview>]

### GDP GROWTH

India has been one of the fastest growing economies in the world over the last few years. India's gross domestic product ("GDP") grew by 8.3% in 2016, 6.8% in 2017, 6.5% in 2018 and 4% in 2019. In the first quarter of 2021, the International Monetary Fund ("IMF") estimated a dip of 10.3% in the real GDP growth rate of India in 2020. However, the real GDP contracted to -7.3% showing an improvement of 3% from the estimates of IMF. With continuous quarter-on-quarter growth in 2021 and COVID-19 related vaccination going in the country, the Indian economy has shown a sharp rise in the real GDP growth in 2021 at 9.5%, as per the IMF. Further, the GDP is estimated to achieve a real GDP of 8.5% in 2022.

The following graph sets forth Real GDP growth rate of India from 2014 to 2022 (forecasted):

### GDP Growth Rate

15%  
10%  
5%  
0%  
-5%  
-10%



Source: IMF

Note: All the figures in the above graph are as per Calendar Year (CY)

After the outbreak of the COVID-19 pandemic in India since March 2020, the future of the pandemic remains uncertain making it difficult for businesses to plan their way forward. However, improvement in key economic indicators, such as the Goods and Services Tax (“GST”) collections and electricity demand, published by the RBI in December 2020 indicated a positive outlook in the coming quarters, which helped to strengthen the economy further. In response to the COVID-19 pandemic after the 1<sup>st</sup> and 2<sup>nd</sup> wave, the Government has taken several initiatives, including financial packages, tax reliefs and relaxation in interest payments, to drive recovery of the Indian economy. India has been one of the fastest growing economies of the world over the last few years and is now among the top ten economies of the world. Despite the slowdown in 2020, the Indian economy bounced back in 2021 with a growth rate of 9.5% and regain its position as one of the fastest growing emerging economies in 2021.

The CoVID-19 pandemic that broke out in early 2020 continued to inflict health and economic shocks across countries in 2021-22 with its resurgent waves. The Delta variant of CoVID-19 struck India in the beginning of 2021-22 marking the onset of the second wave. Unlike the first wave, the second wave was asynchronous in its onset across states and more intense in its spread, entering the rural hinterland. The second wave temporarily stalled the momentum of economic recovery that India has been witnessing since the second half of 2020-21, besides adding to health challenges. However, the economic impact of second wave was muted compared to that of the first wave. After the peaking of second wave in mid-May 2021, the economy swiftly rebounded in second quarter of 2021-22 as also reflected in revival of key high frequency indicators such as GST collections, power consumption, PMI Manufacturing and Services, rail freight and port activity. Aiding the swift recovery was India’s rapid progress in vaccination starting January 2021 that helped contain the sequential decline in momentum due to second wave. Latest readings of key high frequency indicators further suggest robust recovery momentum in Oct-Dec quarter of 2021-22.

Given the asynchronous nature of the second wave, India’s policy response constituted a differentiated, state-level policy response in close coordination with the Central Government for rapid rebooting of health infrastructure and effective implementation of ‘Test, Track, Treat, Vaccinate and CoVID-appropriate behaviour’. Further, Government announced a relief package of Rs 6.29 lakh crore in June 2021 to combat the second wave, strengthen public health system and provide impetus for economic growth and employment. The package included provision of safety nets for vulnerable households and small businesses and a host of supply side measures. Safety nets included extension of Pradhan Mantri Garib Kalyan Yojana (PMGKY) and Aatma Nirbhar Bharat Rozgar Yojana (ANBRY) besides additional fertilizer subsidy. Supply side measures included provisions for public health care, loan guarantee scheme for CoVID-19 affected sectors, expansion of Emergency Credit Line Guarantee Scheme (ECLGS), Credit Guarantee Scheme for Micro Finance Institutions, Scheme for Tourism sector workers, boost for Project Exports through National Export Insurance Account (NEIA), assistance for Broadband to each Village through BharatNet PPP Model, and Rs 3 lakh crore for Reform-Based Result Linked Power Distribution Scheme. Several other reforms were initiated for Public Sector Banks that focussed on tech-enabled, simplified, and collaborative banking. Government also initiated nine structural reforms, five procedural reforms plus relief measures for the Telecom Service Providers. Further, Government is implementing Production Linked Incentive (PLI) schemes in 14 key sectors that have been specifically designed to attract investments in sectors of core competency and cutting-edge technology; ensure efficiency and bring economies of size and scale in the manufacturing sector and make Indian manufacturers globally competitive.

To augment productive capacity of the economy in the medium term, Government provided a large fiscal stimulus in the form of capital expenditure. In line with the 2021-22 Budget’s steep increase of 34.5 per cent in outlay, Central Government stepped up public capital expenditure in Apr-Nov 2021 by 13.5 per cent over the corresponding period of the last year and 28 per cent over corresponding 2019-20 levels. The Capex spending was and continues to be focused on Railways, Road transport and highways, and Housing and Urban Affairs – sectors crucial for industrial turnaround, and included in the National Infrastructure Pipeline. Further, to utilize inter-ministerial synergies in infrastructure sector, Government launched the Gati Shakti Master Plan, bringing 16 Ministries including Railways and Roadways together for integrated planning and coordinated implementation of infrastructure connectivity projects. The infrastructure and connectivity push have far-reaching consequences for medium to long-term growth and employment generation.

## **ECONOMIC GROWTH**

As per the first Advance Estimates of annual national income released by the National Statistical Office (NSO), India’s real GDP is estimated to grow by 9.2 per cent in 2021-22, as compared to a contraction of 7.3 per cent in 2020-21. With this, the economy stands to recover 101.3 per cent of the prepandemic output of 2019-20. This is further supported by strong rebound seen in several high frequency indicators in Q3: 2021-22 and rapid progress in vaccination coverage.

On the demand side, the recovery has been broad based. While investment and exports have achieved more than full recovery of corresponding prepandemic 2019-20 levels, private consumption has also improved to recover 97.1 per cent of corresponding pre-pandemic levels and stands fully recovered in H2 of FY 2021-22. Concurrently, private consumption expenditure is estimated

to grow at 6.9 per cent in 2021-22 as against a contraction of 9.1 per cent in 2020-21 and fixed investment is estimated to grow by 15 per cent in 2021-22 as against a contraction of 10.8 per cent in 2020-21. Government consumption expenditure is estimated to grow by 7.6 per cent in 2021-22 as against 2.9 per cent in 2020-21. Exports and imports of goods and services are estimated to grow by 16.5 per cent and 29.4 per cent (at constant prices) respectively in 2021-22. These estimates confirm strengthening of economic recovery on the back of rising capex in public sector, increasing resilience of India's exports, investment cycle uptick and improved consumption levels.

On the supply side, while agriculture continues to lend unwavering support to economic recovery, manufacturing and construction exhibited a sharp rebound to recover more than 100 per cent of corresponding pre-pandemic output levels. These developments clearly reflect uptick in consumer and investor sentiment, release of pent-up demand, especially in construction supported by growing public capex and housing cycle upturn. Recovery in services sector has improved to almost reach corresponding pre-pandemic levels at 99.2 per cent, reflecting gradual adaptability of contact-intensive service sectors to the pandemic situation. Concurrently, growth of gross value added (GVA) at constant (2011-12) basic prices is estimated to be at 8.6 per cent in 2021-22, as compared to a contraction of 6.2 per cent in 2020-21. The growth in agriculture and allied, industry and services is estimated to be at 3.9 per cent, 11.8 per cent and 8.2 per cent respectively in 2021-22, as compared to 3.6 per cent, (-)7.0 per cent and (-)8.4 per cent respectively in 2020-21.

## **PROSPECTS**

Latest GDP estimates and movement in key economic activity indicators confirm strengthened momentum of India's economic recovery. While the Indian economy is poised to achieve more than full recovery of pre-pandemic output level in 2021-22, recent surge in Omicron infections and global inflation due to persistent supply bottlenecks continue to pose challenges to the pace of recovery. On the assumption that the year ahead will not experience pandemic induced disruptions on economic activity and liquidity withdrawal in both domestic and global markets will be orderly, India's nominal GDP is expected to grow by 11.1 per cent in the financial year 2022-23 over 2021-22.

[Source: <https://www.indiabudget.gov.in/doc/frbml.pdf>]

## **INDUSTRY OVERVIEW**

### **GLOBAL TOBACCO MARKET**

The global tobacco industry produced almost six million metric tons of tobacco in 2020. The leading producer of tobacco worldwide is China, which produced over a third of the global amount in 2020. Other major producers were Brazil and India. The leading tobacco company worldwide was the British American Tobacco, generating about 33 billion U.S. dollars in net sales in 2020. With just under 30 billion U.S. dollars in sales, Philip Morris International was the second leader among tobacco companies around the world that year.

The global tobacco market size was valued at USD 849.9 billion in 2021 and is expected to expand at a compound annual growth rate (CAGR) of 2.4% from 2022 to 2030. The demand has been sustained by the growing number of smokers in the developing regions of Asia and Africa. The extensive marketing campaigns run by the major companies have also been a significant factor sustaining the industry. The industry is witnessing a trend of new product launches which intrigues consumers to consume tobacco and thereby drive market growth. The companies are spending huge on marketing campaigns to offset the negative impacts faced by the tobacco industry due to increased health consciousness among consumers. According to the CDC data, in 2019, USD 8.9 billion was spent by large companies on marketing smokeless tobacco and cigarettes in the U.S. This amount breaks down to USD 22.5 million per day or almost USD 1 million per hour. The companies have spent extensively on discounts, thereby increasing their market penetration and sustaining growth.

Tobacco consumption has been on the decline in developed and wealthy countries across the globe, due to the higher level of awareness among the population regarding the ill effects of its consumption. To maintain demand in such countries, the companies are introducing new products that are significantly less harmful than conventional products. The market has witnessed the introduction of new nicotine products and this category has been dubbed as new, alternative, or novel tobacco. These items are now referred to as Next-generation Products (NGP) by the tobacco control community.

[Source: <https://www.grandviewresearch.com/industry-analysis/tobacco-market>]

### **INDIAN TOBACCO INDUSTRY**

Tobacco has always been an important commercial crop in India and the country is the second largest producer of tobacco in the world with an annual production of around 800 million kgs. The industry generates enormous benefits for the nation in terms of employment in the agricultural sector, income to farmers, revenue generation and foreign exchange earnings. The tobacco industry provides employment to over 45.7 million people in India, directly and indirectly with various varieties of tobacco are grown across 13 states in the country. India is also the largest exporter of tobacco and tobacco related products and generates foreign exchange earnings of around Rs. 6,000 crores annually.

In terms of consumption, tobacco consumption in India in the form of cigarettes is less than 2% of the global consumption even though the country accounts for 18% of the population in the world. India's per capita consumption of cigarettes is also the lowest in the world with just 89 cigarettes per annum. India also accounts for 84% of world's smokeless tobacco consumption. Only 9% of tobacco consumed in India constitute legal cigarettes, while 91% are from traditional products and illicit cigarettes. This 9% contributes to 80% of the taxes collected from the industry by the Government of India.

The tobacco industry faces enormous challenges in India despite contributing more than Rs 43,000 crores annually to the government exchequer through taxes and levies. With 85% coverage, India has one of the largest pictorial warning size on the packs in the world when compared with global average of 40%. Also, the most alarming fact is the rise in illicit options that are cheaper, non-regulated as well as inferior in quality which undermine public health. Around 68% of tobacco consumption comes from the unorganised sector which are non-compliant and therefore, adversely impact government's tax receipts. Over the time the volumes of illicit cigarettes have seen a sharp spurt and currently it is estimated to be 1/3rd of the legal volumes sold in India. India is considered to be the 4th largest illicit cigarette market in the world with a volume of 28 billion sticks in 2019 which has increased from 26.5 billion in 2018 registering a growth of ~6% year on year.

The tobacco industry, like many others, also came to a grinding halt due to the nationwide lockdown and closure of manufacturing facilities. During the period, availability of Cigarettes was impacted, which further aided the illicit cigarettes in the domestic market.

The onset of COVID-19 pandemic towards the end of FY 2019-20 and the subsequent lockdowns and restrictions imposed to curb its spread, caused unprecedented disruption across the value chain with manufacturing and sales operations coming to a virtual standstill. Manufacturing operations were resumed upon receipt of requisite permissions; the Business houses swiftly ramped up production and availability of their brands across markets, while ensuring the highest standards of hygiene and safety protocols across all nodes of operations. Supply chain operations were re-configured and re-aligned to service market requirements through proactive planning, leveraging digital technologies and agility in execution amidst a dynamic environment. The imposition of localised lockdowns in several regions towards the end of June 2020, restricted hours of convenience store operations and temporary disruptions in certain wholesale markets impacted the recovery momentum in the second quarter. The Business strengthened direct reach in target markets across all traditional trade channels and augmented the stockist network to service rural and semi-urban markets efficiently. With easing of restrictions and improvement in mobility from September, 2020 onwards, the Business recovered progressively over the remainder of the year to reach nearly pre-Covid levels towards the close of the year.

Also, the tobacco farmers too suffered by not being able to get remunerative prices, firstly due to somewhat lower quality of crop and then, inability to market the crop owing to disruption in auctions, restriction on participation of farmers in auctions, absence of international buyers, logistical challenges, etc. As the lockdown measures were eased in the second half of 2020, increased consumer spending helped the tobacco industry remain afloat, as the broader FMCG sector was also able to keep the growth momentum and saw double digit growth in the fourth quarter of 2020-21 particularly in urban markets. However, the ongoing second wave has slowed down the growth momentum and is posing a challenge for both the government and the legal tobacco industry.

The challenges faced by the tobacco industry in India can be addressed by balancing the tax policies, revisiting the existing regulations based on inputs from industry experts and implementing stricter measures on illicit trade.

[Source: [https://www.godfreyphillips.com/wp-content/uploads/2021/07/GPI-Annual-Report\\_2020-21.pdf](https://www.godfreyphillips.com/wp-content/uploads/2021/07/GPI-Annual-Report_2020-21.pdf)]

India is the second largest tobacco producer behind China. The country has around 0.45 million hectares of area under tobacco cultivation. Globally, it accounts for 9% of the total tobacco production.

India produces various types of tobacco including flue-cured tobacco, country tobacco, burley tobacco, bidi tobacco, rustica tobacco and chewing tobacco. The average production for the last five years for tobacco crops is around 800 million kg.

The major tobacco manufacturing states in India are Gujarat, Andhra Pradesh, Uttar Pradesh, Karnataka, West Bengal, Telangana and Bihar. Out of these Andhra Pradesh, Karnataka and Gujarat account for around 45%, 26% and 14% of the total production of the country respectively. Uttar Pradesh accounts for around 5% and the rest of the state's account for about 2-3% of the country's total tobacco production.

Source: RBI Handbook of Statistics

### **TOBACCO EXPORT TREND**

India is the second largest exporter of tobacco behind Brazil. It exports various types of tobacco and tobacco products such as stripped, wholly stemmed, cigar cheroots, smoking tobacco, homogenized, flue-cured, sun-cured, extract and essence, etc.

Between April 2021-February 2022, India exported tobacco and tobacco products worth US\$ 838.80 million.

In February 2022, the export of tobacco from India stood at US\$ 78 million, a 12.78% rise from the same period of 2021. Also, the month-on-month growth of exports for February 2022 was 20%.

From November 2021 to February 2022, tobacco exports in India grew at a CAGR of 7.6%.

### **MAJOR MARKETS**

India exports tobacco mainly to Belgium, the Philippines, Egypt, Arab Rep., Germany, Nepal, the US and Turkey. Out of these countries, Belgium is the biggest importer of tobacco at around 14% of the total exports from India. Egypt, Arab Rep. and the Philippines are one of the largest tobacco export destinations for India importing around 13% and 12% of the total. The country also exports to Indonesia, France, UAE, Russia, Korea, Sri Lanka, Malaysia, Venezuela, Ethiopia and Nigeria.

[Source: <https://www.ibef.org/exports/tobacco-industry-india>]

### **SEGMENT-WISE MARKET INSIGHTS:**

In India, tobacco is harvested mainly in two forms - cigarette tobacco and non-cigarette tobacco. During 2017-2018, non-cigarette tobacco alone had a ~69% market share. Manufacture of cigarette tobacco has significantly reduced, globally, leading to an increase in the sale of non-cigarette tobacco.

Based on consumption, khaini constituted ~11%, and beedi and cigarette had a market share of ~8%. Usage of smoking mediums like hookah, hookli, chhutta, dhunti and chillum, along with edible tobacco like mawa, snuff, gutka, and pan masala have led to the growth of this market.

Considering the consumption-tax revenue ratio of the overall segment of smoked tobacco, legal cigarettes account for ~10% of consumption and ~86% of tax revenues. This implies that even though smokeless tobacco has the highest rate of consumption, more revenue is earned from legal cigarettes. Tobacco, despite it triggering addiction and intoxication, is consumed significantly by Indians, especially in the form of smokeless tobacco.

Among the major cigarette producers in India, ITC Ltd. currently enjoys the highest market share (~84.27%), based on sale. Rest of the share is distributed among minor companies like Kothari Products Ltd., Godfrey Phillips India Ltd., VST Industries Ltd., and others.

### **MARKET DRIVERS:**

- Over the years, tobacco has become an essential part of the Indian socio-cultural environment, especially in the eastern, northern, and north-eastern parts of the country. A relatively higher income growth compensates for the increasing price of cigarettes, leading to greater consumption. Moreover, societal influences such as peer pressure also aids in driving the demand for tobacco products. These are the crucial factors propelling market growth.

- With the assistance of the Tobacco Board, Indian tobacco producers are using technologically advanced threshing plants and re-drying factories. These facilities are used for increasing the yield of Flue-Cured Virginia (FCV) tobacco, which can then be exported to different countries, across the world. Hence, improved infrastructure drives growth for this market.

#### **MARKET CHALLENGES:**

- Cigarette taxes (64% excise duty, 28% GST, and 5% cess) in India are among the highest in the world. Therefore, high tax rates make cigarettes unaffordable to a large section of consumers. As a result, they shift towards the consumption of beedi and other forms of smokeless tobacco. Hence, the overall tobacco market experiences slow growth.
- The Cigarettes and Other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act of 2003 (COTPA, 2003) imposes a blanket ban on tobacco advertising. This prevents companies from directly advertising their products, because of which they resort to surrogate advertising. Hence, it becomes difficult for manufacturers to promote their brands, limiting the growth of the domestic market.

[Source: <https://www.researchandmarkets.com/reports/4757741/tobacco-market-in-india-2018-2023>]

#### **EMPLOYABILITY IN TOBACCO INDUSTRY**

About 20 million farm laborers were employed under tobacco industry across India as of May 2021. The tobacco industry provides direct and indirect employment to approximately 45.7 million people in the country ranging from tendu leaf pickers to factory workers.

[Source: <https://www.statista.com/statistics/1124225/india-employment-size-in-tobacco-industry-by-type/>]

The tobacco sector is ranged from farmers, who are involved in its cultivation, along with farm workers and labourers, processing units, transporters, trade channel, manufacturing units, brand owners as well as to the exports operations.

It has been well known that about 45.7 million people in India depend on the tobacco sector for their livelihoods. It comprises six million farmers, 20 million farm labours, four million leaf pluckers, 8.5 million workers in processing, manufacturing and exports and 7.2 million workers in retailing and trading.

Tobacco contributes a major percentage of the total value of commercial crops in India generating huge socio- economic benefits in terms of agricultural employment, farm incomes, revenue generation and foreign exchange earnings.

"There is established data that India is a leading tobacco exporter with exports of leaf tobacco and tobacco products contributing around Rs 6,000 crore annually in terms of foreign exchange to the government. "Out of the total net exports, the non-manufactured tobacco has a significant share amounting to Rs 4,173 crore and the balance of around Rs 1,830 crore includes tobacco products like cigars, cheroots, cigarillos and cigarettes.

India produces tobaccos of different grades and types for various end users, providing a one-stop shop for different styles, qualities and price ranges for global customers.

India accounts for five per cent value share of the USD 12 billion global tobacco leaf export trade Indian tobaccos are exported to over 100 countries.

On the farming conditions, the report said tobacco is produced in the worst farming belts of the country with poor soil quality unfit to grow many other crops.

[Source: <https://economictimes.indiatimes.com/industry/cons-products/tobacco/rs-11-79-lakh-cr-indian-tobacco-sector-employs->

4-5-cr-people/articleshow/69663548.cms]

## OUR BUSINESS

Some of the information in this chapter, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, prospective investors should read this entire Placement Document. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read “Risk Factors” on page 102, for a discussion of the risks and uncertainties related to those statements, as well as “Selected Financial Information of Our Company” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 29 and 121, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Audited Financial Statements, for details refer to “Selected Financial Information of Our Company” on page 29 of the Placement Document.

*Unless the context otherwise requires, in relation to business operations, in this section of this Placement Document, all references to “we”, “us”, “our” and “our Company” are to “Elitecon International Limited”.*

### OVERVIEW

Elitecon International Limited (the “Company”) was incorporated as Kashiram Jain and Company Limited, under the Companies Act, 1956 pursuant to a certificate of incorporation dated December 15, 1987 issued by the Registrar of Companies, Assam, Meghalaya, Manipur, Tripura, Nagaland, Arunachal Pradesh & Mizoram, Shillong (“RoC”) and commenced its business on April 08, 1988 pursuant to a certificate of commencement of business issued by the RoC. The name of the Company was changed from “Kashiram Jain and Company Limited” to “Elitecon International Limited” and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Shillong on November 07, 2019. For further details, see “General Information” on page 186. The Corporate Identification Number of our company is L16000DL1987PLC396234.

### I. DETAILS OF THE BUSINESS OF THE COMPANY

#### a. Primary business of the Company:

The Company is currently manufacturing tobacco products and offers a variety of products to domestic and international markets. Our company’s Research & Development department is constantly engaged in developing new lines of products to meet modern & international demands in Tobacco products. We have launched the following brands and have applied for the trademark - Inhale in the cigarette category and Al Noor in the sheesha category.

#### b. Manufacturing Plant, machinery, technology, process, etc.:

##### PLANT AND MACHINERY

We have 2 Manufacturing Facility Units at –

- Nashik, Maharashtra
- Agra, Uttar Pradesh

All types of Cigarettes are manufactured in our Nashik Maharashtra plant and smoking mixture including other allied products of tobacco are manufactured in our Agra, Uttar Pradesh Plant.

##### Manufacturing Unit- Nashik, Maharashtra

Our manufacturing plant at Nashik is spreading over 40,000 Sq. ft. area of land having the plant capability of handling over 40 Million sticks of Cigarettes every month. Currently, 33 employees are working in the manufacturing plant.

##### Manufacturing Unit- Agra

Our manufacturing plant at Agra is spread over 20,000 sq ft. of land and covered area of 20000 sq. ft. with a capacity to produce 9,60,000 kgs of smoking mixture monthly. Currently, 20 employees are working in the manufacturing plant.

#### c. Collaborations, any performance guarantee or assistance in marketing by the collaborators:

Nil

### II. BUSINESS PROCESS

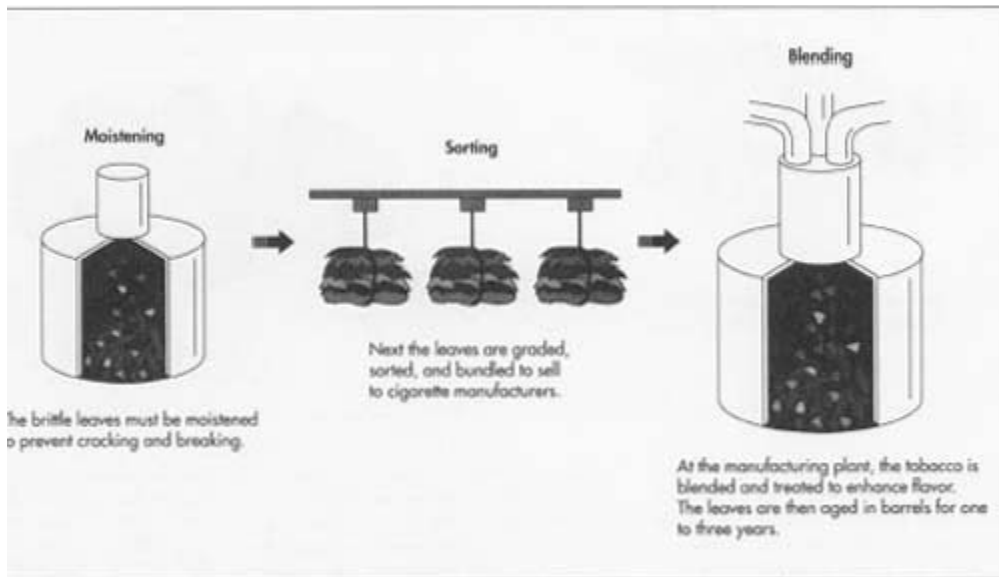
#### Growing the tobacco

- Tobacco is initially grown in outdoor frames called seedbeds. In warm regions, the frames are covered with mulch or a cotton top sheet; in cooler regions, glass or plastic shields are installed to protect the plants. After 8-10 weeks, when the seedlings are almost 10 inches (25 cm) tall, they are transplanted to the fields. Although transplanting machines are available, the vast majority of the world’s tobacco plants are still planted manually. As the plants grow, the heads are

broken off by hand so the leaves will grow fuller, a process called *topping*. The plants stay in the field 90-120 days before they are harvested.

## Harvesting the tobacco

- Tobacco plants are harvested by one of two methods, *priming* or *stalk-cutting*. In the priming method, the leaves are gathered and brought to a curing barn as they ripen. In the stalk-cutting method, the entire plant is cut and the plants are allowed to wilt in the field before being taken to the curing barn.



## Curing the leaf

- Next, the leaves are carefully, gradually dried in a specially constructed barn by air curing, flue curing, or fire curing. *Air curing* uses natural weather conditions to dry tobacco. Stalks are hung in a barn with ventilators that can be opened and closed to control temperature and humidity. Artificial heat is used only during cold or excessively humid weather. The stalks are hung for four to eight weeks.
- *Flue curing* is done in small, tightly constructed barns that are artificially heated. The heat comes from flues (metal pipes) that are attached to furnaces. Open oil and gas burners are sometimes used, but this method is problematic because smoke can-not come in direct contact with the tobacco. Flue curing takes about four to six days.
- *Fire curing* dries tobacco with low-burning wood fires whose smoke comes in direct contact with the leaves, thus producing a smoky flavour and aroma. The tobacco is allowed to dry naturally in the barn for three to five days before it is fire-dried for 3-40 days.

## Moistening and stripping

- Unless humid weather conditions eliminate the need, the brittle, cured tobacco leaves must be conditioned in moistening chambers so they do not break when they are handled. After moistening, the tobacco is stripped. During this process, the leaves are sprayed with additional moisture as a precaution against cracking or breaking.

## Sorting and auctioning

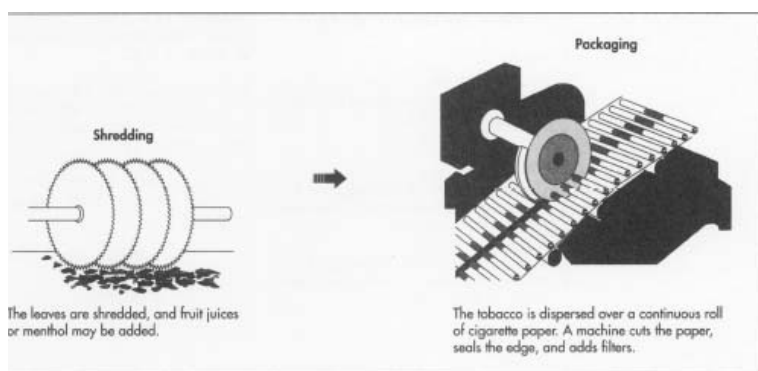
- After the leaves are moistened and stripped, they are sorted into grades based on size, color, and quality, and tied in bundles for shipment. The farmers then bring the tobacco to warehouses, where it is placed in baskets, weighed, graded once again by a government inspector and, finally, auctioned to cigarette manufacturers.

## Conditioning, aging, and blending

- After they have purchased and transported the material to their factories, manufacturers treat and age the tobacco to enhance its flavour. First, the manufacturer redries the tobacco. This involves completely drying the leaves by air and then adding a uniform amount of moisture. Packed into barrels called hogsheads, the tobacco is then aged for one to three years, during which period it develops its flavour and aroma. After it is aged, the tobacco leaves are again



moistened and the stalks and other wastes are removed. Leaves from different types of tobacco are mixed to create a particular flavour.



### **Making the cigarettes**

- After blending, the tobacco leaves are pressed into cakes and mechanically shredded. Materials such as fruit juices or menthol are added to give additional flavour. The final shredded tobacco is then dispersed over a continuous roll of cigarette paper. A machine rolls the shredded tobacco into the paper and cuts it to the desired length. A device then grabs each cigarette and fastens a filter in one end. Modern cigarette machines can produce 25-30 cigarettes a second.

### **Packaging**

- The final stage of cigarette manufacture is packaging. The completed cigarettes are packed 20 to a package. The hard or soft packs are mechanically sealed in cellophane and hand-placed in cartons.

## **III. OUR COMPETITIVE STRENGTH**

### **• Rich experience of our Promoters and Management**

Our Promoters and Management have rich and vast experience in successfully operating the business. Owing to the vast experience, our Promoters and Management have knowledge of core aspects of our Business, which give us an edge over our competitors operating in a similar segment. The Company has a strong team of and all of them report to Mr. Vipin Sharma, Managing Director of the Company.

### **• Efficient Production Chain facility**

We have made big investment in creating a well-automated plant, backed by the latest machines. Their state-of-the-art features help us in giving a smooth and efficient flow of production. These machines undergo intensive upgradation on a regular basis to check whether their parts are working in proper condition. A spacious warehouse gives us an edge over our competitors by effectively storing the bulk of goods in the most efficient manner, to meet all types of market demands.

### **• Research & Development Department**

The process of manufacturing is well defined and has been developed by experienced experts taking into account the fine balance required to be maintained to produce different flavours with various kinds of tobacco mix. Our company's Research & Development department is constantly engaged in developing new lines of products to meet modern & international demands in Tobacco products. We have the capabilities to manufacture any kind of tobacco product as per specification of the customer and their requirements.

### **• Diversification of Products**

As of now, we have two kinds of products in different segments to cater to our local as well as foreign customers. We have launched the following brands and have applied for the trademark such as- Inhale in the cigarette category and Al Noor in the sheesha category.

## **IV. BUSINESS STRATEGY Marketing and selling arrangements**

Nil

#### **Expanding its presence in growing market segments**

The Company plans to continue expanding its presence in growing market segments and actively penetrate geographical areas and market segments where its market share is low. Since 2021 it is engaged in manufacturing and trading of cigarettes, smoking mixture and sheesha and other allied products of the tobacco across the domestic and overseas market. Currently, the Company is doing business in overseas market with UAE, Singapore, Hong Kong and other European Countries like UK.

#### **Continued focus on operational and supply chain processes**

The Company has well-developed supply chain for procuring its raw materials from various suppliers. The Company plans to manage its raw material costs via planned, long-term inventory management. It intends to implement its long-term tobacco leaf inventory and procurement plans through initiatives to establish and further its closer cooperation with tobacco suppliers for guaranteeing its long-term supply of quality tobacco leaf, thereby increasing supply predictability.

### **V. INTELLECTUAL PROPERTY RIGHTS**

Trademarks and Patents are essential to our business to strengthen our competitive position. Please find below details of trademarks and patents registered by the Company:

#### **PATENTS**

Nil

#### **TRADEMARKS**

Nil

### **VI. MSME REGISTRATION**

**ELITECON INTERNATIONAL LIMITED** is registered as MSME under Ministry of Micro, Small and Medium Enterprises vide **Udyam Registration No. UDYAM-MH-23-003599** issued on May 29, 2021.

### **VII. LAND & PROPERTY**

The Company occupies the following immovable properties:

S.No.	Location of Property	Activity carried on by the Company	Title of the Company	Lessor/ Licensor (if applicable)
1.	Nashik, Maharashtra	Manufacturing, Trading and Export of Cigarettes and other Tobacco Products	Leased Premise	Rajvansh Electricals Private Limited
2.	Agra, Uttar Pradesh	Manufacturing, Trading and Export of Tobacco Products	Leased Premise	HMA Heygenic Foods Industries Private Limited

There is no property that has been purchased or acquired by the Company or is proposed to be purchased or acquired, or the purchase or acquisition of which has not been completed at the date of issue of the Placement Document.

### **VIII. EMPLOYEES**

As on the date of this Placement Document, our Company has 53 (Fifty-Three) employees on its payroll. The breakup of our manpower is as follows:

S. No.	Particulars	No. of persons
1.	Executive Director(s)	2
2.	KMPs	2
3.	Other Staff	49
4.	Contract Labour	Nil

### **IX. INSURANCE**

**The following are the details of insurance policies taken by us:**

S. No.	Name of the Policy	Policy No.	Insurance Company	Location and Assets Covered in Policy	Coverage (in Rs. Lakh)	Expiry Date
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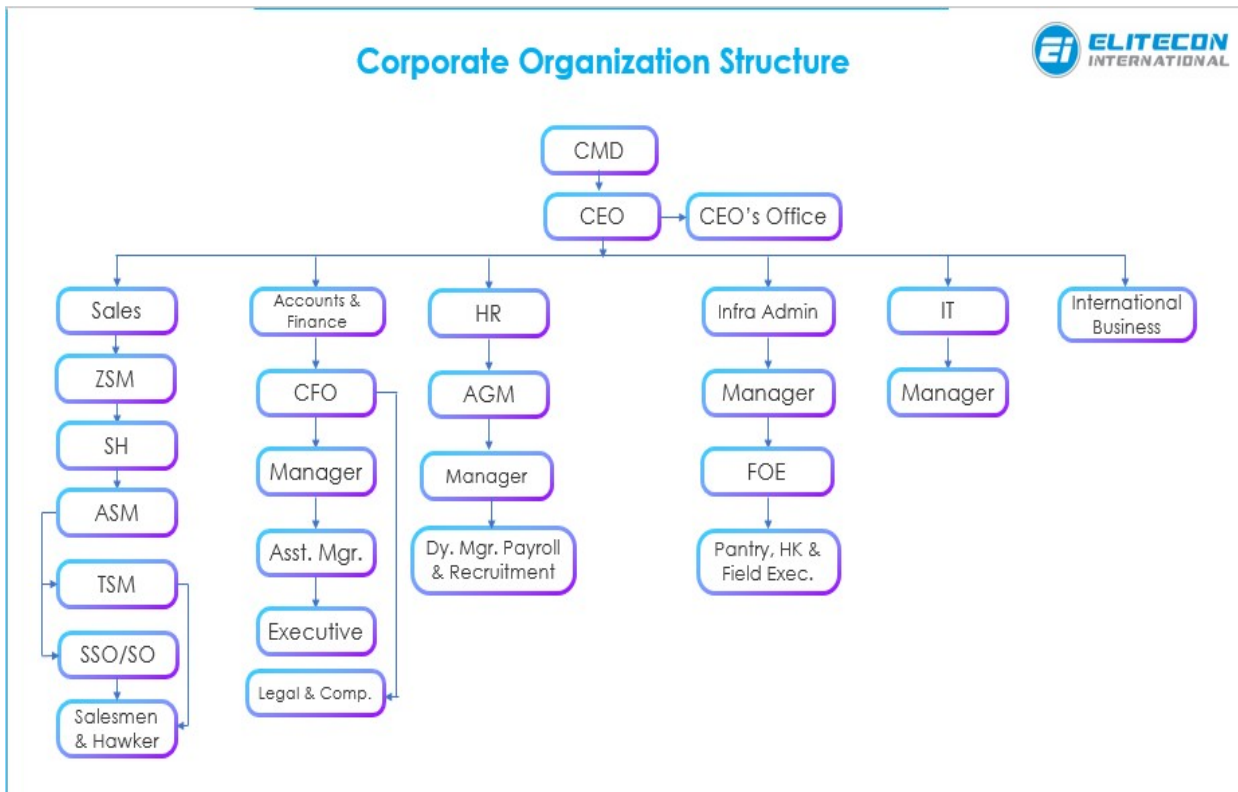
1.	Burglary	1113001222P103997610	United	India	Location: B-2,	305,957,000	31/07/2023
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	and House Breaking Policy		Insurance Company Limited	<p>UPSIDC, Jalesar Road, Firozabad</p> <p>Assets Covered in Policy : Stock - (Raw Materials, WIP, Finished Goods, SCRAP, TRADING ITEMS, Store and spares and consumbles and allied nature of goods pertaining to insured trade</p> <p>Plant and machinery</p> <p>Computers Printer</p> <p>Furniture Fixture &amp; Fittings</p> <p>Office Equipments</p>		
2.	Burglary and House Breaking Policy (Business Premises)	1113001222P103997678	United India Insurance Company Limited	<p>Location: Gat NO 353/2, Mauje Talegaon, Dindori</p> <p>Assets Covered in Policy: Plant and machinery, Computers, Printer, Furniture Fixture &amp; Fittings, Office Equipments</p> <p>Stock - (Raw Materials, WIP, Finished Goods, Scrap, Trading Items, Store and spares and consumbles and allied nature of</p>	130,673,000	31/07/2023

				goods pertaining to insured trade,Electrical Fittings & Installations		
3.	United Bharat Laghu Udyam Suraksha Policy	1113001122P103996903	United India Insurance Company Limited	<p>Location: B-2, Upside, Jalesar Road, Firozabad, Uttar Pradesh, PIN-283203</p> <p>Assets Covered in Policy: Plant and Machinery, Computer and Printers, Furniture Fixture &amp; Fittings, Office Equipments, Stock - (Raw Materials, WIP, Finished Goods,Scrap, Trading Items, Store and spares and consumbles and allied nature of goods pertaining to insured trade)</p>	305,957,000	31/07/2023
4.	United Bharat Laghu Udyam Suraksha Policy	1113001122P103997480	United India Insurance Company Limited	<p>Location: Gat No 353/2, Mauje Talegaon, Dindori 422004 Nashik Maharashtra</p> <p>Assets Covered in Policy: Plant and machinery, Computers &amp; Printers, Building with Plinth and Foundation, Furniture Fixture &amp; Fittings , Office Equipments , Stock - (Raw Materials, WIP, Finished</p>	16,94,22,500	31/07/2023

				Goods,SCRAP, TRADING ITEMS, Store and spares and consumbles and allied nature of goods pertaining to insured trade) , Electrical Fittings & Installations		
5.	Marine Cargo Open Policy	08650972850000	Tata AIG General Insurance Company Limited	<p>Location: 1. Firozabad Works: B2 UPSIDC, Jalesar Road, Firozabad, Uttar Pradesh283203, 2. Nashik Works: Gat No. 353/2, Mauje Talegaon, Dindori, Nashik, Maharashtra, 422004</p> <p>Assets Covered in Policy: Upon consignment said to contain Cigarettes, Hookah Tobacco, Smoking Mixture and similar cargo pertaining to assured's trade.</p>	967,601	31/07/2023

# ORGANIZATIONAL STRUCTURE



## OUR PROMOTERS

### Mr. Vipin Sharma

Mr. Vipin Sharma aged about 56 Years, son of Shri Satish Chandra Sharma is residing at 152, Shivani Apartment, Plot No. 63, I. P. Extension, Patparganj, Delhi – 110092, Tel No.: +91-9999300200. He is a Graduate from Meerut University and has experience of over 30 years in varied business.

Mr. Vipin Sharma is interested in the Company in his capacity as Director of the Company.

Mr. Vipin Sharma is acting as a Director in following Companies: a. Lemon Electronics Limited, b. Indo International Tobacco Limited, c. Golden Biofuels Limited, d. Golden Gases Private Limited, e. Zenith Telecommunications Private Limited, f. Victronics Communications Private Limited, g. Golden Marketing & Distribution Private Limited, h. Aurelian Interior Designs And Developers Private Limited

Mr. Vipin Sharma has confirmed that he is not categorized as a ‘wilful defaulter’ in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

Mr. Vipin Sharma has confirmed that he has not been declared as fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

### M/S DUC EDUCATION FOUNDATION

M/S DUC Education Foundation is a Trust established in terms of Trust Deed dated May 7, 2019, registered under the hand of Sub-Registrar SR V A Hauz Khas, New Delhi, vide Registration No. 890 in Book No. 4 Vol. No. 464 on page 129 to 143 on May 07, 2019 and is having its Registered Office at M-79A, Ground Floor, Malviya Nagar, New Delhi – 110017.

M/s Duc Education Foundation has been set-up by Shri. Dina Nath Chugh, Settlor, for beneficial promotion and propagation of pre-primary, primary, secondary, higher education, and knowledge of literature, science and technology.

The Board of Trustees of M/s DUC Education Foundation is constituted as under: a. Shri. Dina Nath Chugh – Chairman Trustee of the Foundation for life b. Shri. Amrit Sethi – Managing Trustee of the Foundation for life c. Smt. Priyanka Gandhi Chugh – Trustee of the Foundation for life

The Settlor and Chairman Trustee of M/S DUC Education Foundation, Mr. Dina Nath Chugh, is father of Mr. Kapil Chugh and Mr. Yogesh Kumar Chugh, both of whom are the sole shareholders and Directors. Further, Mr. Kapil Chugh is Sponsor and is one of the Investors of M/s DUC Education Foundation. Further, Mr. Yogesh Kumar Chugh, one of the shareholders and Directors and is husband of Mrs. Priyanka Gandhi Chugh, one of the Trustees of M/S DUC Education Foundation. Further, Mr. Amrit Sethi, one of the Trustees of M/S DUC Education Foundation is Father-in-Law of Mr. Kapil Chugh.

M/S DUC Education Foundation is interested in the Company to the extent of the 2,74,900 Equity Shares of the Company. Except as stated above, does not have any other interest in the Company.

M/S Duc Education Foundation has confirmed that it is not categorized as a ‘wilful defaulter’ in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations and has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (“SEBI Act”) or under any other regulations made under the SEBI Act.

M/S Duc Education Foundation has confirmed that its Settlor, Trustees (including Chairman Trustee and Managing Trustee), key employees and person in control, have not been declared as fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

### M/S AMRAC REAL ESTATE FUND – I

Amrac Real Estate Fund – I is a Scheme Launched by Amrac Investment Trust, A SEBI Registered Category II Alternative Investment Fund (AIF), bearing AIF registration number IN/AIF2/13-14/0070, having its registered office at C/o Amrac Advisors Private Limited M-79A, Ground Floor, Malviya Nagar New Delhi, 110017.



The primary objective of Amrac Real Estate Fund – I is to carry out the activities, as permissible under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the “AIF Regulations”) through schemes promoted under it.

Mr. Kapil Chugh one of the Investors Amrac Real Estate Fund – I is a Sponsor and is son of Mr. Dina Nath Chugh, Settlor and Chairman Trustee of Amrac Real Estate Fund – I Mr. Kapil Chugh is also one of the Directors and Shareholders of Amrac Real Estate Fund – I.

The Amrac Real Estate Fund – I Holds 4,00,000 Equity Shares of the Company representing 33.06% of the Fully Paid Up Equity Share Capital of the Company . Amrac Real Estate Fund – I is interested in the Company, to the extent of its current shareholding in the Company. Except as stated above, Amrac Real Estate Fund – I does not have any other interest in the Company.

There are 2 (two) Investors in the Scheme:  
a. Mr. Kapil Chugh b. M/s Anchor Classic General Trading LLC (a Limited Liability Company having its Registered Office No. 39, First Floor, Hamsha Building, Al Karama, Dubai, UAE, which is ultimately controlled by Mr. Nikhil Wadhwa (100% Share).

### **GOLDEN BIOFUELS LIMITED**

Golden Biofuels Limited is a Company registered under Companies Act, 2013 on May 25, 2021, having its Registered Office at 152, Shivani Apartments, I P Extension Plot No. 63, Patparganj Delhi East Delhi 110092.

Vipin Sharma, Dayanand Ray, Achal Kapoor are the additional directors of the company.

Mr. Vipin Sharma one of the Director of Golden Biofuels Limited aged about 56 Years, son of Shri Satish Chandra Sharma is residing at 152, Shivani Apartment, Plot No. 63, I. P. Extension, Patparganj, Delhi – 110092, Tel No.: +91-9999300200. He is a Graduate from Meerut University and has experience of over 31 years in varied business.

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

### Board of Directors

The general supervision, direction and management of our Company, its operations and business are vested in the Board, which exercises its powers subject to the Memorandum of Association and Articles of Association and as per the requirements of the applicable laws. The composition of our Board is governed by the provisions of the Companies Act, the Articles of Association and the SEBI Listing Regulations. The Articles of Association provides that the number of directors shall not be more than 15, with a proviso that the Company may appoint more than 15 directors after passing a Special Resolution. At present, our Company has five Directors on its Board, comprising of two Executive Directors and three Non- Executive Independent Directors, inclusive of one woman Independent Director.

Pursuant to the provisions of the Companies Act and in accordance with the Articles of Association, at least two-third of the total number of Directors, excluding Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each AGM. Additionally, if the number of Directors retiring is not three or a multiple of three, then the nearest number to one-third are liable to retire by rotation. A retiring Director is eligible for reappointment. Further, as per the provisions of Companies Act, an Independent Director may be appointed for a maximum of two consecutive terms of up to five consecutive years each. However, the reappointment of an Independent Director for a second consecutive term shall, amongst other things, be on the basis of the performance evaluation report and approved by the Shareholders by way of a special resolution.

The following table sets forth details regarding the Board of Directors as of the date of this Placement Document:

Sr.no	Name, Address, Occupation, DIN, Term and Nationality	Age	Designation
1.	<p><b>Vipin Sharma</b></p> <p>Address: 152, Shivani Apartment, Plot No. 63, I.P. Extension, Patparganj, East Delhi, India, 110092</p> <p>Occupation: Business</p> <p>DIN: 01739519</p> <p>Term: Period of five years with effect from February 02, 2022*</p> <p>Nationality: Indian</p> <p>*He was appointed as Additional Director (Non-Executive Professional Director) with effect from March 26, 2021. Further, he was regularized as Non-Executive Professional Director with effect from September 30, 2021.</p>	56	Managing Director
2.	<p><b>Monam Kapoor</b></p> <p>Address: House No. 126, New Gandhi Nagar, Ghaziabad, Uttar Pradesh-201001</p> <p>Occupation: Service</p> <p>DIN: 09278005</p> <p>Term: Period of five years with effect from April 12, 2022</p> <p>Nationality: Indian</p>	33	Independent Director
3.	<p><b>Ish Sadana</b></p> <p>Address: A4A, Upper Third Floor, Near Shani Mandir, Ramapark, Uttam Nagar, Delhi-110059</p> <p>Occupation: Consultant</p> <p>DIN: 07141836</p> <p>Term: Till the next general meeting</p> <p>Nationality: Indian</p>	37	Independent Director

4.	<b>Upmanyu Pathak</b> Address: 31 P.G. Road, S.O. Tiljala, Kolkata, WestBengal-700039 Occupation: Business DIN: 06563100 Term: Till the next general meeting Nationality: Indian	53	Executive Director
5.	<b>Preeti</b> Address: 3rd-F-27, Nehru Nagar, Ghaziabad, UttarPradesh-201001 Occupation: Service DIN: 09662113 Term: Till the next general meeting Nationality: Indian	38	Independent Director

## Biographies of our Directors

### 1. Vipin Sharma

Our Company's Managing Director Mr. Vipin Sharma has over 30 years of varied business experience. During the early years of his career, he started his career as a marketing head in a pharmaceutical company. After that he joined his father's business of scientific instruments and packaging machines. Soon after he started to manufacture tobacco products Pan Masala and Gutka to Nepal. In 2003, started a business of perfumery.

Inspite of his being actively involved in these projects, Mr. Vipin Sharma finds sufficient time to participate in various civic & welfare activities. He is the Trustee of IPEX Bhawan Society, founded in 1996, which is involved in educational welfare of students who are deserving but financially weak and works for the betterment of the society.

The man behind a string of companies that have excelled multiple industries:

1987– Medical Representative at Solumiks Pharmaceutical, Ahmedabad.

1989– Manager at Kenwell Pharmaceutical, Indore.

1990– Zonal Sales Manager at Care India Pharmaceutical Company, Chandigarh.

1993– Director of Production at Stella INC. Noida Uttar Pradesh.

2005– Proprietor at Mridul Perfumery, Noida, Uttar Pradesh. 2019–

Proprietor at Mridul Tobie INC, Greater Noida, Uttar Pradesh.

2020– Managing Director in another Cigarettes Manufacturing Venture named Golden Tobie Private Limited.

### 2. Monam Kapoor

Ms. Monam Kapoor is a Graduate in Computer Application (B.C.A) from Sharda Group of Institutions. She has done Post Graduate Diploma in Business Management in Operations Management from Symbiosis Centre for Distance Learning. She has more than 8 years of experience in the field of Information Technology, Finance Management, and Business Management etc.

### 3. Ish Sadana

Mr. Ish Sadana is a Graduate of Commerce from Delhi University. He has completed CS from the Institute of Company Secretaries of India & LLB from Meerut University. He has more than 11 years of experience in the field of Corporate Laws.

### 4. Upmanyu Pathak

Mr. Upmanyu Pathak is a commerce graduate from Purvanchal University UP. He joined Hind Tin Industries Ltd as a Purchase Assistant in the year 1984 and has about 24 years of experience in the packaging industry. During his professional journey of 37 years, he held various managerial positions like Production Manager, General Manager, Managing Director at NTC Industries Ltd., a cigarette manufacturing company.

### 5. Preeti

She is a qualified associate of the Institute of Company Secretaries of India (ICSI), and a post graduate in Business Economics from Mewar Institute of Management, CCS University (Meerut). She has experience of working as a Company Secretary in different companies. She strives for an experience that is both intellectually and

professionally valuable and wish to contribute to the organization with hard work and dedication.

### **Relationship amongst the Directors**

Ms. Monam Kapoor is Directors in Golden Tobie Limited.

Ms. Monam Kapoor and Mr. Ish Sadana are Directors in Plaza Wires Limited.

Except above none of our Directors are related to each other.

### **Borrowing powers of the Board**

Our Company has, pursuant to a special resolution dated June 13, 2022 passed under section 180(1)(c) of Companies Act, 2013, subject to the provisions of our Articles of Association and applicable laws, authorised the Board of Directors to borrow money from time to time, on such terms and conditions as to repayment, interest or otherwise, any sum or sums of monies which together with the money already borrowed (apart from temporary loans obtained/to be obtained from our Company's bankers in the ordinary course of business as defined under explanation to section 180(1)(c) of the Companies Act) by our Company may exceed the aggregate of the paid-up share capital and free reserves (i.e., reserves not set apart for any specific purpose) of our Company provided, however, that the total amount borrowed and outstanding at any point of time shall not, at any time exceed the sum of Rs. 30,00,00,000 (Rupees Thirty Crores).

### **Interest of the Directors**

Our Executive Directors are interested to the extent of remuneration paid to them for services rendered by them. All of our Non-Executive Directors may be deemed to be interested to the extent of sitting fees being paid to them for attending Board meetings and commission or incentive, if any, payable to them.

Except as disclosed in this Placement Document, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company in which the Directors are interested parties.

Except as otherwise stated in this Placement Document, our Company has not entered into any contract, agreement or arrangement during the preceding two years from the date of this Placement Document in which any of the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them. Further, as on date of this Placement Document, no Director has taken any loans from our Company.

### **Shareholding of Directors**

The following table sets forth details regarding the shareholding of the Directors as on December 31, 2023:

<b>Name of the Director</b>	<b>Number of Equity Shares</b>
Vipin Sharma	4,20,000
Monam Kapoor	Nil
Ish Sadana,	Nil
Upmanyu Pathak	Nil
Preeti	Nil

### **Remuneration of the Directors**

#### **Terms of appointment and remuneration of our Executive Directors:**

##### *Vipin Sharma*

Vipin Sharma was appointed as a Key Managerial Personnel, designated as Managing Director and Chief Executive Officer of our Company for a period of five years with effect from February 2, 2022 at a remuneration recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the overall ceiling of remuneration prescribed in the Companies Act. Later, he resigned from the designation of Chief Executive Officer with effect from July 06, 2022. However, he continues to be the Managing Director of the Company.

##### *Upmanyu Pathak*

Upmanyu Pathak has been appointed as Executive Director and Chief Executive Officer with effect from July 06, 2022 by the Board of Directors, subject to the approval of members in the next General Meeting at a remuneration recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the overall ceiling of remuneration prescribed in the Companies Act.

#### **Remuneration paid to our Executive Directors**

The following tables set forth the details of remuneration paid by our Company to the Executive Directors of our Company during the current Fiscal 2023:

(In Rs. Lakhs)

Name	Fiscal 2023 <sup>^</sup>
Vipin Sharma *	27.00
Upmanyu Pathak**	11.73

\*Appointed as Managing Director with effect from February 02, 2022.

\*\*Appointed as Executive Director and Chief Executive Officer with effect from July 06, 2022.

### Compensation of our Non-Executive Directors

Other Non-Executive Directors and Independent Directors of the Company may be paid sitting fees, commissions and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

### Senior Management Personnel

The details of our Senior Management Personnel as on the date of this Placement Document, are set out below:

#	Name	Age	Designation
1.	Vipin Sharma *	56	Managing Director
2.	Upmanyu Pathak*	53	Executive Director and Chief Executive Officer
3.	Neha Anuj *	32	Company Secretary and Compliance Officer
4.	Chetna	32	Chief Financial Officer

\*Key Managerial Personnel in accordance with the provisions of the Companies Act.

### Biographies of our Senior Management Personnel

For biographies of the Managing Director and Executive Director and Chief Executive Officer see “Biographies of our Directors” on page 144:

Ms. Neha Anuj has been appointed as a Company Secretary and Compliance Officer of the Company w.e.f. December 10, 2021. She is a Member of the Institute of Company Secretaries of India (ICSI) and is a Graduate (B. Com (Hons)) from Delhi University.

Ms. Chetna has been appointed as Chief Financial Officer of the Company w.e.f. May 26, 2022. She is a Member of the Institute of Company Secretary of India (ICSI). She has done Graduation (B.com. (Hons)) from Delhi University, in 2010, MBA (Finance) from IGNOU in 2017. She has working experience of almost 3.5 years in different industries

### Shareholding of Senior Management Personnel

The following table sets forth details regarding the shareholding of the Senior Management Personnel in our Company as on December 31, 2022:

Name	Number of Equity Shares
Vipin Sharma	4,20,000
Upmanyu Pathak	Nil
Neha Anuj	Nil
Chetna	Nil

### Relationship amongst the Senior Management Personnel

Nil

### Interest of Senior Management Personnel

None of the Senior Management Personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them and to the extent of the Equity Shares held by them or their dependents in our Company, if any, and any dividend payable to them and other distributions in respect of such Equity Shares.

### Corporate governance

The Board of Directors presently consists of five Directors. In compliance with the requirements of the SEBI Listing Regulations, the Board of Directors has three Independent Directors including one independent woman Director. Our Company is in compliance with the corporate governance requirements including the constitution of Board and committees thereof, as prescribed under the SEBI Listing Regulations.

### Committees of the Board of Directors

The Board of Directors have constituted committees, in accordance with the relevant provisions of the Companies Act and the SEBI Listing Regulations.

The following table sets forth the members of the aforesaid committees as of the date of this Placement Document:

Committee	Members
Audit Committee	Vipin Sharma (Chairman); Ish Sadana; and Monam Kapoor;
Nomination and Remuneration Committee	Ish Sadana (Chairman); Monam Kapoor; Preeti, and Vipin Sharma
Stakeholders' Relationship Committee	Monam Kapoor (Chairman); Ish Sadana ;and Vipin Sharma

### Policy on disclosures and internal procedure for prevention of insider trading

Our Company has adopted a code of conduct for prevention of insider trading ("**Insider Code**") with a view to regulate trading in securities by the directors and employees of our Company. The Insider Code requires pre-clearance for dealing in our Company's shares and prohibits the purchase or sale of our Company's shares by the directors and employees while in possession of unpublished price sensitive information in relation to our Company or its securities. Our Company has appointed a compliance officer to ensure compliance of the Insider Code by all the directors and employees likely to have access to unpublished price sensitive information. Further, our Company has also adopted the code of practices and procedures for fair disclosure of unpublished price sensitive information ("**UPSI**") to regulate and monitor the flow of UPSI.

### Other confirmations

None of the Directors, Promoters, or Senior Management Personnel of our Company have any financial or other material interest in the Offer except DUC Education Foundation Trust.

All our Senior Management Personnel are permanent employees of our Company.

Our Company does not have any bonus or profit-sharing plan with its Directors and Senior Management Personnel.

None of the Directors or the companies with which they are or were associated as promoter or director, are debarred from accessing the capital markets under any order or direction passed by the SEBI or any other governmental authority. Neither our Company, nor our Promoter or the companies with which our Promoter is or has been associated with a promoter or a person in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other governmental authority.

Neither our Company, nor any of our Directors or Promoters have been declared as a Willful Defaulter or Fraudulent Borrower. None of our Directors or Promoter have been declared as a Fugitive Economic Offender.

### Related Party Transactions

For details in relation to the related party transactions entered by our Company during the last three Fiscal Years immediately preceding the date of this Placement Document, please see the section "*Related Party Transactions*" on page 97.

## SHAREHOLDING PATTERN OF OUR COMPANY

The following table sets forth the details regarding the equity shareholding pattern of our Company as on December 31, 2022:

Category & Name of the Shareholder	No. of Shares Held	No. of fully paid-up equity shares held	No. of Shares Underlying Depository Receipts	Total No. of Shares Held	Shareholding as a % of total no. of shares (calculated as per SCR R, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming conversion of (A+B+C2)	Number of equity shares held in dematerialized form
(A) Promoter &	3	10,94,900	0	10,94,900	90.49	10,94,900	90.49	0	NA	10,94,900
(B) Public	459	1,15,100	0	1,15,100	9.51	1,15,100	9.51	0	NA	76,700
(C) Non-Promoter Non-Public:										
(C1) Shares underlying DRs	0	0	0	0	NA	0	0	0	NA	0
(C2) Shares held by Employee Trusts	0	0	0	0	NA	0	0	0	NA	0
<b>Total:</b>	<b>462</b>	<b>12,10,000</b>	<b>0</b>	<b>12,10,000</b>	<b>100.00</b>	<b>12,10,000</b>	<b>100.00</b>	<b>0</b>	<b>NA</b>	<b>11,71,600</b>

The following table sets forth the details regarding the equity shareholding pattern of our Promoter and Promoter Group as on December 31, 2022:

Category & Name of the Shareholder*	No. of Shares Held	No. of fully paid-up equity shares held	No. of Shares Underlying Depository Receipts	Total No. of Shares Held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of equity shares held in dematerialized form
DUC Education Foundation	1	2,74,900	0	2,74,900	22.72	2,74,900	22.72	0	22.72	2,74,900
AMRAC Real Estate Fund-I	1	4,00,000	0	4,00,000	33.06	4,00,000	33.06	0	33.06	4,00,000
Vipin Sharma	1	4,20,000	0	4,20,000	34.71	4,20,000	34.71	0	34.71	4,20,000
Golden Biofuels Limited	0	0	0	0	0	0	0	0	0	0
Gita Gupta	0	0	0	0	0	0	0	0	0	0
Chandra Rekha Gupta	0	0	0	0	0	0	0	0	0	0
Sunanda Agrawal	0	0	0	0	0	0	0	0	0	0

Jay Shanker Gupta	0	0	0	0	0	0	0	0	0	0
Badri Prasad Singhania	0	0	0	0	0	0	0	0	0	0
Savitri Sultania	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>3</b>	<b>10,94,900</b>	<b>0</b>	<b>10,94,900</b>	<b>90.49</b>	<b>10,94,900</b>	<b>90.49</b>	<b>0</b>	<b>90.49</b>	<b>10,94,900</b>

The following table sets forth the details regarding the equity shareholding of the members of the public as on December 31, 2022:

Category & Name of the Shareholder	No. of Shareholders	No. of fully paid-up equity shares held	No. of Shares Underlying Depository Receipts	Total No. of Shares Held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights	Total as a % (A+B+C)	No. of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion capital (XI)=(VII)+(X) As a % of (A+B+C2)	Number of equity shares held in dematerialized form
<b>(1) Institutions</b>										
(a) Mutual Funds	0	0	0	0	0.00	0	0.00	0	0.00	0
(b) Venture Capital Funds	0	0	0	0	0.00	0	0.00	0	0.00	0
(c) Alternate Investment Funds	0	0	0	0	0.00	0	0.00	0	0.00	0
(d) Foreign Venture Capital Investors	0	0	0	0	0.00	0	0.00	0	0.00	0
(e) Foreign Portfolio Investors:	0	0	0	0	0.00	0	0.00	0	0.00	0
(f) Financial Institutions/Banks	0	0	0	0	0.00	0	0.00	0	0.00	0
(g) Insurance Companies	0	0	0	0	0.00	0	0.00	0	0.00	0
(h) Provident Funds/Pension Funds	0	0	0	0	0.00	0	0.00	0	0.00	0
(i) Any Other:	-	-	-	-	-	-	-	-	-	-
<b>Sub Total (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>(2) Central Government/State Government(s)/ President of India</b>										
	0	0	0	0	0.00	0	0.00	0	0.00	0
<b>Sub Total (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>(3) Non-Institutions</b>										
(a) i. Individual shareholders holding nominal share capital up to Rs.2 lakhs	457	48405	0	48405	4.00	48405	4.00	0	4.00	10,005
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1	50,000	0	50,000	4.13	50,000	4.13	0	4.13	50,000
Venkateshwar Reddy Parne	1	50,000	0	50,000	4.13	50,000	4.13	0	4.13	50,000
(b) NBFCs Registered with RBI	0	0	0	0	0.00	0	0.00	0	0.00	0
(c) Any Other:	1	16695	0	16695	1.38	16695	1.38	0	1.38	16695
(i) Non Resident Indians	0	0	0	0	0.00	0	0.00	0	0.00	0



(ii) Clearing Members	0	0	0	0	0.00	0	0.00	0	0.00	0
(iii) Bodies Corporates	1	16695	0	16695	1.38	16695	1.38	0	1.38	16695
Dolf Leasing Limited	1	16695	0	16695	1.38	16695	1.38	0	1.38	16695
(iv) IEPF	0	0	0	0	0.00	0	0.00	0	0.00	0
(v) HUF	0	0	0	0	0.00	0	0.00	0	0.00	0
<b>Sub Total (3)</b>	<b>1</b>	<b>16695</b>	<b>0</b>	<b>16695</b>	<b>1.38</b>	<b>16695</b>	<b>1.38</b>	<b>0</b>	<b>1.38</b>	<b>16695</b>
<b>Total Public Shareholding = (1)+(2)+(3)</b>	<b>459</b>	<b>115100</b>	<b>0</b>	<b>115100</b>	<b>9.51</b>	<b>115100</b>	<b>9.51</b>	<b>0</b>	<b>9.51</b>	<b>76,700</b>

The following table sets forth the details of our non-promoter, non-public shareholders as on December 31, 2022:

Category & Name of the Shareholder	No. of Shareholders	No. of fully paid-up equity shares held	No. of Shares Underlying Depository Receipts	Total No. of Shares Held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. Voting Rights	Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming conversion As a % of (A+B+C2)	Number of equity shares held in dematerialized form
(1) Custodian/DR Holder										
(2) Employee Benefit Trust										
<b>Total Non-Promoter Non-Public Shareholding = (1)+(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>

The following table sets forth the details of disclosure made by the trading members holding 1% or more of the total number of shares of our Company as on December 31, 2022:

Sl. No	Name of the trading member	Name of the beneficial owner	Number of shares held	% of total number of shares	Date of reporting by the trading member
-	NIL	NIL	NIL	NIL	NIL

## OFFER FOR SALE PROCEDURE

*The following is a summary intended to present a general outline of the procedure relating to the application, payment of Application Amount, Allocation of the Equity Shares. The procedure followed in the Offer for Sale may differ from the one mentioned below and Applicants are assumed to have apprised themselves of the same from our Company or the BRLM. Applicants are advised to inform themselves of any restrictions or limitations that may be applicable to them and are required to consult their respective advisers in this regard. Eligible QIBs that apply in the Offer for Sale will be required to confirm and will be deemed to have represented to our Company, the BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Also see "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions" on pages 164 and 172, respectively.*

*Our Company, the BRLM and their respective directors, officers, agents, advisors, shareholders, employees, counsel, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Applications would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.*

### Qualified Institutions Placement

**THE OFFER FOR SALE IS MEANT ONLY FOR ELIGIBLE QIBs ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.**

This Placement Document and the Placement Document has not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Offer for Sale is being made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Section 42 and other applicable provisions of the Companies Act, through the mechanism of a QIP. Under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act and other applicable provisions of the Companies Act, the promoters may offer equity shares to Eligible QIBs provided that certain conditions are met. Some of these conditions are set out below:

- invitation to apply in the Offer for Sale must be made through a private placement offer-cum-application form, serially numbered and addressed specifically to the Eligible QIBs to whom the Offer is made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law;
- our Company shall not make any subsequent QIP until the expiry of two weeks from the date of the previous QIP;
- an offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer-cum-application (i.e., the Placement Document), our Company must prepare and record a list of Eligible QIBs to whom the Offer will be made. The Offer for Sale must be made only to such Eligible QIBs whose names are recorded by our Company prior to the invitation to subscribe;
- the promoters or members of the promoter group shall not make such offer for sale if the promoter or member of the promoter group has purchased or sold any equity shares of the issuer during twelve weeks period prior to the date of the opening of the issue and they shall not purchase or sell any equity shares of the issuer during the twelve weeks period after the date of closure of the issue
- such promoters or members of the promoter group may, within the twelve week periods provided above, sell equity shares of the issuer held by them through offer for sale through stock exchange mechanism specified by the Board or through an open market sale, in accordance with the conditions specified by the Board from time to time, subject to the condition that there shall be a gap of minimum two weeks between the two successive offer(s) in accordance with the SEBI ICDR Regulations, the Equity Shares will be offered and Allocation shall be made only in dematerialized form to the Allottees;
- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the Offer is prohibited; and
- our Promoter and Directors are not Fugitive Economic Offenders.

Applicants are not allowed to withdraw or revise their Applications downwards after the Offer Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The floor price of the equity shares offered under the QIP decided in consultation with BRLM. Provided that the offeror may offer a discount of not more than five per cent. on the price so calculated, subject to approval of shareholders as specified in clause (a) of regulation 172 of these regulations, except that no shareholders' approval will be required in case of a qualified institutions placement made through an offer for sale by promoters for compliance with minimum public shareholding requirements specified in the Securities Contracts (Regulation) Rules, 1957..

The “Relevant Date” referred to above means the date of the meeting in which the Board decides to open the Offer and “stock exchange” means any of the recognized stock exchanges on which the Equity Shares of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date.

The Equity Shares offered pursuant to the Offer for Sale must be issued on the basis of this Placement Document and the Placement Document that shall contain all material information including the information specified in Schedule VII of the SEBI ICDR Regulations and the requirements prescribed under PAS Rules and Form PAS-4. This Placement Document and the Placement Document are private documents provided to only select Eligible QIBs through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of this Placement Document and the Placement Document addressed to you, you may not rely on this Placement Document or the Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Offer for Sale.

The minimum number of allottees for each QIP shall not be less than:

- two, where the issue size is less than or equal to Rs.250 Crores; and
- five, where the issue size is greater than Rs.250 Crores.

No single Allottee shall be Allotted more than 50% of the Issue Size. Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee for the purpose of the Offer for Sale. For details of what constitutes “same group” or “common control”, see “*Application Form*” on page 189.

Equity Shares being allocated pursuant to the Offer for Sale shall not be sold for a period of one year from the date of Allotment, except on a recognised stock exchange.

We have applied for the in-principle approval of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for QIP Issue through Offer for Sale of the Equity Shares to be offered on the Stock Exchange. We are filling a copy of this Placement Document and will file a copy of the Placement Document with the Stock Exchange.

The Offer has been authorised and approved by our Board on August 03, 2022.

**Allocations made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Offer for Sale.**

**The Equity Shares offered hereby have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. For a description of certain restrictions on transfer of the Equity Shares, see “*Purchaser Representations and Transfer Restrictions*” on page 172.**

**The Equity Shares offered pursuant to this Offer 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.**

#### **Offer Procedure**

1. On Offer Opening Date, our Company in consultation with the BRLM have circulated serially numbered copies of the Placement Document and the serially numbered Application Form, either in electronic or physical form to Eligible QIBs and the Application Form will be specifically addressed to such Eligible QIBs. In terms of Section 42(3) of the Companies Act, our Company shall maintain complete records of Eligible QIBs in the form and manner prescribed under the PAS Rules, to whom the Placement Document and the serially numbered Application Form was dispatched or circulated, as the case may be. Our Company will make the requisite filings with RoC within the stipulated time period as required under the Companies Act.
2. The list of Eligible QIBs to whom the Application Form was delivered, was determined by our Company in consultation with the BRLM. **Unless a serially numbered Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Application Amount is to be deposited, is addressed to a particular Eligible QIB, no invitation to subscribe shall be deemed to have been made to such Eligible QIB.** Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.
3. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Offer Period. Once a duly filled Application Form is submitted by an Eligible QIB,

whether signed or not, and the Application Amount has been transferred to the respective Bank Account of the Offering Promoter, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Offer Closing Date. In case of an upward revision before the Offer Closing Date, an additional amount shall be required to be deposited towards the Application Amount in the respective Bank Account of the Offering Promoter along with the submission of such revised Application. In case Applications are being made on behalf of the Eligible QIB and this Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the respective Bank Account, on behalf of the Eligible QIB is authorised to do so.

4. Eligible QIBs may submit an Application Form, including any revisions thereof, along with the Application Amount transferred to the Bank account of the Offering Promoter specified in the application form and a copy of the PAN card or PAN allotment letter and/or any other documents mentioned in the Application Form, during the Offer Period to the BRLM.
5. Applicants will be required to indicate the following in the Application Form:
  - a representation that it is outside the United States acquiring the Equity Shares in an offshore transaction under Regulation S and it has agreed to certain other representations set forth in the Application Form;
  - full official name of the Eligible QIB to whom Equity Shares are to be Allocated, complete address, e-mail id, PAN details (if applicable), phone number and bank account details;
  - number of Equity Shares Apply for;
  - price at which they are agreeable to subscribe for the Equity Shares and the aggregate Application Amount for the number of Equity Shares Applying for;
  - Equity Shares held by the Applicant in our Company prior to the Offer;
  - details of the beneficiary account maintained by the Depository Participant to which the Equity Shares should be credited pursuant to the Offer for Sale; and
  - it has agreed to certain other representations set forth in the Application Form and this Preliminary Placement Document.

**NOTE:** Eligible FPIs are required to indicate their SEBI FPI registration number in the Application Form. The Applications made by the asset management companies or custodian 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 SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme for which the Application has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws.

6. Eligible QIBs were required to make the entire payment of the Application Amount for the Equity Shares Applied for, along with the Application Form, only through electronic transfer to the Bank Account of the Offering Promoter of the Offeror, within the Offer Period as specified in the Application Form sent to the respective Applicants. Please note that any payment of Application Amount for the Equity Shares was required to be made from the bank accounts of the relevant Applicants and our Company has kept the record of the bank account from where such payment has been received. No payment was made in the Offer by the Applicants in cash. Application Amount payable on Equity Shares to be held by joint holders was required to be paid from the bank account of the person whose name appears first in the Application Form. Until Allocation, and the filing of return of Allotment by our Company with the RoC, or receipt of final listing and trading approvals from the Stock Exchanges, whichever is later. Notwithstanding the above, in the event (a) any Applicant is not Allocated Equity Shares in the Offer, (b) the number of Equity Shares Allocated to a Applicant is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Applicant, (c) the Application Amount has been arrived at using an indicative price higher than the Offer Price, or (d) any Eligible QIB lowers or withdraws their Application after submission of the Application Form but prior to the Offer Closing Date, the excess Application Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in the section titled "Offer for Sale Procedure" on page 151.
7. Once a duly completed Application Form was submitted by a Applicant, whether signed or not, and the Application Amount is transferred to the Bank Account of the Offering Promoter, such Application Form constituted an irrevocable offer and the Application could not have been withdrawn or revised downwards after the Offer Closing Date. In case of an upward revision before the Offer Closing Date, an additional amount shall be required to be deposited towards the Application Amount in the Bank Account of the Offering Promoter along with the submission of such revised Application. The Offer Closing Date was notified to the Stock Exchange and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.
8. Upon receipt of the duly completed Application Form and the Application Amount in the Bank Account of the Offering Promoter, on or before the Offer Closing Date, our Company has, in consultation with BRLM determined the final terms, including the Offer Price of the Equity Shares to be offered pursuant to the Offer for Sale and

Allocation. Upon such determination, the BRLM on behalf of our Company will send the serially numbered CAN and this Placement Document to the Successful Applicants. The dispatch of a CAN, and this Placement Document to a Successful Applicant shall be deemed a valid, binding and irrevocable contract for the Successful Applicants to purchase the Equity Shares Allocated to such Successful Applicants at an aggregate price equivalent to the product of the Offer Price and Equity Shares Allocated to such Successful Applicants. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Applicants, Offer Price and the aggregate amount received towards the Equity Shares Allocated. In case of Applicants being made on behalf of the Eligible QIB where the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Bank Account of the Offering Promoter, on behalf of the Eligible QIB is authorised to do so. The Offer Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form. **Please note that the Allocation will be at the absolute discretion of our Company and shall be in consultation with the BRLM.**

9. The Applicant acknowledges that in terms of the requirements of the Companies Act, upon Allocation, our Company will be required to disclose the names of proposed Allottees and the percentage of their post-Offer shareholding in the Placement Document and consents to such disclosure, if any Equity Shares are Allocated to it.
10. Applications made by 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 SEBI.
11. Upon determination of the Offer Price and before Allocation of Equity Shares to the Successful Applicants, the BRLM, shall, on our behalf, send a serially numbered Placement Document either in electronic form or through physical delivery to each of the Successful Applicants who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.
12. Upon dispatch of the serially numbered Placement Document, our Company shall Allocate Equity Shares as per the details in the CANs sent to the Successful Applicants. Our Company will inform the Stock Exchange of the details of the Allocation.
13. After passing the resolution for Allocation, our Company shall credit the Equity Shares Allocated pursuant to this Offer for Sale into the beneficiary accounts of the respective Allottees.
14. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Successful Applicants shall be eligible for trading on the Stock Exchange only upon the receipt of final approvals from the Stock Exchange.
15. As per applicable law, the Stock Exchange will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allocated. Our Company and the BRLM shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchange or any loss arising from such delay or non-receipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchange or our Company.

### **Eligible QIBs**

Only Eligible QIBs were eligible to invest in the Equity Shares pursuant to the Offer, provided that with respect to foreign portfolio investors, only Eligible FPIs applying under Schedule II of the FEMA Rules was considered as Eligible QIBs. FVCIs and non-resident multinational and bilateral development financial institutions were not permitted to participate in the Offer. Currently, QIBs, who are eligible to participate in the Offer and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- Eligible FPIs;
- insurance companies registered with the Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India;
- multilateral and bilateral development financial institutions (which are resident in India);
- Mutual Funds, VCFs, AIFs, each registered with SEBI;
- pension funds with minimum corpus of Rs. 25 Crores;
- provident funds with minimum corpus of Rs. 25 Crores;
- public financial institutions as defined under Section 2(72) of the Companies Act;

- scheduled commercial banks;
- state industrial development corporations;
- systemically important non-banking financial companies; and
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India.

**ELIGIBLE FPIs WERE PERMITTED TO PARTICIPATE UNDER SCHEDULE II OF FEMA RULES IN THIS ISSUE. ELIGIBLE FPIs WERE PERMITTED TO PARTICIPATE IN THE OFFER SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF THE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. FVCIS WERE NOT PERMITTED TO PARTICIPATE IN THIS OFFER.**

**Allocations made to VCFs and AIFs in the Offer are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Offer.**

In terms of the SEBI FPI Regulations, the Equity Shares issued to a single Eligible FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) should not exceed 10% of post-Issue Equity Share capital of our Company. Further, in terms of the FEMA Rules, the total holding of each FPI or an investor group shall be below 10% of the post-issue total paid-up Equity Share capital of our Company on a fully diluted basis.

As of March 31, 2022, the aggregate FPI shareholding in our Company is 0% of our Company's paid-up Equity Share capital on a fully diluted basis. For further details, see "*Shareholding Pattern of our Company*" on page 149.

In case the holding of an FPI including its investor group increases to 10% or more of the total paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done, the total investment made by such FPI together with its investor group will be re-classified as FDI as per the procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (a) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. As per the circular issued by SEBI dated November 5, 2019 (circular no. IMD/FPI&C/CIR/P/2019/124), these investment restrictions shall also apply to subscribers of Offshore Derivative Instruments. Two or more subscribers of Offshore Derivative Instruments having a common beneficial owner shall be considered together as a single subscriber of the Offshore Derivative Instruments. In the event an investor has investments as an FPI and as a subscriber of Offshore Derivative Instruments, these investment restrictions shall apply on the aggregate of the FPI and Offshore Derivative Instruments investments held in the underlying company.

Pursuant to the SEBI Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed NSDL as the designated depository to monitor the level of FPI / NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. SEBI however, pursuant to its Circular dated May 17, 2018 (Circular No: SEBI/HO/IMD/FPIC/CIR/P/2018/81), directed that this system of monitoring foreign investment limits in Indian listed companies be made operational with effect from June 1, 2018. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The stock exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

Eligible FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Offer in certain jurisdictions, see "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on page 164 and 172, respectively.

A FPI may purchase or sell equity instruments of an Indian company listed or to be listed on a recognised stock exchange in India subject to the following conditions, namely:-

- (i) The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively.

(ii) With effect from the 1st April, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in Schedule I of Foreign Exchange Management (Non-debt Instruments)

Rules, 2019, with respect to its paid-up equity capital on a fully diluted basis or such same sectoral cap percentage of paid up value of each series of debentures or preference shares or share warrants:

Provided that the aggregate limit as provided above may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively before 31st March, 2020:

Provided further, that the Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively:

Provided also that once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold:

Provided also that the aggregate limit with respect to an Indian company in a sector where FDI is prohibited shall be 24 per cent.

FDI is prohibited in:

- a) Lottery Business including Government/private lottery, online lotteries, etc.
- b) Gambling and Betting including casinos etc.
- c) Chit funds
- d) Nidhi company
- e) Trading in Transferable Development Rights (TDRs)
- f) Real Estate Business or Construction of Farm Houses
- g) 'Real estate business' shall not include development of townships, construction of residential /commercial premises, roads or bridges and Real Estate Investment Trusts (REITs) registered and regulated under the SEBI (REITs) Regulations 2014.
- h) Manufacturing of cigars, cheroots, cigarillos and cigarettes, of tobacco or of tobacco substitutes Activities/ sectors not open to private sector investment e.g.(I) Atomic Energy and (II) Railway operations (other than permitted activities). Please note that participation by non-residents in the Offer is restricted to participation by FPIs under Schedule II of the FEMA Rules, in the Offer subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding 100% (sectoral limit). Other non-residents such as FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Offer.

### **Restriction on Allocation**

Pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allocation shall be made pursuant to the Offer, either directly or indirectly, to any Eligible QIB being our Promoter, or any person related to, the Promoter. QIBs, which have all or any of the following rights, shall be deemed to be persons related to the Promoter:

- rights under a shareholders' agreement or voting agreement entered into with the Promoter or members of the Promoter Group;
- veto rights; or
- a right to appoint any nominee director on the Board.

Provided, however, that an Eligible QIB which does not hold any Equity Shares and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the promoter.

**Our Company, the BRLM and any of their respective shareholders, employees, counsel, officers, directors, representatives, agents, advisors or affiliates shall not be liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs were advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in their Placement Document or the Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Applications would not eventually result in triggering a tender offer under the SEBI Takeover Regulations, and ensure compliance with applicable laws.**

**A minimum of 10.00% of the Equity Shares offered in the Offer shall be Allocated to Mutual Funds. In case of undersubscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.**

*Note: Affiliates or associates of the BRLM who are Eligible QIBs may participate in the Offer in compliance with applicable laws.*

### **Application Process**

#### **Application Form**

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and the BRLM in either electronic form or by physical delivery for the purpose of making an Application (including revision of a Application) in terms of this Placement Document and the Placement Document. The Application Form may be signed

physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Offer Period.

By making a Application for Equity Shares through Application Forms and pursuant to the terms of this Placement Document, the Eligible QIB has been deemed to have made all the following representations and warranties and the representations, warranties and agreements made under “*Notice to Investors*”, “*Representations by Investors*”, “*Selling Restrictions*” and “*Purchaser Representations and Transfer Restrictions*” on pages 3, 5, 164 and 172, respectively:

1. Each Eligible QIB confirms that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Offer;
2. Each Eligible QIB confirms that it is not a Promoter and is not a person related to the Promoter, either directly or indirectly and its Application Form does not directly or indirectly represent the Promoter or promoter group or persons related to the Promoter;
3. Each Eligible QIB confirms that it has no rights under a shareholders’ agreement or voting agreement with the Promoter or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender not holding any Equity Shares which shall not be deemed to be a person related to the promoter;
4. Each Applicant confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;
5. Each Eligible QIB acknowledges that it has no right to withdraw or revise its Application downwards after the Offer Closing Date;
6. Each Eligible QIB confirms that if Equity Shares are Allocated through this Offer, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the Stock Exchanges;
7. Each Eligible QIB confirms that the Eligible QIB is eligible to Apply and hold Equity Shares so Allocated together with any Equity Shares held by it prior to the Offer, if any. Each Eligible QIB further confirms that the holding of the Eligible QIB, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the Eligible QIB;
8. The Applicant confirms that in the event it is resident outside India, it is not an FVCI or a non-resident multilateral or bilateral development financial institution;
9. Each Eligible QIB confirms that its Applications would not eventually result in triggering an open offer under the SEBI Takeover Regulations;
10. Each Eligible QIB agrees that it will make payment of its Application Amount along with submission of the Application Form within the Offer Period. Each Eligible QIB agrees that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Application Amount has been transferred to the Bank Account of the offering Promoter, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Offer Closing Date;
11. Each Eligible QIB agrees that although the Application Amount is required to be paid by it along with the Application Form within the Offer Period in terms of provisions of the Companies Act, our Company reserves the right to Allocate Equity Shares pursuant to this Offer on a discretionary basis in consultation with the BRLM. The Eligible QIB further acknowledges and agrees that the payment of Application Amount does not guarantee Allocation of Equity Shares Applied for in full or in part;
12. Each Eligible QIB acknowledges that in terms of the requirements of the Companies Act, upon Allocation, our Company has disclosed names as “proposed Allottees” and percentage of post-Offer shareholding of the proposed Allottees in the Placement Document and such QIB consents of such disclosure, if any Equity Shares are Allocated to it. However, the Eligible QIB further acknowledges and agrees that, disclosure of such details as “proposed Allottees” in the Placement Document does not guarantee Allocated to them, as Allocated in the Offer shall continue to be at the sole discretion of our Company, in consultation with the BRLM.
13. Each Eligible QIB confirms that the number of Equity Shares Allocated to it pursuant to the Offer, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Offer. For the purposes of this representation:
  - (a) QIBs “belonging to the same group” shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others;



or (c) there is a common director, excluding nominee and Independent Directors, amongst an Eligible QIB, its subsidiary(ies) or holding company and any other QIB; and

- (b) 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;
14. Each Eligible QIBs acknowledge that no Allocation shall be made to them if the price at which they have Applied for in the Offer is lower than the Offer Price.
  15. Each Eligible QIB confirms that it shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges.
  16. Each QIB acknowledges, represents and agrees that its total voting rights in our Company does not exceed 10% of the total issued share capital of our Company.
  17. Each Eligible FPI, confirms that it will participate in the Offer only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledges that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) in our Company does not exceed 10% of the post-Offer paid-up capital of our Company on a fully diluted basis.
  18. Each Eligible QIB confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations.

**ELIGIBLE QIBs MUST PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN (IF APPLICABLE), DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBs MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.**

**IF SO REQUIRED BY THE BRLM, THE ELIGIBLE QIBs SUBMITTING AN APPLICATION, ALONG WITH THE APPLICATION FORM, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO THE BRLM TO EVIDENCE THEIR STATUS AS A "QIB" AS DEFINED HEREIN ABOVE.**

**IF SO REQUIRED BY THE BRLM OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER OFFER CLOSING DATE, THE ELIGIBLE QIBs SUBMITTING AN APPLICATION AND BEING ALLOCATED EQUITY SHARES IN THE OFFER, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE APPLICABLE KNOW YOUR CUSTOMER (KYC) NORMS.**

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details provided in the Application Form. However, for the purposes of refund of all or part of the Application Amount submitted by the Applicant, the bank details as mentioned in the Application Form from which the Application Amount shall be remitted for the Equity Shares applied for in the Offer, will be considered.

The submission of an Application Form, whether signed or not, and payment of the Applicant Amount pursuant to the Application Form by an Applicant shall be deemed a valid, binding and irrevocable offer for such Applicant and becomes a binding contract on a Successful Applicant upon issuance of the CAN and the Placement Document by our Company (by itself or through the BRLM) in favour of the Successful Applicant.

### **Submission of Application Form**

All Application Forms were required to be duly completed with information including the number of Equity Shares applied for along with proof of payment and a copy of the PAN card or PAN allotment letter. The Application Amount has to be deposited in the Bank Account of the Offering Promoter as is specified in the Application Form and the Application Form has to be submitted to the BRLM either through electronic form or through physical delivery at the following address(s):

<b>Name</b>	<b>Address</b>	<b>Contact Person</b>	<b>Website and Email</b>	<b>Phone (Telephone)</b>
Turnaround Corporate Advisors Private Limited	714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi- 110058 Delhi, India	Heemadri Mukerjea	Website: www.tcagroup.in E-mail: info@tcagroup.in Investor Grievance E-mail: complaints@tcagroup.in	Tel: +91-11-45510390, 41395590

The BRLM shall not be required to provide any written acknowledgement of the receipt of the Application Form and the Application Amount.

Applicants Applying in the Offer, were required to pay the entire Application Amount along with the submission of the duly completed Application Form, within the Offer Period.

### **Payment of Application Amount**

Each Applicant will be required to deposit the Application Amount payable for the Equity Shares Applied by it along with the submission of the Application Form and during the Offer Period. Applicants can make payment of the Application Amount only through electronic transfer of funds from their own bank account.

**Note: Payments are to be made only through electronic fund transfer. Payments made through cash or cheques are liable to be rejected. Further, if the payment is not made favouring the Bank Account of the Offering Promoter, the Application Form is liable to be rejected.**

Pending Allocation, our Company undertakes to utilise the amount deposited in Bank Account of the Offeror only for the purposes of (i) adjustment against Allocation of Equity Shares in the Offeror; or (ii) repayment of Application Amount if our Company is not able to Allocate Equity Shares in the Offer. Notwithstanding the above, in the event, a Applicant is not Allocated Equity Shares in the Offer, or the number of Equity Shares Allocated to a Applicant, is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Applicant, the excess Application Amount will be refunded to the same bank account from which Application Amount was remitted, in the form and manner set out in the section titled “*Offer for Sale Procedure*” on page 151.

### **Pricing and Allocation**

The Offer Price of Rs. 30/- has been fixed by Offering Promoter in consultation with BRLM and is higher than the pricing calculated in terms of Regulation 176(1) of the SEBI ICDR Regulations

The “Relevant Date” referred to above will be the date of the meeting in which the Board (or a duly constituted committee thereof) decides to open the Offer and “stock exchange” means any of the recognized stock exchanges in India on which the Equity Shares of the issuer of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date.

### **Build up of the Book**

The Eligible QIBs will submit their Applications through the Application Forms within the Offer Period to the BRLM. Such Applications shall not be withdrawn or revised downwards after the Offer Closing Date. The book shall be maintained by the BRLM.

### **Method of Allocation**

Our Company shall determine the Allocation in consultation with the BRLM on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Application Forms received from the Eligible QIBs at or above the Offer Price shall be grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Offer Price. Allocation to Mutual Funds for up to a minimum of 10.00% of the Issue Size shall be undertaken subject to valid Applications being received at or above the Issue Price.

In case of cancellations or default by the Applicants, Company in consultation with BRLM have the right to reallocate the Equity Shares at the Offer Price among existing or new Applicants at their sole and absolute discretion subject to the applicable laws.

**THE DECISION OF OUR COMPANY AND THE OFFERING PROMOTER IN CONSULTATION WITH THE BRLM IN RESPECT OF ALLOCATIONS SHALL BE FINAL AND BINDING ON ALL ELIGIBLE QIBs. ELIGIBLE QIBs MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY IN CONSULTATION WITH THE BRLM AND ELIGIBLE QIBs MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE APPLICATION AMOUNT AT OR ABOVE THE OFFER PRICE WITHIN THE OFFER PERIOD. NEITHER OUR COMPANY NOR THE BRLM ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON- ALLOCATION.**

### **CAN**

Based on receipt of the serially numbered Application Forms and Application Amount, our Company, in consultation with the BRLM, in their sole and absolute discretion, shall decide the Successful Applicants to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Offer Price and the Application Amount for the Equity Shares Allocated to them shall be notified to such Successful Applicants. Additionally, the CAN will include the details of amount to be refunded, if any, probable Designated Date, being the date of credit of the Equity Shares to the Applicants' account, as applicable to the respective Applicants.

The Successful Applicants would also be sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Offer Shareholding in our Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and the Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the Eligible QIBs to subscribe to the Equity Shares Allocated to such Successful Applicants. Subsequently, our Board will approve the Allocation of the Equity Shares to the Allottees in consultation

with the BRLM.

**Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allocated to them pursuant to the Offer.**

By submitting the Application Form, an Eligible QIB would have deemed to have made the representations and warranties as specified in section “*Notice to Investors*” on page 3 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Offer until such time as the final listing and trading approval is issued by Stock Exchanges.

**Designated Date and Allocation of Equity Shares**

1. Subject to the satisfaction of the terms and conditions of the Placement Document, our Company will ensure that the Allocation of the Equity Shares is completed by the Designated Date provided in the CAN.
2. In accordance with the SEBI ICDR Regulations, Equity Shares will be offered and Allocation shall be made only in the dematerialized form to the Allottees. Allottees will have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act. However, no transfer in physical form is permitted as per Regulation 40 of the SEBI Listing Regulations.
3. Our Company, at its sole discretion, reserves the right to cancel the Offer at any time up to Allocation without assigning any reasons whatsoever.
4. Following the Allocation of the Equity Shares pursuant to the Offer, our Company shall credit the Equity Shares into the beneficiary accounts of the Eligible QIBs.
5. The monies lying to the credit of the Bank Account of the Offeror shall not be released until the final listing and trading approvals of the Stock Exchanges for the listing and trading of the Equity Shares Offered pursuant to this Offer for Sale are received by our Company and our Company files the return of Allotment in connection with the Issue with the RoC within the prescribed timelines under the Companies Act.
6. After finalization of the Offer Price, our Company shall update this Placement Document with the Offer details and file such document with the Stock Exchanges, which includes names of the proposed Allottees and the percentage of their post-Offer shareholding in our Company. Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in the Offer who have been allotted more than 5% of the Equity Shares offered in the Offer for Sale, namely, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Offer shareholding pattern of our Company along with this Placement Document.

**Refunds**

In the event that the number of Equity Shares Allocated to a Applicant is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Applicants, or the Applicants has deposited the Application Amount arrived at using a price higher than the Offer Price or Equity Shares are not Allocated to a Applicants for any reasons or the Offer is cancelled prior to Allocation, or a Applicants lowers or withdraws the Application prior to the Offer Closing Date, any excess Application Amount paid by such Applicants will be refunded to the same bank account from which Application Amount was remitted as set out in the Application Form. The Refund Amount will be transferred to the relevant Applicants within two Working Days from the issuance of the CAN. In the event that we are unable to transfer and Allocate the Equity Shares offered in the Offer for Sale or if the Offer is cancelled within 60 days from the date of receipt of application monies, our Company shall repay the application monies within 15 days from the expiry of 60 days, failing which our Company shall repay that monies with interest at the rate of 12% p.a. from expiry of the sixtieth day. The application monies to be refunded by us shall be refunded to the same bank account from which application monies was remitted by the Applicants, as mentioned in the Application Form.

In accordance with the SEBI ICDR Regulations, Equity Shares will be offered and Allocation shall be made only in dematerialised form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, the Depositories Act and other applicable laws.

We, at our sole discretion, reserve the right to cancel the Offer for Sale at any time up to Allocate without assigning any reason whatsoever.

Following the Allocation and credit of Equity Shares into the Eligible QIBs’ Depository Participant accounts, we will apply for final trading and listing approvals from the Stock Exchanges. In the event of any delay in the Allocation or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

**Release of Funds to our Company**

The monies lying to the credit of the bank account of offering promoter shall not be released until the final listing and trading approvals of the Stock Exchanges for the listing and trading of the Equity Shares issued pursuant to this Issue are received by our Company and our Company files the return of Allotment in connection with the Issue with the RoC.

## **Other Instructions**

### **Submission of Documents**

A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practicable.

### **Permanent Account Number or PAN**

Each Applicant should mention its PAN (except Applications from any category of Applicants, which may be exempted from specifying their PAN for transacting in the securities market) allotted under the Income Tax Act, 1961. A copy of PAN card is required to be submitted with the Application Form. Further, the Application Forms without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that applicants should not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground.

### **Bank account details**

Each Applicants shall mention the details of the bank account from which the payment of Application Amount has been made along with confirmation that such payment has been made from such account.

### **Right to Reject Applications**

Our Company, in consultation with the BRLM, may reject Applications, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the BRLM in relation to the rejection of Applications shall be final and binding. In the event the Application is rejected by our Company, the Application Amount paid by the Applicant shall be refunded to the same bank account from which the Application Amount was remitted by such Applicant as set out in the Application Form. For details, see "Offer for Sale Procedure on page 151.

### **Equity Shares in dematerialised form with NSDL or CDSL**

The Allocation of the Equity Shares in this Offer shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be offered pursuant to the Offer must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Application. Equity Shares Allocated to a Successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Successful Applicant, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Offer would be in dematerialised form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company, the Offeror and the BRLM shall not be responsible or liable for the delay in the credit of Equity Shares to be offered pursuant to the Offer due to errors in the Application Form or otherwise on the part of the Applicants.

## PLACEMENT

### Placement

The BRLMs have entered into the Placement Agreement with our Offering Promoter, pursuant to which the BRLMs have agreed to procure subscription for the Equity Shares to be offered pursuant to the Offer for Sale.

The Equity Shares will be placed with the QIBs pursuant to this Offer for Sale under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act and the rules made thereunder. The Placement Agreement contains customary representations, warranties and indemnities from our Company and it is subject to termination in accordance with the terms contained therein.

Applications shall be made to list the Equity Shares offered pursuant to this Offer for Sale. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

The BRLM and their affiliates may engage in transactions with and perform services for our Company and our Subsidiaries or affiliates in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and our Subsidiaries or affiliates, for which they would have received compensation and may in the future receive compensation.

Affiliates of the BRLM, if any, which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Offer for Sale, and may offer Offshore Derivative Instruments in respect thereof. See "*Offshore Derivative Instruments*" and "*Representations by Investors*" on pages 11 and 5, respectively.

### Relationship with the Book Running Lead Manager

Affiliates of the Book Running Lead Manager may purchase the Equity Shares or be offered Equity Shares for proprietary purposes and not with a view to distribute or in connection with the issuance of Offshore Derivative Instruments. Please see the section "*Offshore Derivative Instruments*". From time to time, the Book Running Lead Manager, and its affiliates and associates have engaged in or may in the future engage in transactions with and perform services including but not limited to investment banking, advisory, merchant banking and consultancy services for our Company, our Subsidiaries, group companies, affiliates and the Shareholders, as well as to their respective associates and affiliates, pursuant to which fees and commissions have been paid or will be paid to the Book Running Lead Manager and their respective affiliates and associates.

## SELLING RESTRICTIONS

*The distribution of this Placement Document and the Placement Document and the offer, sale or delivery of the Equity Shares in this Offer for Sale is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Placement Document and the Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.*

### General

No action has been taken or will be taken that would permit an offering of the Equity Shares to occur in any jurisdiction other than India, or the possession, circulation or distribution of this Placement Document or any other material relating to our Company or the Equity Shares in any jurisdiction where action for such purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any offering materials or advertisements in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Offer for Sale will be made in compliance with the applicable SEBI ICDR Regulations, Section 42 of the Companies Act read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act and the rules made thereunder. Each purchaser of the Equity Shares in the Offer for Sale will be deemed to have made acknowledgments and agreements as described under “*Purchaser Representations and Transfer Restrictions*” on page 172.

### Republic of India

The Placement Document and this Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public. The Placement Document and this Placement Document has not been and will not be registered as a prospectus with the RoC, and will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

### Australia

This Placement Document does not constitute a prospectus or other disclosure document under the Corporations Act 2001 (Cth) (“**Australian Corporations Act**”) and does not purport to include the information required of a disclosure document under the Australian Corporations Act. This Placement Document has not been lodged with the Australian Securities and Investments Commission (“**ASIC**”) and no steps have been taken to lodge it as such with ASIC. Any offer in Australia of the Equity Shares under this Placement Document may only be made to persons who are “sophisticated investors” (within the meaning of section 708(8) of the Australian Corporations Act), to “professional investors” (within the meaning of section 708(11) of the Australian Corporations Act) or otherwise pursuant to one or more exemptions under section 708 of the Australian Corporations Act so that it is lawful to offer the Equity Shares in Australia without disclosure to investors under Part 6D.2 of the Australian Corporations Act.

Any offer of the Equity Shares for on-sale that is received in Australia within 12 months after their issue by our Company, or within 12 months after their sale by a selling security holder (or a Book Running Lead Manager) under the Issue, as applicable, is likely to need prospectus disclosure to investors under Part 6D.2 of the Australian Corporations Act, unless such offer for on-sale in Australia is conducted in reliance on a prospectus disclosure exemption under section 708 of the Australian Corporations Act or otherwise. Any persons acquiring the Equity Shares should observe such Australian on-sale restrictions.

### Bahrain

All applications for investment should be received, and any allotments should be made, in each case from outside Bahrain. This Placement Document has been prepared for private information purposes of intended investors only who will be high net worth individuals and institutions. The Issuer has not made and will not make any invitation to the public in the Kingdom of Bahrain and this Placement Document will not be issued, passed to, or made available to the public generally. The Bahrain Monetary Agency (“**BMA**”) has not reviewed, nor has it approved, this Placement Document or the marketing of Equity Shares in the Kingdom of Bahrain. Accordingly, Equity Shares may not be offered or sold in Bahrain or to residents thereof except as permitted by Bahrain law.

### Cayman Islands

This Placement Document does not constitute a public offer of the Equity Shares, whether by way of sale or subscription, in the Cayman Islands. Each Book Running Lead Manager has represented and agreed that it has not offered or sold, and will not offer or sell, directly or indirectly, any Equity Shares to any member of the public in the Cayman Islands.

### **People's Republic of China**

This Placement Document may not be circulated or distributed in the People's Republic of China (the "PRC") and the Equity Shares may not be offered or sold directly or indirectly to any resident of the PRC, or offered or sold to any person for reoffering or resale directly or indirectly to any resident of the PRC except pursuant to applicable laws and regulations of the PRC. Neither this offering circular nor any advertisement or other offering material may be distributed or published in the PRC, except under circumstances that will result in compliance with any applicable laws and regulations.

### **European Economic Area**

In relation to each Member State of the European Economic Area (each a "**Relevant State**"), no Equity Shares have been offered or will be offered pursuant to the Issue to the public in that Relevant State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation), except that offers of Equity Shares may be made to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation:

- (a) to any legal entity which is a qualified investor as defined under the Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation), subject to obtaining the prior consent of Book Running Lead Managers for any such offer; or
- (c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Shares shall require the Issuer or the Book Running Lead Managers to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to any Equity Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares, and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

### **Hong Kong**

This Placement Document has not been delivered for registration to the registrar of companies in Hong Kong, and its contents have not been reviewed or authorized by any regulatory authority in Hong Kong. Accordingly: (i) (a) the Equity Shares have not been and will not be offered or sold in Hong Kong, by means of any document, other than to persons that are considered "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571) of Hong Kong ("**SFO**") and any rules made under the SFO, or (b) in other circumstances which do not result in this document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong and as permitted under the SFO; and (ii) no invitation, advertisement or other document relating to the Equity Shares has been or will be issued (or possessed for the purpose of issue), whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the SFO and any rules made thereunder.

**WARNING:** The contents of this Placement Document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Issue. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

### **Japan**

The Equity Shares have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948 as amended) (the "**FIEA**") and disclosure under the FIEA has not been and will not be made with respect to the Equity Shares. No Equity Shares have, directly or indirectly, been offered or sold, and may not, directly or indirectly, be offered or sold in Japan or to, or for the benefit of, any resident of Japan as defined in the first sentence of Article 6, Paragraph 1, Item 5 of the Foreign Exchange and Foreign Trade Law of Japan ("**Japanese Resident**") or to others for re-offering or re-sale, directly or indirectly in Japan or to, or for the benefit of, any Japanese Resident except (i) pursuant to an exemption from the registration requirements of the FIEA and (ii) in compliance with any other relevant laws, regulations and governmental guidelines of Japan.

If an offeree does not fall under a "qualified institutional investor" (tekikaku kikan toshika), as defined in Article 10, Paragraph 1 of the Cabinet Office Ordinance Concerning Definition Provided in Article 2 of the Financial Instruments and Exchange Act (the "**Qualified Institutional Investor**"), the Equity Shares will be offered in Japan by a private placement to small number of investors (shoninzu muke kanyu), as provided under Article 23-13, Paragraph 4 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made.

If an offeree falls under the Qualified Institutional Investor, the Equity Shares will be offered in Japan by a private placement to the Qualified Institutional Investors (tekikaku kikan toshika muke kanyu), as provided under Article 23-13, Paragraph 1 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made. To subscribe the Equity Shares (the "**QII Equity Shares**") such offeree will be required to

agree that it will be prohibited from selling, assigning, pledging or otherwise transferring the QII Equity Shares other than to another Qualified Institutional Investor.

#### **Jordan**

The Equity Shares are being offered in Jordan on a cross border basis based on a private one-on-one contacts to no more than 30 pre-identified potential investors and accordingly the Equity Shares will not be registered with the Jordanian Securities Commission and a local prospectus is not required. This Placement Document may not be used for a public offering in Jordan of the Equity Shares.

#### **Republic of Korea**

We are not making any representation with respect to the eligibility of any recipients of this Placement Document to acquire the Equity Shares therein under the laws of Korea, including, but without limitation, the Foreign Exchange Transaction Law and Regulations thereunder. The Equity Shares have not been and will not be registered under the Financial Investment Services and Capital Markets Act of Korea (the "FSCMA"). Accordingly, the Equity Shares may not be offered, sold or delivered, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to, or for the account or benefit of, any resident of Korea (as such term is defined under the Foreign Exchange Transaction Law of Korea and its Enforcement Decree), for a period of one year from the date of issuance of the Equity Shares, except (i) where relevant requirements are satisfied, the Equity Shares may be offered, sold or delivered to or for the account or benefit of a Korean resident which falls within certain categories of qualified professional investors as specified in the FSCMA, its Enforcement Decree and the Regulation on Securities Issuance and Disclosure promulgated thereunder, or (ii) as otherwise permitted under applicable Korean laws and regulations.

Furthermore, the Equity Shares may not be re-sold to Korea residents unless the purchaser of the Equity Shares complies with all applicable regulatory requirements (including, but not limited to, governmental approval requirements under the Foreign Exchange Transaction Law and its subordinate decrees and regulations) in connection with purchase of the Equity Shares.

#### **Kuwait**

This Placement Document is not for circulation in Kuwait and does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, the Equity Shares in Kuwait. The Equity Shares have not been licensed for offering in Kuwait by the Kuwait Capital Markets Authority, the Ministry of Commerce and Industry or the Central Bank of Kuwait or any other relevant Kuwaiti government agency. The offering of the Equity Shares in Kuwait on the basis of a private placement or public offering is, therefore, restricted in accordance with Decree Law No. 31 of 1990 and the implementing regulations thereto (as amended), Ministerial Order No. 113 of 1992 and Law No. 7 of 2010 and the bylaws thereto (as amended). No private or public offering of the Equity Shares is being made in Kuwait, and no agreement relating to the sale of the Equity Shares will be concluded in Kuwait. No marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in Kuwait.

#### **Luxembourg**

The Equity Shares offered in the Placement Document may not be offered, sold or delivered to the public within the Grand Duchy of Luxembourg. This document is only intended for institutional investors. It is personal to each offeree and does not constitute an offer to any other person or to the public generally in Luxembourg to subscribe for or otherwise acquire the Equity Shares. Distribution of the Placement Document to any person other than the offeree and those persons, if any, retained to advise such offeree with respect thereto is unauthorised and any disclosure of any of its contents, without our prior written consent, is prohibited.

#### **Malaysia**

No prospectus or other offering material or document in connection with the offer and sale of the Equity Shares has been or will be registered with the Securities Commission of Malaysia ("Commission") for the Commission's approval pursuant to the Capital Markets and Services Act 2007. Accordingly, this Placement Document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Equity Shares may not be circulated or distributed, nor may the Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Malaysia other than (i) a closed end fund approved by the Commission; (ii) a holder of a Capital Markets Services Licence; (iii) a person who acquires the Equity Shares, as principal, if the offer is on terms that the Equity Shares may only be acquired at a consideration of not less than RM250,000 (or its equivalent in foreign currencies) for each transaction; (iv) an individual whose total net personal assets or total net joint assets with his or her spouse exceeds RM3 million (or its equivalent in foreign currencies), excluding the value of the primary residence of the individual; (v) an individual who has a gross annual income exceeding RM300,000 (or its equivalent in foreign currencies) per annum in the preceding twelve months; (vi) an individual who, jointly with his or her spouse, has a gross annual income of RM400,000 (or its equivalent in foreign currencies), per annum in the preceding twelve months; (vii) a corporation with total net assets exceeding RM10 million (or its equivalent in foreign currencies) based on the last audited accounts; (viii) a partnership with total net assets exceeding RM10 million (or its equivalent in foreign currencies); (ix) a bank licensee or insurance licensee as defined in the Labuan Financial Services and Securities Act 2010; (x) an Islamic bank licensee or takaful licensee as defined in the Labuan Financial Services and Securities Act 2010; and (xi) any other person as may be specified by the Commission; provided that, in the each of the preceding categories (i) to (xi), the distribution of the Equity Shares is made by a holder of a Capital Markets Services Licence who carries on the business of dealing in securities. The distribution in Malaysia of the



Placement Document is subject to Malaysian laws. This Placement Document do not constitute and may not be used for the purpose of public offering or an issue, offer for subscription or purchase, invitation to subscribe for or purchase any securities requiring the registration of a prospectus with the Commission under the Capital Markets and Services Act 2007.

#### **Mauritius**

The Equity Shares may not be offered, distributed or sold, directly or indirectly, in Mauritius or to any resident of Mauritius, except as permitted by applicable Mauritius law, including but not limited to the Mauritius Securities Act. No offer or distribution of securities will be made to the public in Mauritius.

#### **New Zealand**

This Placement Document are not a prospectus. It has not been prepared or registered in accordance with the Securities Act 1978 of New Zealand (the “**New Zealand Securities Act**”). This Placement Document are being distributed in New Zealand only to persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money, within the meaning of section 3(2)(a)(ii) of the New Zealand Securities Act (“**Habitual Investors**”). By accepting the Placement Document, each investor represents and warrants that if they receive the Placement Document in New Zealand they are a Habitual Investor and you will not disclose this Placement Document to any person who is not also a Habitual Investor.

#### **Sultanate of Oman**

This Placement Document and the Equity Shares to which it relates may not be advertised, marketed, distributed or otherwise made available to any person in Oman without the prior consent of the Capital Market Authority (“**CMA**”) and then only in accordance with any terms and conditions of such consent. In connection with the offering of Equity Shares, no prospectus has been filed with the CMA. The offering and sale of Equity Shares described in this Placement Document will not take place inside Oman. This Placement Document strictly private and confidential and is being issued to a limited number of sophisticated investors, and may neither be reproduced, used for any other purpose, nor provided to any other person than the intended recipient hereof

#### **Qatar (excluding the Qatar Financial Centre)**

This Placement Document and the offering of the Equity Shares have not been, and will not be: (i) lodged or registered with, or reviewed or approved by, the Qatar Central Bank, the Qatar Financial Markets Authority the Ministry of Business and Trade or any other governmental authority in the State of Qatar or (ii) authorized, permitted or licensed for offering or distribution in Qatar, and the information contained in this Placement Document does not, and is not intended to, constitute a public or general offer or other invitation in respect to the Equity Shares in the State of Qatar. Accordingly, the Equity Shares are not being, and will not be, offered, issued or sold in the State of Qatar, and this Placement Document is not being, and will not be, distributed in the State of Qatar. The offering, marketing, issue and sale of the Equity Shares and distribution of this Placement Document is being made in, and is subject to the laws, regulations and rules of jurisdictions outside of the State of Qatar. No application has been or will be made for the Equity Shares to be listed or traded on the Qatar Exchange or the QEVenture Market.

This Placement Document is strictly private and confidential, and is being sent to a limited number of institutional and/or sophisticated investors (a) upon their request and confirmation that they understand the statements above; and (b) on the condition that it will not be provided to any person other than the original recipient, and is not for general circulation and may not be reproduced or used for any other purpose.

#### **Qatar Financial Centre**

This Placement Document do not, and is not intended to, constitute an invitation or offer of securities from or within the Qatar Financial Centre (the “**QFC**”), and accordingly should not be construed as such. This Placement Document has not been reviewed or approved by or registered with the Qatar Financial Centre Authority, the Qatar Financial Centre Regulatory Authority or any other competent legal body in the QFC. This Placement Document is strictly private and confidential, and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient thereof. Our Company has not been approved or licensed by or registered with any licensing authorities within the QFC.

#### **Saudi Arabia**

Any investor in the Kingdom of Saudi Arabia or who is a Saudi person (a “**Saudi Investor**”) who acquires Equity Shares pursuant to the Issue should note that the offer of Equity Shares is an offer to “**Sophisticated Investors**” (as defined in Article 11 of the “**Offer of Securities Regulations**” as issued by the Board of the Capital Market Authority resolution number 2-11-2004 dated October 4, 2004 and amended by the Board of the Capital Market Authority resolution number 1-28-2008 dated August 18, 2008 (the “**KSA Regulations**”)) for the purposes of Article 9 of the KSA Regulations. Each Book Running Lead Manager has represented, warranted and agreed that the offer of the Equity Shares will only be directed at Sophisticated Investors. Prospective purchasers of the securities offered hereby should conduct their own due diligence on the accuracy of the information relating to the securities. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

The offer of Equity Shares shall not therefore constitute a “public offer” pursuant to the KSA Regulations, but is subject to the restrictions on secondary market activity under Article 17 of the KSA Regulations. Any Saudi Investor who has acquired

Equity Shares as a Sophisticated Investor may not offer or sell those Equity Shares to any person unless the offer or sale is made through an authorised person appropriately licensed by the Saudi Arabian Capital Market Authority and (a) the Equity Shares are offered or sold to a Sophisticated Investor; (b) the price to be paid for the Equity Shares in any one transaction is equal to or exceeds Saudi Arabian Riyal 1 million or an equivalent amount; or (c) the offer or sale is otherwise in compliance with Article 17 of the KSA Regulations.

### **South Africa**

Due to restrictions under the securities laws of South Africa, the Equity Shares are not offered, and the offer shall not be transferred, sold, renounced or delivered, in South Africa or to a person with an address in South Africa, unless one or other of the following exemptions applies:

- i. the offer, transfer, sale, renunciation or delivery is to:
  - (a) persons whose ordinary business is to deal in securities, as principal or agent;
  - (b) the South African Public Investment Corporation;
  - (c) persons or entities regulated by the Reserve Bank of South Africa;
  - (d) authorised financial service providers under South African law;
  - (e) financial institutions recognised as such under South African law;
  - (f) a wholly-owned subsidiary of any person or entity contemplated in (c), (d) or (e), acting as agent in the capacity of an authorised portfolio manager for a pension fund or collective investment scheme (in each case duly registered as such under South African law); or
  - (g) any combination of the person in (a) to (f); or
- ii. the total contemplated acquisition cost of the securities, for any single addressee acting as principal, is equal to or greater than ZAR1,000,000.

No “offer to the public” (as such term is defined in the South African Companies Act, No. 71 of 2008 (as amended or re-enacted) (the “**South African Companies Act**”)) in South Africa is being made in connection with the issue of the Equity Shares. Accordingly, this Placement Document does not, nor is it intended to, constitute a “registered prospectus” (as that term is defined in the South African Companies Act) prepared and registered under the South African Companies Act and the South African Companies Act Regulations of 2011 and has not been approved by, or filed with, the South African Companies and Intellectual Property Commission or any other regulatory authority in South Africa. Any issue or offering of the Equity Shares in South Africa constitutes an offer of the Equity Shares in South Africa for subscription or sale in South Africa only to persons who fall within the exemption from “offers to the public” set out in section 96(1)(a) or (b) of the South African Companies Act. Accordingly, this Placement Document must not be acted on or relied on by persons in South Africa who do not fall within section 96(1)(a) or (b) of the South African Companies Act (such persons being referred to as “**SA Relevant Persons**”). Any investment or investment activity to which this Placement Document relates is available in South Africa only to SA Relevant Persons and will be engaged in South Africa only with SA Relevant Persons.

The information contained in this Placement Document constitutes factual information as contemplated in section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act, No. 37 of 2002 (as amended or re-enacted) and should not be construed as an express or implied recommendation, guidance or proposal that any particular transaction in respect of the Equity Shares is appropriate to the particular investment objectives, financial situations or needs of a prospective investor, and nothing in this Placement Document should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa.

No South African resident or offshore subsidiary of a South African resident may subscribe for or purchase any of the Equity Shares or beneficially own or hold any of the Equity Shares unless specific approval has been obtained from the financial surveillance department of the South African Reserve Bank (the “**SARB**”) by such persons or such subscription, purchase or beneficial holding or ownership is otherwise permitted under the South African Exchange Control Regulations or the rulings promulgated thereunder (including, without limitation, the rulings issued by the SARB providing for foreign investment allowances applicable to persons who are residents of South Africa under the applicable exchange control laws of South Africa).

### **Switzerland**

The Equity Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (“**SIX**”) or on any other stock exchange or regulated trading facility in Switzerland. This Placement Document has been prepared without regard to the disclosure standards for issuance prospectuses under Article 652a or Article 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under Articles 27 ff. of the SIX Listing Manual or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this Placement Document nor any other offering or marketing material relating to the Equity Shares or the Issue may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this Placement Document nor any other offering or marketing material relating to the Equity Shares or the Issue or us have been or will be filed with or approved by any Swiss regulatory authority. In particular, this Placement Document will not be filed with, and the Issue will not be supervised by, the Swiss Financial Market Supervisory Authority FINMA (“**FINMA**”),

and the Issue has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes (“CISA”). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of the Equity Shares.

The Equity Shares are being offered in Switzerland by way of a private placement, i.e., to a small number of selected investors only, without any public offer and only to investors who do not purchase the Equity Shares with the intention to distribute them to the public. The investors will be individually approached from time to time. This Placement Document, as well as any other offering or marketing material relating to the Equity Shares, is confidential and it is exclusively for the use of the individually addressed investors in connection with the offer of the Equity Shares in Switzerland and it does not constitute an offer to any other person. This Placement Document may only be used by those investors to whom it has been handed out in connection with the Issue described herein and may neither directly nor indirectly be distributed or made available to other persons without our express consent. It may not be used in connection with any other offer and shall in particular not be copied and/or distributed to the public in or from Switzerland.

#### **United Arab Emirates (excluding the Dubai International Financial Centre)**

This Placement Document does not constitute or contain an offer of securities to the general public in the UAE. No offering, marketing, promotion, advertising or distribution (together, “**Promotion**”) of this Placement Document or the Equity Shares may be made to the general public in the United Arab Emirates (the “**UAE**”) unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the “**SCA**”) and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors’ Chairman Decision no. (3/R.M.) of 2017 (the “**Promotion and Introduction Regulations**”), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to non-natural person “**Qualified Investors**” (as such term is defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE. None of the SCA, the UAE Central Bank, the UAE Ministry of Economy or any other regulatory authority in the UAE has reviewed or approved the contents of this Placement Document nor does any such entity accept any liability for the contents of this Placement Document.

In relation to its use in the UAE, this Placement Document is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

#### **Dubai International Financial Centre**

The Placement Document relate to an Exempt Offer in accordance with the Markets Rules Module of the Dubai Financial Services Authority (“**DFSA**”) Rulebook. This Placement Document are intended for distribution only to persons of a type specified in the Markets Rules Module. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this Placement Document nor taken steps to verify the information set forth herein and has no responsibility for this Placement Document. The securities to which this Placement Document relate may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the securities offered should conduct their own due diligence on the securities. If you do not understand the contents of this Placement Document you should consult an authorized financial adviser.

In relation to its use in the DIFC, this Placement Document are strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. The interests in the securities may not be offered or sold directly or indirectly to the public in the DIFC

#### **Singapore**

This Placement Document has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Placement Document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Equity Shares may not be circulated or distributed, nor may the Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the “**SFA**”) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 of the SFA except:

- (a) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;
- (b) where no consideration is or will be given for the transfer;
- (c) where the transfer is by operation of law;
- (d) as specified in Section 276(7) of the SFA; or
- (e) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Notification under Section 309B(1) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore -- The Equity Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

### **United Kingdom**

In relation to the United Kingdom, no Equity Shares have been offered or will be offered pursuant to the Issue to the public in the United Kingdom, except that offers of Equity Shares may be made to the public in the United Kingdom at any time under the following exemptions under the UK Prospectus Regulation:

- (a) to any legal entity which is a qualified investor as defined under the UK Prospectus Regulation;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined under the UK Prospectus Regulation), subject to obtaining the prior consent of Book Running Lead Managers for any such offer; or
- (c) in any other circumstances falling within Section 86 of the Financial Services and Markets Act ("FSMA"),

provided that no such offer of Shares shall require the Issuer or the Book Running Lead Managers to publish a prospectus pursuant to Section 85 of FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to any Equity Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares, and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act.

### *Other restrictions*

This Placement Document does not constitute an approved prospectus for the purposes of and as defined in section 85 of Financial Services and Markets Act 2000 ("FSMA"), has not been prepared in accordance with the prospectus rules issued by the Financial Conduct Authority ("FCA") pursuant to section 73A of the FSMA and has not been approved by or filed with the FCA. The Equity Shares may not be offered or sold and will not be offered or sold to the public in the United Kingdom (within the meaning of section 85 and 102B of the FSMA) save in the circumstances where it is lawful to do so without an approved prospectus (within the meaning of section 85 of the FSMA) being made available to the public before the offer is made.

This Placement Document is not to be distributed, delivered or passed on to any person resident in the United Kingdom, unless it is being made only to, or directed only at (a) persons falling within the categories of "investment professionals" as defined in Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005 as amended (the "**Financial Promotion Order**"), (b) persons falling within any of the categories of persons described in Article 49(2) of the Financial Promotion Order (high net worth companies, unincorporated associations etc), or (c) any other person to whom it may otherwise lawfully be made (all such persons together being referred to as "**relevant persons**").

This Placement Document must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons. Persons of any other description in the United Kingdom may not receive and should not act or rely on this Placement Document or any other marketing materials relating to the Equity Shares.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Equity Shares and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

If the recipient of this Placement Document is in any doubt about the investment to which this Placement Document relates, they should consult a person authorized under the FSMA who specializes in advising on investing in securities.

**United States**

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and outside the United States only in an “offshore transaction” in reliance on Regulation S.

**Other Jurisdictions**

The distribution of this Placement Document and the offer and sale of the Equity Shares may be restricted by law in certain jurisdictions. Persons into whose possession this Placement Document come are required to inform themselves about, and to observe, any such restrictions to the extent applicable.

## PURCHASER REPRESENTATIONS AND TRANSFER RESTRICTIONS

*Due to the following restrictions, Applicants are advised to consult legal counsel prior to Applying for the Equity Shares or making any offer, resale, pledge or transfer of the Equity Shares.*

The Equity Shares Allocated in the Offer are not permitted to be sold for a period of one year from the date of Allocation, except on floor of the BSE. Due to the following restrictions, investors are advised to consult legal counsel prior to making any resale, pledge or transfer of the Equity Shares, except if the resale of the Equity Shares is by way of a regular sale on the BSE.

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States 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 securities laws of all states and other jurisdictions of the United States.

*Each other purchaser of the Equity Shares is deemed to have represented, agreed and acknowledged as follows:*

1. You are outside the United States and are purchasing the Equity Shares in an “offshore transaction” as defined in Regulation S.
2. You are not an affiliate of our Company or a person acting on behalf of an affiliate of our Company.
3. You are not purchasing the Equity Shares as a result of any directed selling efforts (as defined in Regulation S), or any general solicitation or general advertising (as defined in Regulation D).
4. You will base your investment decision on a copy of the Placement Document and this Placement Document. You acknowledge that neither our Company nor any of its affiliates nor any other person (including the BRLMs) or any of their respective affiliates have made or will make any representations, express or implied, to you with respect to our Company, the Issue, the Equity Shares or the accuracy, completeness or adequacy of any financial or other information concerning our Company, the Offer for Sale or the Equity Shares, other than (in the case of our Company and its affiliates only) the information contained in the Placement Document and this Placement Document . You acknowledge that you have not relied on and will not rely on any investigation by, or on any information contained in any research reports prepared by the BRLMs or any of their respective affiliates.
5. You acknowledge (or if acting for the account of another person, such person has confirmed that they acknowledge) that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States.
6. You agree, on your own behalf and on behalf of any accounts for which you are acting, that you will not reoffer, resell,pledge or otherwise transfer the Equity Shares, except in an offshore transaction on a recognized Indian stock exchange in compliance with Regulation S.
7. None of you, any of your affiliates nor any person acting on behalf of you or any of your affiliates, has made or shall make any directed selling efforts (as defined in Regulation S), or any general solicitation or general advertising (as defined in Regulation D), with respect to the Equity Shares.
8. You agree that, prior to any sale of the Equity Shares, you shall notify the purchaser of such Equity Shares or the executing broker, as applicable, (a) of any transfer restrictions that are applicable to the Equity Shares being sold, and (b) that the Equity Shares have not been and will not be registered under the U.S. Securities Act.
9. You shall notify the executing broker and any other agent involved in any resale of the Equity Shares of the forgoing restrictions applicable to the Equity Shares and instruct such broker or agent to abide by such restrictions.
10. You understand and acknowledge that our Company shall have no obligation to recognize any offer, sale, pledge or other transfer made other than in compliance with the restrictions on transfer set forth and described herein and that our Company may make notation on its records or give instructions to any transfer agent of the Equity Shares.
11. You agree to indemnify and hold our Company and the BRLMs and their respective affiliates harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. You agree that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.
12. You understand that the foregoing representations, warranties, agreements, undertakings and acknowledgements are required in connection with United States and other securities laws and that our Company, BRLMs and their respective affiliates and others are entitled to rely upon the truth and accuracy of the representations, warranties, agreements, undertakings or acknowledgements contained herein. You agree that if any of the representations, warranties, agreements, undertakings and acknowledgements made herein are no longer accurate, you shall promptly notify our Company and the BRLMs in writing. All representations, warranties, agreements, undertakings and acknowledgements you have made in this document shall survive the execution and delivery hereof.

Any resale or other transfer, or attempted resale or other transfer, of the Equity Shares made other than in compliance with the above-stated restrictions shall not be recognized by our Company.

## THE SECURITIES MARKET OF INDIA

*The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchange and has not been prepared or independently verified by our Company, the BRLMs or any of their respective affiliates or advisors.*

### **The Indian Securities Market**

India has a long history of organised securities trading. In 1875, the first stock exchange was established in Mumbai. The BSE and the NSE together hold a dominant position among the stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

### **Stock Exchanges Regulation**

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the SCRA and the SCRR. SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the SCR (SECC) Rules, which regulate *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum capitalisation requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Rules along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations and guidelines concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

### **Listing and Delisting of Securities**

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, the SCRA, the SCRR, the SEBI Act, SEBI Listing Regulations and various guidelines and regulations issued by the SEBI and the stock exchanges. The SCRA empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, in relation to the voluntary and compulsory delisting of equity shares from the stock exchanges. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

### **Minimum Level of Public Shareholding**

All listed companies are required to ensure a minimum public shareholding at 25%. Further, where the public shareholding in a listed company falls below 25% at any time, such company is required to bring the public shareholding to 25% within a maximum period of 12 months from the date of such fall. Consequently, a listed company may be delisted from the stock exchanges for not complying with the above-mentioned requirement. Our Company is in compliance with this minimum publicshareholding requirement.

### **Index-Based Market-Wide Circuit Breaker System**

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10%, 15% and 20%. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the S&P CNX NIFTY of the NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise circuit breakers. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

### **BSE**

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain

permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of SEBI, with effect from August 19, 2005, BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017. It has evolved over the years into its present status as one of the premier stock exchanges of India.

## **NSE**

The NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. It has evolved over the years into its present status as one of the premier stock exchanges of India. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000. NSE launched the NSE 50 Index, now known as S&P CNX NIFTY, on April 22, 1996 and the Mid-cap Index on January 1, 1996.

### **Internet-based Securities Trading and Services**

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stockbrokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI. The NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the “equities” as well as the “derivatives” segments of the NSE.

### **Trading Hours**

Trading on both the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

### **Trading Procedure**

In order to facilitate smooth transactions, the BSE replaced its open outcry system with BSE On-line Trading (“**BOLT**”) facility in 1995. This totally automated screen based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation trading platform, BOLT Plus.

NSE has introduced a fully automated trading system called National Exchange for Automated Trading (“**NEAT**”), which operates on strict time/price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

### **SEBI Listing Regulations**

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management’s discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

### **SEBI Takeover Regulations**

Disclosure and mandatory bid obligations for listed Indian companies are governed by the SEBI Takeover Regulations which provide specific regulations in relation to substantial acquisition of shares and takeover. The SEBI Takeover Regulations prescribes certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provides for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The

SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer.

### **SEBI Insider Trading Regulations**

The SEBI Insider Trading Regulations have been notified to prohibit and penalise insider trading in India. An insider is, among other things, prohibited from dealing in the securities of a listed company when in possession of unpublished price sensitive information (“**UPSI**”). The SEBI Insider Trading Regulations, *inter alia*, impose certain restrictions on the communication of information by listed companies. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person



shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations. The SEBI Insider Trading Regulations make it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders. There are also initial and continuing shareholding disclosure obligations under the SEBI Insider Trading Regulations. The SEBI Insider Trading Regulations also provides for disclosure obligations for promoters, employees and directors, with respect to their shareholding in the company, and the changes therein. The board of directors of all listed companies are required to formulate and publish on the company's website a code of procedure for fair disclosure of UPSI along with a code of conduct for its employees for compliances with the SEBI Insider Trading Regulations. Insider Trading Regulations prescribe that the board of directors or head(s) of listed companies shall ensure that a structured digital database be maintained, containing the nature of unpublished price sensitive information, the names and details of persons who have shared the information and the names and details person with whom information is shared.

### **Depositories**

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI framed regulations in relation to the registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

### **Derivatives (Futures and Options)**

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of the SEBI.

## DESCRIPTION OF THE EQUITY SHARES

*The following is information relating to the Equity Shares including a brief summary of the Memorandum and Articles of Association and the Companies Act. Applicants are urged to read the Memorandum and Articles of Association carefully, and consult with their advisers, as the Memorandum and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.*

### Share capital

The authorized share capital of our Company is Rs.10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) Equity Shares having a face value of Rs.10 each. For further details please see the section “*Capital Structure*” on page 118.

### Dividends

Under Indian law, a company pays dividends upon a recommendation by its board of directors and approval by a majority of the shareholders at the AGM held each Fiscal. Subject to certain conditions laid down by Section 123 of the Companies Act, no dividend can be declared or paid by a company for any Fiscal except out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act or out of the profits of the company for any previous Fiscal(s) arrived in a manner laid down by the Companies Act and remaining undistributed or out of both or out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government.

Further, as per the Companies Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, in the event of inadequacy or absence of profits in any year, a company may declare dividend out of free reserves, provided: (a) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year; provided, this shall not apply to a company, which has not declared any dividend in each of the three preceding financial years (b) the total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of the paid up share capital of the company and free reserves of the company as per the most recent audited financial statement; (c) the amount so drawn shall be first utilised to set off the losses incurred by the company in the financial year in which the dividend is declared before any dividend in respect of equity shares is declared; and (d) the balance of reserves of the company after such withdrawal shall not fall below 15% of the company's paid up share capital as per the most recent audited financial statement of the company.

Our Board may retain any dividends on which our Company may have a lien and may apply the same towards the satisfaction of the debts or liabilities or engagement in respect of which the lien exists. No member shall be entitled to receive payment of interest and dividend in respect of his Equity Shares while any money may be due or owing from him to our Company and our Board may deduct from any dividend payable to any member all sums of money, if any, payable by him to our Company on account of calls in relation to the Equity Shares of our Company or otherwise. A transfer of Equity Shares shall not pass the right to any dividend declared therein before the registration of the transfer unless the registered holder of the Equity Shares authorises our Company to pay the dividend to the transferee.

According to the Articles of Association, dividends may be paid to the members according to their respective rights but the amount of dividend shall not exceed the amount recommended by our Board of Directors. However, our Company may declare a smaller dividend in the general meeting.

Unclaimed and unpaid dividend shall not be forfeited by our Company. Subject to applicable provisions of the Companies Act, if our Company has declared a dividend but which has not been paid or claimed or dividend warrant or such other instrument has not been posted within 30 days from the date of declaration to any member entitled to the payment of the dividend, our Company shall within seven days from the date of the expiry of the aforesaid 30 days period transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened in that behalf in any scheduled bank called unpaid dividend account.

The Equity Shares offered pursuant to this Placement Document shall rank *pari passu* with the existing Equity Shares in all respects including entitlements to any dividends that may be declared by our Company.

### Capitalisation of Profits and issue of bonus shares

In addition to permitting dividends to be paid out of current or retained earnings as described above, the Companies Act permits the board of directors of a company subject to approval of shareholders in a general meeting to issue fully paid up bonus shares to its members out of (a) the free reserves of the company, (b) the securities premium account, or (c) the capital redemption reserve account. However, a company may capitalise its profits or reserves for issue of fully paid up bonus shares, provided:

(a) its authorised by articles, (b) it has been, on the recommendation of the board of directors, been authorised by the shareholders in a general meeting, (c) it has not defaulted in payment of interest or principal in respect of fixed deposits or debt

securities issued by it, (d) it has not defaulted on payment of statutory dues such as contribution to provident fund, gratuity and bonus (e) there are no partly paid-up shares. The issue of bonus shares once declared cannot be withdrawn.

These bonus shares must be distributed to shareholders in proportion to the number of ordinary shares owned by them as

recommended by the board of directors. No issue of bonus shares may be made by capitalising reserves created by revaluation of assets, and no bonus shares shall be issued in lieu of dividend. Further, any issue of bonus shares would be subject to the SEBI ICDR Regulations.

Our Company may by a resolution passed in a general meeting of the Shareholders, upon a recommendation by the Board, resolve to capitalise whole or any part of the amount for the time being standing to the credit of any of our Company's reserve accounts or to the credit of the statement of profit and loss or otherwise available for distribution and distribute amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions and that all or any part of such capitalized fund shall be applied on behalf of such shareholders in paying up any amounts for the time being unpaid on any Equity Shares held by such Shareholders and/or in paying up in full, unissued shares of our Company to be allotted and distributed, credited as fully paid up in the proportion aforesaid, provided that a share premium account and a capital redemption reserve fund may, for the purposes of the Article, be applied in the paying of any unissued shares to be issued to members of our Company as fully paid bonus shares.

### **Pre-Emptive Rights and Alteration of Share Capital**

Subject to the provisions of the Companies Act, our Company may increase its share capital by issuing new shares on such terms and with such rights as it, by action of its shareholders in a general meeting may determine. According to Section 62(1)(a) of the Companies Act such new shares shall be offered to existing Shareholders in proportion to the amount paid up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. After such date the board may dispose of the shares offered in respect of which no acceptance has been received which shall not be disadvantageous to the Shareholders. The offer is deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other person.

Under the provisions of Section 62(1)(c) of the Companies Act, new shares may be offered to any persons whether or not those persons include existing shareholders, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed, if a special resolution to that effect is passed by our shareholders in a general meeting.

The Articles of Association provide that our Company, subject to compliance with requirements under the Companies Act, or any other applicable law in force in the general meeting, from time to time, may consolidate, divide or sub-divide its share capital.

Our Articles of Association permit our Company, pursuant to an ordinary resolution in a general meeting, to sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that, as between the holders of the shares resulting from such sub-division one or more of such shares shall have some preference or special advantage as regards dividend, payment of capital or voting or otherwise over or as compared with the other or others. Subject as aforesaid, our Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled.

### **General Meetings of Shareholders**

There are two types of general meetings of the shareholders, namely, AGM and EGM. Our Company is required to hold its AGM within six months after the expiry of each Fiscal provided that not more than 15 months shall elapse between two AGMs, unless extended by the RoC at its request for any special reason for a period not exceeding three months. Our Board of Directors may convene an EGM *suo motu* when it deems fit.

Notices, along with statement containing material facts concerning each special item, either in writing or through electronic mode, convening a meeting setting out the date, day, hour, place and agenda of the meeting must be given to every member or the legal representative of a deceased member, auditors of the company and every director of the company, at least 21 clear days prior to the date of the proposed meeting. A general meeting may be called after giving shorter notice if consent is received, in writing or electronic mode, from not less than 95% of the shareholders entitled to vote. Further, a general meeting, other than an annual general meeting may be called after giving a shorter notice if consent is received, by the majority in number of shareholders of the company who are entitled to vote and who represent not less than 95% of the paid up share capital of the company. Unless, the Articles of Association provide for a larger number, (i) five shareholders present in person, if the number of shareholders as on the date of meeting is not more than 1,000; (ii) 15 shareholders present in person, if the number of shareholders as on the date of the meeting is more than 1,000 but up to 5,000; and (iii) 30 shareholders present in person, if the number of shareholders as on the date of meeting exceeds 5,000, shall constitute a quorum for a general meeting of our Company, whether AGM or EGM. The quorum requirements applicable to shareholder meetings under the Companies Act have to be physically complied with, unless exempted by appropriate authority.

Due to the outbreak of COVID-19 pandemic and the restrictions imposed on gathering of people through social distancing norms, the MCA, by way of its, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, MCA has permitted companies to hold annual general meetings through video conferencing or

other audio visual means.

A company intending to pass a resolution relating to matters such as, but not limited to, amendments to the objects clause of the Memorandum, a variation of the rights attached to a class of shares or debentures or other securities, buy-backs of shares, giving loans or extending guarantees in excess of limits prescribed, is required to obtain the resolution passed by means of a postal ballot instead of transacting the business in our Company's general meeting. A notice to all the shareholders shall be sent along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a postal ballot within a period of 30 days from the date of posting the letter. Postal ballot includes voting by electronic mode.

### **Voting Rights**

At a general meeting, every member holding shares is entitled to vote through e-voting process. Upon a poll, the voting rights of each shareholder entitled to vote and present in person or by proxy is in the same proportion as the capital paid up on each share held by such holder bears to our Company's total paid up capital. The Chairman of the meeting has a casting vote or second vote.

Ordinary resolutions may be passed by simple majority of those present and voting. Special resolutions require that the votes cast in favour of the resolution must be at least three times the votes cast against the resolution. A shareholder may exercise his voting rights by proxy to be given in the form prescribed. The instrument appointing a proxy is required to be lodged with our Company at least 48 hours before the time of the meeting. A proxy may not vote except on a poll and does not have a right to speak at meetings.

### **Transfer of shares**

Shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are exempt from stamp duty. Our Company has entered into an agreement for such depository services with the NSDL and CDSL. SEBI requires that the shares for trading and settlement purposes be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange.

Pursuant to the SEBI Listing Regulations, in the event our Company has not effected the transfer of shares within 15 days or where our Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 15 days, it is required to compensate the aggrieved party for the opportunity loss caused during the period of the delay. The Equity Shares shall be freely transferable, subject to applicable laws.

### **Directors**

The Articles of Association provide that the number of Directors on the Board shall not be less than three and not more than 12. The Articles of Association also permit our Directors to appoint any other person as a director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number of 12, as fixed under the Articles of Association. However, any director so appointed shall hold office only up to the date of the next following annual general meeting of our Company but shall be eligible for re-election at such meeting.

### **Buy-back**

Our Company may buy back its own Equity Shares or other specified securities subject to the provisions of the Companies Act, 2013 and any related SEBI guidelines issued in connection therewith.

### **Registration of Transfers and Register of Members**

Our Company is required to maintain a register of members wherein the particulars of the members of our Company are entered. We recognize as shareholders only those persons whose names appear on the register of shareholders and cannot recognize any person holding any share or part of it upon any express, implied or constructive trust, except as permitted by law. In respect of electronic transfers, the depository transfers shares by entering the name of the purchaser in its books as the beneficial owner of the shares. In turn, the name of the depository is entered into our records as the registered owner of the shares. The beneficial

owner is entitled to all the rights and benefits as well as the liabilities with respect to the shares held by a depository. For the purpose of determining the shareholders, entitled to corporate benefits declared by our Company, the register may be closed for such period not exceeding 45 days in any one year or 30 days at any one time at such times, as the Board of Directors may deem expedient in accordance with the provisions of the Companies Act. Under the SEBI Listing Regulations of the stock exchanges on which our Company's outstanding Equity Shares are listed, our Company may, upon at least seven working days' (excluding the date of intimation and the record date) advance notice to such stock exchanges, set a record date and/or close the register of shareholders in order to ascertain the identity of shareholders. The trading of Equity Shares and the delivery of certificates in respect thereof may continue while the register of shareholders is closed.

### **Liquidation Rights**

In the event of our winding up, if the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up, on the shares held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital, at the commencement of the winding up, paid up or which ought to have been paid up on the shares issued upon special terms and conditions. On winding up, the preferenceshares issued by our Company shall rank in priority to Equity Shares but shall not be entitled to any further participation in profits or assets.

## LEGAL PROCEEDINGS

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (i) criminal proceedings involving our Company, Directors, or Promoters; (ii) actions by any statutory or regulatory authorities involving our Company, Directors, or Promoters; or (iii) claim involving our Company, Directors, or Promoters for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved), (iv) proceeding involving our Company, Directors, or Promoters (other than proceedings covered under (i) to (iii) above) which has been determined to be “material” pursuant to the materiality policy approved by our Board in its meeting held on August 27, 2022 (“**Materiality Policy**”) (as disclosed hereinbelow).

In terms of the Materiality Policy, other than outstanding criminal proceedings, actions taken by any statutory or regulatory authority and claims for any direct or indirect tax liabilities mentioned in point (i) to (iii) above, all other pending litigation:

**A. involving our Company, Promoters and Directors :**

- i. where the aggregate monetary claim made by or against our Company, in any such pending litigation proceeding is in excess of 01 percent of the turnover of our Company in the most recently completed Fiscal as per the Standalone Financial Information which amounts to Rs. 19,52,210 (Rupees Nineteen lakhs Fifty Two Thousand Two Hundred ten Only) Accordingly, we have disclosed all such outstanding litigation proceedings where the aggregate monetary claim made by or against our Company, in any such pending litigation proceeding is in excess of Rs. 19,52,210 ( Rupees Nineteen lakhs Fifty Two Thousand Two Hundred ten Only) (being 01 per cent of the turnover of our Company for the Fiscal 2022 as per the Financial Information); and
- ii. where the monetary liability is not quantifiable, or which does not fulfil the threshold specified in (i) above, but the outcome of which could, nonetheless may have a material adverse effect on the position, business, operations, prospects or reputation of our Company have been considered “material”;

- B. involving our Directors and our Promoters (individually or in aggregate), the outcome of which would materially and adversely affect the business, operations, prospects, financial position or reputation of our Company, irrespective of the amount involved, has been considered as material.**

Further, except as disclosed in this section, there are no disciplinary action taken against any of our Promoters by SEBI or the Stock Exchange in the three Fiscals preceding the date of this Placement Document.

Unless stated to the contrary, the information provided in this section is as of the date of this Placement Document. All terms defined in a summary pertaining to a particular litigation shall be construed only in respect of the summary of the litigation where such term is used.

### 1. LITIGATION INVOLVING OUR COMPANY

#### i. Litigation against our Company

1. Criminal Proceedings

NIL

2. Actions taken by Statutory/Regulatory Authorities

Nil

3. Tax Proceedings

Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

(Rs. in Lakhs)

Particulars	Number of cases	Amount involved*
	<b>Indirect Tax</b>	
Sales Tax/VAT	Nil	Nil
Central Excise and Customs	Nil	Nil
Service Tax	Nil	Nil
<b>Total</b>	Nil	Nil
	<b>Direct Tax</b>	
Cases filed against our Company	1	Nil
Cases filed by our Company	Nil	Nil
<b>Total</b>	Nil	Nil

\*To the extent quantifiable

Name of the Statute	Period to which amount relates	Form where the Dispute is pending	Case Particular
Income-tax Act, 1961	AY 2018-19	INCOME TAX DEPARTMENT OFFICE OF THE INCOME TAX OFFICER ITO W-2(1), GUWAHATI	Income Tax Department has issued an Order under clause (d) of section 148A of the Income-tax Act, 1961 on the basis of Information received through Risk Management Strategy of the Central Board of Direct Taxes, New Delhi flagged through Insight Portal. After verification of the information uploaded in the Insight portal, it is found that during the F.Y. 2017-18 relevant to the A.Y. 2018-19 about fictitious transaction with M/s Newedge Vinimay (P) Ltd by the assessee i.e. M/s Elitecon International Limited (formerly known as M/s Kashiram Jain & Company Limited) . As per information the assessee has received credit entry amounting to Rs.22,00,000/-(Rupees Twenty Lakhs only) from M/s Newedge Vinimay (P) Ltd.

#### 4. Other Material Litigations

Nil

5. *Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals*

Nil

**ii. Litigation by our Company**

1. *Criminal Proceedings*

Nil

2. *Civil and other Material Litigations*

Nil

**2. LITIGATION INVOLVING OUR PROMOTER**

**i. Cases filed against our Promoter**

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Nil

4. *Other Material Litigations*

Nil

5. *Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals*

Nil

**ii. Cases filed by our Promoter**

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

**3. LITIGATION INVOLVING OUR DIRECTORS**

**i. Cases filed against our Directors**

1. *Criminal Proceedings*



Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Nil

4. *Other Material Litigations*

Nil

5. *Disciplinary action against our Directors by SEBI or any stock exchange in the last five Fiscals*

Nil

**ii. Cases filed by our Directors**

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

**4. LITIGATION INVOLVING OUR SUBSIDIARIES**

Not Applicable. As on date of this Placement Document, the Company does not have any subsidiary company.

**5. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

Particulars	No. of Creditors	Amount
Outstanding dues to small scale undertakings	31	6621.60
Outstanding dues to other creditors	-	-
Total	31	6621.60

For further details, refer to the section titled “Selected Financial Information of Our Company” on page 29 of this Placement Document.

**6. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

**7. MATERIAL DEVELOPMENT SINCE MARCH 31, 2022.**

Since the date of the last financial statements disclosed in this Placement Document, there have not arisen, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months. For further details, please refer to the chapter titled “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” on page 121 of this Placement Document .

## OUR STATUTORY AUDITORS

Our Company's Statutory Auditors, V. N. Purohit & Co., Chartered Accountants, are independent auditors with respect to our Company, as required by the Companies Act and in accordance with the guidelines issued by the ICAI.

The Limited Reviewed Unaudited Financial Results, and Audited Financial Statements for Fiscal 2022 have been reviewed and audited, as applicable, by our erstwhile Statutory Auditors, SAARK and Co.

The Audited Financial Statements for Fiscals 2020 and 2019 have been audited by our erstwhile Statutory Auditors, Poddar Agarwal & Co.

### CHANGES IN AUDITORS

Changes in the Statutory Auditors during the three years immediately preceding the date of this Placement Document are as disclosed below:

From	To	Reason	Date
Name: M/s. Poddar Agarwal & Co. Address: RGM, 8/77, Aswini Nagar, 2nd Floor, Behind Calcutta Public School Kolkata-700059, West Bengal Email: poddaragarwalandco@gmail.com Peer Review Certificate No.: N.A Firm Registration No.: 329486E	Name: SAARK AND CO, Chartered Accountants Address: 301-302,203, Plot No. 7, Aggarwal Plaza, LSC-1 , Mixed Housing Complex, Mayur Vihar Phase-3 , Delhi-110096 Email: casushillal@gmail.com Peer Review Certificate No.: 011730 Firm Registration No.: 021758N	Auditor appointed in case of casual vacancy	September 30, 2021
Name: SAARK AND CO, Chartered Accountants Address: 301-302,203, Plot No. 7, Aggarwal Plaza, LSC-1, Mixed Housing Complex, Mayur Vihar Phase- 3 , Delhi-110096 Email: casushillal@gmail.com Peer Review Certificate No.: 011730 Firm Registration No.: 021758N	Name: V. N. Purohit & Co., Chartered Accountants Address: 214, New Delhi House, 2 <sup>nd</sup> Floor, 27, Barakhamba Road, New Delhi-110001 Email: vnpdelhi@vnpaudit.com Peer Review Certificate No.: 012784 Firm Registration No.: 304040E	Auditor appointed in case of casual vacancy	September 30, 2022

## GENERAL INFORMATION

- Our Company was incorporated as Kashiram Jain and Company Limited, under the Companies Act, 1956 pursuant to a certificate of incorporation dated December 15, 1987 issued by the Registrar of Companies, Assam, Meghalaya, Manipura, Tripura, Mizoram, Nagaland & Arunachal Pradesh (“RoC”) and commenced its business on April 08, 1988 pursuant to a certificate of commencement of business issued by RoC. The name of the Company was changed from “Kashiram Jain and Company Limited” to “Elitecon International Limited” and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Shillong on November 07, 2019.
- Our registered office is located at 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, East Delhi , Delhi-110092.
- The address of our Company’s registered office was changed from B-4, Ground Floor, Shankar Garden, Vikaspuri, New Delhi-110018 to 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, East Delhi, Delhi-110092 with effect from November 29, 2022.
- The address of our Company’s registered office was changed from Lachit Nagar, S. R. B. Road, Guwahati, Kamrup, Assam- 781007, to B-4, Ground Floor, Shankar Garden, Vikaspuri New Delhi 110018 India pursuant to an order issued by the Regional Director with effect from February 18, 2022.
- Our CIN is L16000DL1987PLC396234. The website of our Company is [www.eliteconinternational.com](http://www.eliteconinternational.com).
- Our corporate office is located at 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, East Delhi, Delhi-110092.
- Our Equity Shares are listed on BSE since January 04, 2016.
- The Issue was Authorized and approved by our Board of Directors on August 03, 2022.
- BSE, vide its email confirmation dated March 14, 2023 has confirmed and taken on record the submissions made by the Book Running Lead Manager with reference to the proposed Offer for Sale through QIP by Elitecon International Limited
- Copies of our Memorandum and Articles of Association will be available for inspection between 10:00 am to 5:00 pmon any weekday (except Saturdays and public holidays) during the Issue Period at our Registered Office and Corporate Office.
- Except as disclosed in this Placement Document, there has been no material adverse change in our financial position since March 31, 2022, the date of the Audited Financial Results included in this Placement Document.
- The Floor Price is Rs. 30/- per Equity Share and has been calculated in consultation with BRLM.
- Our Company has obtained necessary consents, approvals and authorizations required in connection with the Issue.
- Except as disclosed in this Placement Document, there are no material litigation pending against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which may have a material adverse effect on the Issue. For further details, see “*Legal Proceedings*” on page 180.
- The Company and the BRLM accept no responsibility for statements made otherwise than in this Placement Document and anyone placing reliance on any other source of information, including our website, would be doing it at his or her own risk.
- The details Company Secretary and Compliance Officer of our Company are as follows:  
**Ms. Neha Anuj**  
**Elitecon International Limited**  
152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, East Delhi, Delhi-110092  
Tel: +91-9871761020  
Email: [cs@eliteconinternational.com](mailto:cs@eliteconinternational.com)  
Website: [www.eliteconinternational.com](http://www.eliteconinternational.com)

## PROPOSED ALLOTTEES IN THE OFFER

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the BRLM, to Eligible QIBs only, on a discretionary basis. The names of the proposed Allottees and the percentage of post-offer capital that may be held by them is set forth below. The details of the proposed Allottees, assuming that the Equity Shares are Allocated to them pursuant to the offer, will be included in the Placement Document to be sent to such proposed Allottees.

Sr. No.	Name of the proposed Allottees*	Percentage of the Post-Offer Sale Share Capital held (%)^
1.	Nexpact Limited	7.744
2.	AG Dynamic Funds Limited	7.744

^ Based on beneficiary position as on March 31, 2023

\*The details of the proposed Allottees have been intentionally left blank and will be filled in before issuing of the Placement Document to such proposed Allottees.

The post-offer shareholding pattern (in percentage terms) of the proposed Allottees has been disclosed on the basis of their respective PAN, except in case of Mutual Funds, Insurance Companies, and FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID has been considered.

## DECLARATION

The Board of Directors of our Company certifies that:

- (i) our Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- (ii) the compliance with the Companies Act, 2013 and the rules thereunder, does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government;
- (iii) all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on our Company's business have been obtained, are currently valid and have been complied with; and
- (iv) The Company further certifies that all the statements in this Placement Document are true and correct.

**For and on behalf of the Board, signed by:**

***(VIPIN SHARMA)***  
***Managing Director***  
***DIN: 01739519***


Date: May 03, 2023  
Place: Delhi

## APPLICATION FORM

### Indicative format of the Application Form

An indicative format of the Application Form is set forth below.

*(Note: The format of the Application Form included herein below is indicative and for the illustrative purposes only and no Applications in this Offer for Sale can be made through the sample Application Form. Our Company, in consultation with the BRLM, shall identify Eligible QIBs and circulate serially numbered copies of this Placement Document and the Application Form, specifically addressed to such Eligible QIBs. Any application to be made in the Offer for Sale should be made only upon receipt of serially numbered copies of this Placement Document and the Application Form and not on the basis of the indicative format below.)*

 <p><b>ELITECON INTERNATIONAL LIMITED</b></p> <p><i>(Incorporated in the Republic of India under the provisions of the Companies Act, 1956)</i>  <b>Registered &amp; Corporate Office:</b> 152, Shivani Apartments, Plot No. 63, I.P. Extension, Patparganj, East Delhi, Delhi-110092;  <b>Telephone:</b> +91-9871761020;; <b>E-mail:</b> <a href="mailto:admin@eliteconinternational.com">admin@eliteconinternational.com</a>  <b>Website:</b> <a href="http://www.eliteconinternational.com">www.eliteconinternational.com</a>;  <b>CIN:</b>L16000DL1987PLC396234</p>	<p><b>APPLICATION FORM</b></p> <p>Name of the Applicant _____</p> <p>Form. No. [●]</p> <p>Date: _____</p>
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QUALIFIED INSTITUTIONS PLACEMENT OF UP TO 1,87,400 (ONE LAKH EIGHTY-SEVEN THOUSAND FOUR HUNDRED ONLY) EQUITY SHARES OF FACE VALUE Rs.10 EACH (“EQUITY SHARES”), FOR CASH AT A PRICE OF Rs.30 (RUPEES THIRTY ONLY) PER EQUITY SHARE (“OFFER FOR SALE PRICE”), INCLUDING A PREMIUM OF Rs. 20 PER EQUITY SHARE, AGGREGATING UP TO Rs. 56.22 Lakhs (RUPEES FIFTY-SIX LAKHS TWENTY-TWO THOUSAND ONLY) IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, 2013, AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE “COMPANIES ACT”), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE “PAS RULES”) AND CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”) BY DUC EDUCATION FOUNDATION (THE “COMPANY”) (HEREINAFTER REFERRED TO AS THE “OFFER FOR SALE”).

Only Qualified Institutional Buyers (“QIBs”) as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which: (a) are not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; or (b) hold a valid and existing registration under the applicable laws in India (as applicable); (c) are not restricted from participating in the Offer for Sale under the SEBI ICDR Regulations and other applicable laws; are eligible to submit this Application Form. In addition to the above, with respect to the Offer for Sale, Eligible QIBs shall consist of (i) QIBs which are resident in India; and (ii) Eligible FPIs (as defined hereinbelow) participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (“FEMA Rules”). Further, except as provided in (ii) above, other non-resident QIBs (including FVCIs and non-resident multilateral and bilateral development financial institutions) are not permitted to participate in the Offer for Sale. 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 of the United States and, unless so registered, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold 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 the Equity Shares in the United States. You should note and observe the selling and transfer restrictions contained in the sections of the accompanying placement document dated May 03, 2023 (the “PPD”) titled “Selling Restrictions” and “Transfer Restrictions”.

ELIGIBLE NON-RESIDENT QIBs CAN PARTICIPATE IN THE OFFER FOR SALE IN COMPLIANCE WITH THE FOREIGN EXCHANGE MANAGEMENT (NON-DEBT INSTRUMENTS) RULES, 2019, (“FEMA RULES”). ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE IN THE OFFER FOR SALE THROUGH SCHEDULE II OF THE FEMA RULES, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO THE FDI POLICY READ ALONG WITH THE PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA AND RULE 6 OF THE FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE, AS PRESCRIBED IN THE FDI POLICY AND THE FEMA RULES AND SHALL HAVE TO BE IN CONFORMITY WITH THE APPLICABLE PROVISIONS OF THE FEMA RULES. ALLOTMENTS MADE TO AIFs AND VCFs IN THE OFFER FOR SALE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING IN RELATION TO LOCK-IN REQUIREMENT. AIFs AND VCFs WHOSE SPONSOR AND MANAGER ARE NOT INDIAN OWNED AND CONTROLLED IN TERMS OF THE FEMA RULES, OR FVCIs, FOREIGN MULTILATERAL AND BILATERAL DEVELOPMENT FINANCIAL INSTITUTIONS AND ANY OTHER NON-RESIDENT INVESTORS ARE NOT PERMITTED TO PARTICIPATE IN THE OFFER FOR SALE

STATUS (Please )			
<b>FI</b>	Scheduled Commercial Banks and Financial Institutions	<b>IC</b>	Insurance Companies
<b>MF</b>	Mutual Funds	<b>VCF</b>	Venture Capital Funds
<b>NIF</b>	National Investment Fund	<b>FPI</b>	Eligible Foreign Portfolio Investor*
<b>IF</b>	Insurance Funds	<b>AIF</b>	Alternative Investment Fund**
<b>SI-NBFC</b>	Systemically Important Non-Banking Financial Companies	<b>OTH</b>	Others (Please specify)

\*Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, other than individuals, corporate bodies and family offices who are not allowed to participate in the Offer for Sale

\*\* Sponsor and Manager should be Indian owned and controlled

To,  
**The Board of Directors**  
**Elitecon International Limited**  
152, Shivani Apartments, Plot No. 63,  
I.P. Extension, Patparganj, East Delhi,  
Delhi-110092

Dear Sirs,

On the basis of the serially numbered PPD of the Company and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Offer for Sale, on the terms and Offer Price indicated below. We confirm that we are an Eligible QIB as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded from making an application in the Offer for Sale pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, and (b) restricted from participating in the Offer for Sale under the SEBI ICDR Regulations and other applicable laws, including foreign exchange related laws, and that we are not a promoter (as defined under the Companies Act and the SEBI ICDR Regulations) of the Company, or any person related to the promoters of the Company, directly or indirectly and this Application Form does not directly or indirectly represent the promoter or promoter group of the Company or persons or entities related thereto. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with the promoters or members of the promoter group, no veto rights or right to appoint any nominee director on the board of directors of the Company. We confirm that we are either a QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Rules. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules nor a FVCI or a non-resident multilateral or bilateral development financial institution not eligible to invest in India under applicable law. We confirm that the aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Application does not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**"). We further understand, acknowledge and agree that (i) our names, address, contact details, PAN number, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Offer for Sale, we are aware pursuant to the requirements under Form PAS-4 of the PAS Rules that our names (as proposed Allottees) and the percentage of our post-Offer shareholding in the Company will be disclosed in the Placement Document and we are further aware that disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Offer for Sale shall continue to be at the sole discretion of the Company, in consultation with the BRLM; and (iii) in the event that Equity Shares are Allotted to us in the Offer for Sale, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, National Capital Territory of Delhi and Haryana at Delhi (the "**RoC**") as required in terms of the PAS Rules. Further, we are aware and agree that if we, together with any other Eligible QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Offer for Sale, the Company will disclose our name, along with the name of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the website of BSE Limited (together referred to as the "**Stock Exchanges**"), and we consent to such disclosure. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the Reserve Bank of India and other applicable laws. We specifically confirm that our Application for the Allotment of the Equity Shares is not in violation of the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

We confirm, that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us, if applicable, in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, the Companies Act, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the PPD and this Application Form. We confirm that, in relation to our application, each foreign portfolio investor ("**FPI**") as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended (other than individuals, corporate bodies and family offices), and including persons who have been registered under these regulations (such FPIs, "**Eligible FPIs**"), have submitted separate Application Forms, and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the Application Amount per equity share and number of equity shares to be Allotted under each scheme. We undertake that we will sign and/or submit all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Applicant and the Applicant has all the relevant approvals for applying in the Offer for Sale. We note that the Board or any duly authorized committee thereof, is entitled, in consultation with Turnaround Corporate Advisors Private Limited (**BRLM**), in their sole discretion, to accept or reject this Application Form without assigning any reason thereof. We hereby agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, Placement Document and the Confirmation of Allocation Note ("**CAN**") when issued and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below, subject to receipt of Application Form and the Application Amount towards the Equity Shares that may be Allocated to us. The amount payable by us as Application Amount for the Equity Shares applied for has been/will be remitted to the designated bank account set out in this Application Form through electronic mode, along with this Application Form prior to the Offer Closing Date and such Application Amount has been/will be transferred from a bank account maintained in our name. We acknowledge and agree that we shall not make any payment in cash or cheque. We are aware that (i) Allocation and Allotment in the Offer for Sale shall be at the sole discretion of the Company, in consultation with the BRLMs; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Application Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Offer Price, or the Company is unable to allocate the Equity Shares offered in the Offer for Sale or if there is a cancellation of the Offer for Sale, or the listing of the Equity Shares does not occur in the manner described in the PPD, the Placement Document, the SEBI ICDR Regulations and other applicable laws, the Application Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Application Amount was paid by us. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and transferability requirements. In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and transferability requirements, as may be applicable to us.

By signing and/or submitting this Application Form, we hereby confirm and agree (i) that the representations, warranties, acknowledgements and agreements as provided in the sections "Notice to Investors", "Representations by Investors", "Offer for Sale Procedure", "Selling Restrictions" and "Transfer Restrictions" sections of the PPD; and (ii) the terms, conditions and agreements mentioned herein, are true and correct and acknowledge and agree that these representations, warranties, acknowledgements and agreements are given by us for the benefit of the Company and the BRLM for the Offer for Sale, each of which is entitled to rely on and is relying on these representations and warranties in consummating the Offer for Sale.

By signing and submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the PPD along with the Application Form, have read it in its entirety including in particular, the section "Risk Factors" therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the BRLM or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document, this Application Form, the CAN, when offered, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Offer for Sale, we shall not sell such Equity Shares otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Application or revise our Application downwards after the Offer Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchange; (6) Equity Shares shall be Allocated and Allotted at the discretion of the Company, in consultation with the BRLM and the submission of this Application Form and payment of the corresponding Application Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of our post-Offer shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLMs; (8) the number of Equity Shares Allocated to us pursuant to the Offer for Sale, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Offer for Sale and we shall provide all necessary information in this regard to the Company and the BRLM. For the purposes of this representation: The expression "belong to the same group" shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations i.e. entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary(ies) or holding company and any other QIB; and "control" shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the Takeover Regulations; (9) We agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document, this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as

per the details given below.

We acknowledge that the Equity Shares have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. By signing this Application Form and checking the applicable box above, we hereby represent that we are located outside the United States and purchasing Equity Shares in an offshore transaction complying with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales are made. We confirm that we have read the representations, warranties and agreements contained in the sections entitled "Selling Restrictions" and "Transfer Restrictions" of the PPD.

By signing and submitting this Application Form, we further represent, warrant and agree that we have such knowledge and experience in financial, business and investment matters so as to be capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares. No action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction. We satisfy any and all relevant suitability standards for investors in Equity Shares, have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares.

We acknowledge that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Application Amount has been transferred to the Bank account of offering promoter (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Offer Closing Date. In case Applications are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Application Amount to the Bank Account of offering promoter, on behalf of the Eligible QIB.

APPLICANT DETAILS (In Block Letters)			
NAME OF APPLICANT*			
NATIONALITY			
REGISTERED ADDRESS			
CITY AND CODE			
COUNTRY			
TELEPHONE NO.		FAX NO.	
E-MAIL		MOBILE NO.	
FOR ELIGIBLE FPIs**	SEBI FPI REGISTRATION NO.		
FOR MF / AIFs*** / VCFs*** / SI-NBFC / INSURANCE COMPANIES	SEBI / RBI / IRDAI Registration Number:		
<p><i>*Name should exactly match with the name in which the beneficiary account is held. Application Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund applicants are requested to provide details of the applicants made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Company and the BRLM.</i></p> <p><b>** In case you are an FPI holding a valid certificate of registration and eligible to invest in the Offer for Sale, please mention your SEBI FPI Registration Number.</b></p> <p><b>*** Allotments made to AIFs and VCFs in the Offer for Sale are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Offer for Sale.</b></p>			

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, allocated to us in the Offer for Sale will be aggregated to disclose the percentage of our post-Offer shareholding in the Company in the Placement Document in line with the requirements under PAS-4 of the PAS Rules. For such information, the BRLM have relied on the information provided by the registrar and share transfer agent of the Company for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

BANK ACCOUNT DETAILS FOR PAYMENT OF AMOUNT THROUGH ELECTRONIC FUND TRANSFER			
REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER			
Name of the Account		Account Type	
Name of Bank		Address of the Branch of the Bank	
Account No.		IFSC	
Legal Entity Identifier Code		Email and telephone number	Email: Landline:

The Application Amount should be transferred pursuant to the Application Form only by way of electronic fund transfers, towards the **Bank account of offering promoter**. Payment of the entire Application Amount should be made along with the Application Form on or before the closure of the Offer Period i.e. within the Offer Closing Date. All payments must be made in favor of "Bank account of offering promoter". **The payment for subscription to the Equity Shares Allocated in the Offer for Sale shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.**

DEPOSITORY ACCOUNT DETAILS												
Depository Name	National Securities Depository Limited						Central Depository Services (India) Limited					
Depository Participant Name												
DP - ID	I	N										
Beneficiary Account Number							(16-digit beneficiary A/c. No. to be mentioned above)					

The demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. **However, for the purposes of refund, if any, only the bank details as mentioned below, from which the Application Amount has been remitted for the Equity Shares applied for in the Offer for Sale will be considered.**



The Applicants are responsible for the accuracy of the bank account details mentioned below and acknowledge that the successful processing of refunds if, any, shall be dependent on the accuracy of the bank account details provided by you. The Company and the BRLM shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number	157705500251	IFSC Code	ICIC0001577
Bank Name	ICICI Bank Ltd.	Bank Branch Address	SHOP NO.18,19,21,& 22. KIRTIMAN PLAZA, SEC-30 NOIDA-201307, UTTAR PRADESH

NO. OF EQUITY SHARES APPLIED FOR		APPLICATION AMOUNT PER EQUITY SHARE (RUPEES)	
(In Figures)	(In Words)	(In Figures)	(In Words)

DETAILS OF CONTACT PERSON	
Name:	
Address:	
Tel. No:	Fax No:
E-mail:	

OTHER DETAILS***		ENCLOSURES ATTACHED
PAN*		<input type="checkbox"/> Copy of the PAN Card or PAN allotment letter <input type="checkbox"/> FIRC <input type="checkbox"/> Copy of the SEBI registration certificate as a Mutual Fund <input type="checkbox"/> Copy of the SEBI registration certificate as an Eligible FPI <input type="checkbox"/> Copy of the SEBI registration certificate as an AIF <input type="checkbox"/> Copy of the SEBI registration certificate as a VCF <input type="checkbox"/> Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a scheduled commercial bank <input type="checkbox"/> Copy of notification as a public financial institution <input type="checkbox"/> Copy of the IRDAI registration certificate <input type="checkbox"/> Intimation of being part of the same group <input type="checkbox"/> Certified true copy of power of attorney <input type="checkbox"/> Others, please specify __
Legal Entity Identifier Code		
Date of the Application		
Signature of Authorized Signatory (may be signed either physically or digitally)**		

\*Please note that the Applicant should not submit the GIR number or any other identification number instead of the PAN, unless the Applicant is exempted from requirement of obtaining a PAN under the Income Tax Act, 1961, as the application is liable to be rejected on this ground.

\*\*A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practical.

\*\*\*The application form is liable to be rejected if any information provided is incomplete or inadequate

**Note 1:** Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD and Placement Document, unless specifically defined herein.

**Note 2:** The Application Form is liable to be rejected if any information provided is incomplete or inadequate.

**Note 3:** The duly filed Application Form along with all enclosures shall be submitted to the BRLM either through electronic form at the email mentioned in the PPD or through physical deliver at the address mentioned in PPD.

The Application Form and the PPD sent to you and the Placement Document which will be sent to you, either in physical form or in electronic form or both, are specific to you and you may not distribute or forward the same and are subject to the disclaimers and restrictions contained or accompanying these documents.