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SECTION – I GENERAL

DEFINITIONS AND ABBREVIATIONS

In this Draft Red Herring Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.

General Terms

| Term | Description |
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| “Archee Group Contracts Limited”, or “Archee” or “the Company”, or “our Company” or the “Issuer” | Archee Group Contracts Limited, a public limited company incorporated under the provisions of the Companies Act, 1956, having CIN: U70200HR2011PLC042960 registered office at 205-206, Second Floor, Suncity Trade Tower, Sector 21, Old Delhi Gurugram Road, Industrial Complex Dundahera, Gurgaon, Haryana, India, 122016. |
| “we”, “us”, or “our” | Unless the context otherwise indicates or implies, refers to our Company. |

Company related terms

| Term | Description |
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| AoA / Articles / Articles of Association | The articles of association of our Company, as amended from time to time. |
| Audit Committee | The audit committee of our Company, constituted on August 13, 2024 in accordance with the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 201. |
| Auditors / Statutory Auditors / Peer Reviewed Auditors | The statutory and peer reviewed auditor of our Company, currently being Kapish Jain and Associates, Chartered Accountants, having their office at 504, B-wing, Statesman House, 148, Barakamba Road, New Delhi – 110001. |
| Banker to our Company | Kotak Mahindra Bank |
| Board of Directors / Board / Directors (s) | The Board of Directors of Archee Group Contracts Limited, including all duly constituted Committees thereof as the context may refer to. |
| Chief Financial Officer /CFO | The Chief Financial Officer of our Company is Mr. Babit Khurana. |
| Companies Act, 2013 | The Companies Act, 1956/2013 as amended from time to time. |
| Company Secretary and Compliance Officer | The Company Secretary and Compliance officer of our Company is Ms. Lalita Vats. |
| Corporate Identification Number / CIN | U70200HR2011PLC042960 |
| DIN | Director Identification Number |
| Director(s) | Directors on our Board as described in “ <i>Our Management</i> ”, beginning on page 201. |
| Equity Shares | Equity Shares of our Company of Face Value of ₹ 10 each fully paid-up. |
| Equity Shareholders / Shareholders | Persons / entities holding Equity Share of our Company. |
| Executive Directors | Executive Directors are the Managing Director & Whole Time Directors of our Company. |
| Group Company or Group Companies | In terms of SEBI ICDR Regulations, the term “ <i>Group Companies</i> ” includes companies (other than our Promoter and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by |



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| | our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Entities</i> ” beginning on page 222. |
| Independent Director(s) | Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 201. |
| ISIN (Equity) | International Securities Identification Number. In this case being INE0Z5W01012. |
| Key Management Personnel / KMP | Key managerial personnel of our Company in terms of Section 2(51) of the Companies Act, 2013, together with the Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 201. |
| Managing Director | The Managing Director of our Company is Mr. Nitin Sahjwani. |
| Materiality Policy | The policy adopted by our Board on August 13, 2024 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations. |
| MOA / Memorandum / Memorandum of Association | The Memorandum of Association of our Company, as amended from time to time. |
| Nomination and Remuneration Committee | The Nomination and Remuneration Committee of our Company, constituted on August 13, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 201. |
| Non-Executive Director | A Director not being an Executive Director or is an Independent Director. |
| Promoter(s) | Collectively, Ms. Monika Dhaka, Mr. Nitin Sahjwani, Mr. Abhishek Dhaka and Ms. Maanvita Dhaka. See “ <i>Our Promoters and Promoter Group – Our Promoters</i> ” on page 217. |
| Promoter Group | Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations as disclosed in the Chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 217. |
| Promoter Selling Shareholder | Ms. Monika Dhaka. |
| Registered Office | The Registered Office of our Company situated at 205-206, Second Floor, Suncity Trade Tower, Sector 21, Old Delhi Gurugram Road, Industrial Complex Dundaheera, Gurgaon, Haryana, India, 122016. |
| Registrar of Companies / RoC | Registrar of Companies, Delhi situated 4 th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019, India. |
| Restated Financial Statements | Restated Financial Statements of our Company for the stub period ending on June 30, 2024 and for the financial years ended on March 31 of 2024, 2023 and 2022 (prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations) which comprises the restated summary statement of assets & liabilities, the restated summary statement of profit and loss and restated summary statement of cash flows along with all the schedules and notes thereto. |
| Risk Management Committee | Risk Management Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and as described in “ <i>Our Management – Committees of our Board of Directors – Risk Management Committee</i> ” on page 201. |
| Shareholder(s) | Shareholders of our Company, from time to time |
| Stakeholders’ Relationship Committee | The Stakeholders’ Relationship Committee of our Company, constituted on August 13, 2024, in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 201. |

Offer Related Terms

| Term | Description |
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| Abridged Prospectus | Abridged prospectus means a memorandum containing such salient features of the Prospectus as may be specified by SEBI in this regard. |
| Allocation / Allocation of Equity Shares | Allocation of Equity Shares of our Company pursuant to the Offer of Equity Shares to the successful Applicants. |
| Allotment/ Allot/ Allotted | Offer and allotment of Equity Shares of our Company pursuant to the Offer of the Equity Shares to the successful Applicants. |
| Allotment Advice | Note or advice or intimation of Allotment sent to the successful Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange. |
| Allotment Date | Date on which the Allotment is made |
| Allottee(s) | Successful Applicants to whom Equity Shares of our Company shall have been allotted. |
| Anchor Investor | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs. |
| Anchor Investor Allocation Price | The price at which Equity Shares may be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which may be decided by our Company, Promoter Selling Shareholder in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Offer Period. |
| Anchor Investor Application Form | The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus. |
| Anchor Investor Bid/ Offer Period or Anchor Investor Bidding Date | The date one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed. |
| Anchor Investor Offer Price | The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. |
| Anchor Investor Pay-in Date | With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date. |
| Anchor Investor Portion | Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulation |
| Applicant | Any prospective investor who makes an application for Equity Shares of our Company in terms of this Prospectus. |
| Application Amount | The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Prospectus. |
| Application Form | The Form in terms of which the prospective investors shall apply for our Equity Shares in the Offer. |
| ASBA/Application | Applications Supported by Blocked Amount (ASBA) means an application for |

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| Supported by Blocked Amount | Subscribing to the Offer containing an authorization to block the application money in a bank account maintained with SCSB. |
| ASBA Account | Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount. |
| ASBA Application location(s)/ Specified Cities | Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Rajkot, Bangalore, Hyderabad, Pune, Baroda and Surat. |
| ASBA Investor/ASBA applicant | Any prospective investor(s)/applicant(s) in this Offer who apply (ies) through the ASBA process. |
| ASBA Form(s) | An application form, whether physical or electronic, used by ASBA Applicant and which will be considered as the application for Allotment in terms of the Prospectus. |
| Banker(s) to the Offer/ Public Offer Bank(s) | Escrow Collection Bank, Public Offer Bank, Sponsor Bank and Refund Bank, as the case may be, which are Clearing Members and registered with SEBI as Banker to the Offer with whom the Public Offer Account Agreement is entered and in this case being [●]. |
| Basis of Allotment | The basis on which Equity Shares will be Allotted to the successful Applicants under the Offer and which is described under chapter titled “ <i>Offer Procedure</i> ” beginning on page 297. |
| Bid | An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly. |
| Bid Lot | [●] Equity Shares and in multiples of [●] Equity Shares thereafter. |
| Bid/Offer Closing Date | The date on which Offer closes for subscription. Our Company and Promoter Selling in consultation with the BRLM, may, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations. |
| Bid/Offer Opening Date | The date on which Offer opens for subscription. Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. |
| Bid/ Offer Period | Our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager may consider closing the Bid/Offer Period for the QIB Portion One Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company and Promoter Selling Shareholder may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. |



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| Bidder | Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied. |
| Bid Amount | The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus. |
| Bid cum Application Form | The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus. |
| Book Building Process | Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made |
| BRLM(s) / Book Running Lead Manager(s) | Book Running Lead Manager(s) to the Offer, in this case being Shannon Advisors Private Limited, SEBI Registered Category I Merchant Banker. |
| Broker Centres | Broker centres notified by the Stock Exchanges where ASBA Applicants can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges. |
| Cap Price | The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted |
| Client ID | The client identification number maintained with one of the Depositories in relation to demat account. |
| Collecting Depository Participant/ CDP | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI. |
| Controlling Branch | Such branch of the SCSBs which coordinate Applications under this Offer by the ASBA Applicants with the Registrar to the Offer and the Stock Exchange and a list of which is available at http://www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time. |
| Demographic Details | The demographic details of the Applicants such as their address, PAN, occupation and bank account details. |
| Depository Participant | A Depository Participant as defined under the Depositories Act, 1996. |
| Designated Branches | Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time. |
| Designated Date | The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Offer Account or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID, as appropriate, after the Offer is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants. |
| Designated Stock Exchange | SME Platform of BSE Limited (“BSE SME”) |
| Draft Red Herring Prospectus | This Draft Red Herring Prospectus dated December 30, 2024, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda and corrigenda thereto. |
| Escrow and Sponsor Bank Agreement | Agreement dated [●] entered into amongst our Company, the Registrar to the Offer, the Book Running Lead Manager and Banker to the Offer and Sponsor Bank, to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Offer Account. |
| Escrow Account(s) | Account(s) opened with the Bank(s) to the Offer pursuant to Escrow and Sponsor |

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| | Bank Agreement. |
| First/ Sole Applicant | The Applicant whose name appears first in the Application Form or Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account or UPI linked account number held in joint names. |
| Floor Price | The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted in this offer. |
| Fresh Issue | Fresh Issue of up to 32,05,200 Equity Shares of face value Rs. 10 each for cash at a price of Rs. [●] per Equity Shares aggregating Rs. [●] lakhs by our Company. |
| Fugitive Economic Offender | An individual who has committed the specified offence(s) under the Fugitive Economic Offenders Act, 2018 involving an amount of one hundred crore rupees or more and has absconded from India or refused to come back to India to avoid or face criminal prosecution in India. |
| General Corporate Purposes | Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. |
| General Information Document | The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. |
| Issue Proceeds | Proceeds to be raised by our Company through this Offer, for further details please refer chapter titled “ <i>Objects of the Offer</i> ” beginning on page 101. |
| Listing Agreement | The Equity Listing Agreement to be signed between our Company and the BSE Limited. |
| Lot Size | [●] |
| Mandate Request | Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment. |
| Market Making Agreement | Market Making Agreement dated [●] between our Company, BRLM and Market Maker. |
| Market Maker | Market Maker appointed by our Company from time to time, in this case being [●], who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time. |
| Market Maker Reservation Portion | The Reserved Portion of [●] Equity Shares of face value of ₹ [●] each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Lakhs for the Market Maker in the public offer of our company. |
| Mobile Apps(s) | The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism. |



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| Mutual Fund(s) | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time. |
| Mutual Fund Portion | 5% of the Net QIB Portion (other than Anchor investor), or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price. |
| Net Offer | The Offer (excluding the Market Maker Reservation Portion) of [●] equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share (the “Offer Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs. |
| Net Proceeds | The Offer Proceeds received from the fresh issue excluding Offer related expenses. For further information on the use of Offer Proceeds and Offer expenses, please refer to the section titled “ <i>Objects of the Offer</i> ” 101. |
| Non - Institutional Investors | All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than ₹ [●] |
| Non-Resident Indian or NRI | A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI and FVCIs registered with SEBI. |
| OCB /Overseas Corporate Body | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Offer. |
| Offer Agreement | The agreement dated September 25, 2024 between our Company, Promoter Selling Shareholder and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Offer. |
| Offer Closing Date | The date on which Offer closes for subscription. In this case being [●] |
| Offer Opening Date | The date on which Offer opens for subscription. In this case being [●] |
| Offer Price | The final price at which the Equity shares will be allotted in terms of the Red Herring Prospectus and the Prospectus, as determined by our company and Promoter Selling Shareholder in consultation with BRLM on the Pricing date in accordance with the Book Building process and the Red Herring Prospectus. |
| Offer for Sale/ OFS/ Offered Shares | Offer for Sale of up to 3,30,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] Lakhs by the Promoter Selling Shareholder. |
| Offer Price/ Issue price | The price at which the Equity Shares are being offered by our Company under this Prospectus being ₹ [●] per Equity Share of face value of ₹ [●] each fully paid. |
| Offer/ Public Offer/ Offer size/ Initial Public Offer/ Initial Public Offering/ IPO/ Issue | The Initial Public Offer of up to 35,35,200 Equity shares of ₹ 10/-each at Offer price of ₹ [●]/-per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs comprising of a Fresh Issue of 32,05,200 Equity Shares and the Offer for Sale of 3,30,000 Equity Shares by Promoter Selling Shareholder. |
| Payment through electronic transfer of funds | Payment through NECS, NEFT or Direct Credit, as applicable. |
| Person/Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Prospectus | The Prospectus to be filed with ROC containing, inter alia, the Offer opening and closing dates and other information. |
| Public Offer Account | Account opened with the Banker to the Offer/Public Offer Bank i.e. [●] by our Company to receive monies from the Escrow Account and the SCSBs from the bank |

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| | accounts of the ASBA Applicants on the Designated Date. |
| Public Offer Account Agreement | Agreement to be entered into by our Company, the Registrar to the Offer, the Book Running Lead Manager, and the Public Offer Bank/Banker to the Offer for collection of the Application Amounts. |
| Qualified Institutional Buyers or QIBs | The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, 2018. |
| Refund Account (s) | Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Offer Account in case listing of the Equity Shares does not occur. |
| Refund Bank(s) / Refund Banker(s) | Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●]. |
| Registered Brokers | Stock brokers registered with the stock exchanges having nationwide terminals, other than the BRLM and the Syndicate Members and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 14, 2012, issued by SEBI. |
| Registrar /Registrar to the Offer | Registrar to the Offer, in this case being Maashitla Securities Private Limited having office at 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034, India. |
| Retail Individual Investor | Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta) and ASBA Applicants, who apply for an amount less than or equal to ₹ 2,00,000. |
| Retail Portion | The portion of the Offer being not less than 50% of the Net Offer, consisting of [●] Equity Shares, available for allocation to RIIs. |
| Revision Form | Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). |
| | QIB Applicants and Non-Institutional Applicants are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application during the Offer Period or withdraw their Applications until Offer Closing Date. |
| SCSB/ Self Certified Syndicate Banker. | Shall mean a Banker to an Offer registered under SEBI (Bankers to an Offer) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or at such other website as may be prescribed by SEBI from time to time. |
| Securities laws | Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board. |
| Share Escrow Agent | Share Escrow Agent appointed pursuant to the Share Escrow Agreement, being [●]. |
| Share Escrow Agreement | Agreement dated [●] entered between our Company, the Promoter Selling Shareholder, the Share Escrow Agent and the Book Running Lead Manager in connection with the transfer of Equity Shares under Offer for Sale by Selling Shareholding the credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment. |
| Sponsor Bank | Shall mean a Banker to the Offer registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the retail investors into the UPI. |
| SME Exchange | The SME Platform of BSE Limited |
| Transaction Registration Slip / TRS | The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application. |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended |

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| Underwriters | [●] |
| Underwriting Agreement | The agreement dated [●] entered into between the Underwriters, Promoter Selling Shareholder and our Company. |
| Unified Payments Interface/ UPI | It is an instant payment system developed by National Payments Corporation of India which allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's Bank account. |
| UPI Applicants | <p>Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion and (ii) Non-Institutional Applicants with an application size of up to Rs. 500,000 in the Non-Institutional Portion, and Application under the UPI Mechanism through ASBA Form(s) submitted with Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agent.</p> <p>Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to Rs. 500,000 shall use UPI and shall provide their UPI ID in the Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)</p> |
| UPI Circulars | SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard. |
| UPI ID | ID created on Unified Payment Interface. |
| UPI Mandate Request | A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. |
| UPI Mechanism | The Application mechanism that may be used by an RII to make an Application in the Offer in accordance with the UPI Circulars to make an ASBA Applicant in the Offer. |
| UPI PIN | Password to authenticate transaction through UPI mechanism. |
| Wilful Defaulter | As defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations, 2018 which means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. |

Working Day

In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in the Draft Red Herring Prospectus are open for business.

Unless the context otherwise requires:

Working Days shall be all trading days of stock exchange excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Conventional or General/Abbreviations

| Term | Description |
|------------------|--|
| A/C | Account |
| AGM | Annual General Meeting |
| Articles | Articles of Association of the Company as originally framed or as altered from time to time in pursuance of any previous companies' law or of this Act |
| AS | Accounting Standards as issued by the Institute of Chartered Accountants of India. |
| A.Y. | Assessment Year |
| ASBA | Applications Supported by Blocked Amount |
| BA | Bachelor of Arts |
| B.Arch. | Bachelor of Architecture |
| B. Com | Bachelor's Degree in Commerce |
| BEng | Bachelor of Engineering |
| BIFR | Board for Industrial and Financial Reconstruction |
| B.Sc. | Bachelor of Science |
| CA | Chartered Accountant |
| CAGR | Compounded Annual Growth Rate |
| CDSL | Central Depository Services (India) Limited |
| CESTAT | Customs, Excise and Service Tax Appellate Tribunal |
| CENVAT | Central Value Added Tax |
| CIN | Corporate Identification Number |
| Companies Act | The Companies Act, 2013 as amended from time to time, including sections of Companies Act, 1956 wherever applicable. |
| COVID | Coronavirus Disease |
| CSO | Central Statistical Organization |
| Depositories | NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time. |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| DIN | Director Identification Number |
| DP | Depository Participant |
| DP ID | Depository Participant's Identity |
| DB | Designated Branch |
| EBIDTA | Earnings before Interest, Depreciation, Tax, Amortization and extraordinary items |
| ESIC | Employee State Insurance Corporation |
| ESOP | Employee Stock Option Plan |
| EPS | Earnings per Share |
| FDI | Foreign Direct Investment |
| FCNR Account | Foreign Currency Non-Resident Account |
| FEMA | Foreign Exchange Management Act, as amended from time to time and the |

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| | regulations framed there under. |
| FEMA Regulations | FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto. |
| FII(s) | Foreign Institutional Investors |
| FIs | Financial Institutions |
| FIPB | The Foreign Investment Promotion Board, Ministry of Finance, Government of India. |
| FV | Face Value |
| FVCI | Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000. |
| F.Y | Financial Year |
| GAAP | Generally Accepted Accounting Principles |
| GDP | Gross Domestic Product |
| GOI | Government of India. |
| GST | Goods & Service Tax |
| GVA | Gross value added |
| HUF | Hindu Undivided Family |
| ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time. |
| Indian GAAP | Generally accepted accounting principles in India. |
| ICAI | Institute of Chartered Accountants of India |
| ICSI | Institute of Company Secretaries of India |
| IFRS | International financial reporting standards. |
| Ind AS | Indian Accounting Standards |
| IPC | Indian Penal Code |
| IPO | Initial Public Offering |
| IPR | Intellectual Property Right |
| IT | Information Technology |
| IT Act | The Income-tax Act, 1961 as amended from time to time except as stated otherwise. |
| IT Rules | The Income-tax Rules, 1962, as amended from time to time |
| INR | Indian National Rupee |
| JV | Joint venture |
| KMP | The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page 201. |
| Ltd. | Limited |
| MBA | Master’s in business administration |
| MD | Managing Director |
| MoU | Memorandum of Understanding |
| MNC | Multinational corporation |
| N/A or NA | Not Applicable |
| NAV | Net Asset Value |
| NECS | National Electronic Clearing Services |
| NR | Non-Resident |
| NRE Account | Non-Resident External Account |
| NRI | Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. |
| MNC | Multinational corporation |

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|---|---|
| NRO Account | Non-Resident Ordinary Account |
| NSDL | National Securities Depository Limited. |
| OECD | Organization for Economic Co-operation and Development |
| p.a. | per annum |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| Pvt. | Private |
| PBT | Profit Before Tax |
| P/E Ratio | Price Earnings Ratio |
| POA | Power of Attorney |
| PIO | Persons of Indian Origin |
| QIB | Qualified Institutional Buyer |
| RBI | Reserve Bank of India |
| RBI Act | The Reserve Bank of India Act, 1934, as amended from time to time |
| RoN | Return on Net Worth. |
| ₹ / INR | Indian Rupees |
| RTGS | Real Time Gross Settlement |
| SCRR | Securities Contracts (Regulation) Rules, 1957 |
| SEBI | Securities and Exchange Board of India. |
| SEBI Act | Securities and Exchange Board of India Act, 1992, as amended from time to time. |
| SEBI Depository Regulations | Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996. |
| SEBI Regulations | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. |
| SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| SEBI Insider Trading Regulations | The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover Regulations /Takeover Regulations/ Takeover Code | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, including instructions and clarifications issued by SEBI from time to time. |
| REITs | Real Estate Investment Trusts |
| RERA | Regulation and Development Act |
| Sec. | Section |
| SEZ | Special Economic Zone |
| SICA | Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time. |
| SSI Undertaking | Small Scale Industrial Undertaking |
| Stock Exchange | BSE |
| Sq. | Square |
| Sq. ft. | Square feet |
| Sq. mtr | Square Meter |
| TAN | Tax Deduction Account Number |
| TRS | Transaction Registration Slip |
| TIN | Taxpayers Identification Number |
| SEBI Insider Trading Regulations | The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover | Securities and Exchange Board of India (Substantial Acquisition of Shares and |

| | |
|---|--|
| Regulations /Takeover Regulations/ Takeover Code | Takeovers) Regulations, 2011, as amended from time to time, including instructions and clarifications issued by SEBI from time to time. |
| REITs | Real Estate Investment Trusts |
| RERA | Regulation and Development Act |
| Sec. | Section |
| TNW | Total Net Worth |
| u/s | Under Section |
| UIN | Unique Identification Number |
| US/ U.S. / USA | United States of America |
| USD or US\$ | United States Dollar |
| U.S. GAAP | Generally accepted accounting principles in the United States of America |
| UOI | Union of India |
| Venture Capital Fund(s)/ VCF(s) | Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time. |
| WDV | Written Down Value |
| w.e.f. | With effect from |
| WTO | World Trade Organization |
| YoY | Year over Year |

INDUSTRY RELATED TERMS

| Term | Description |
|-------------------|--|
| AI | Artificial Intelligence |
| AMRUT | Atal Mission for Rejuvenation and Urban Transformation |
| AMC | Annual Maintenance System |
| ASP | Average selling price |
| BEE | Bureau of Energy Efficiency |
| BIM | Building Information Modeling |
| BMS | Building Management System |
| BREEAM | Building Research Establishment Environmental Assessment Method |
| C&I | Civil and Interior |
| CAR Policy | Contractor's all risk policy |
| Civil Work | Civil Work includes but not limited to paving, wall cladding, gypsum board partitions, POP plastering or punning, painting, mirror and veneer paneling, gypsum ceilings and more |
| CWC | Central Water Commission |
| DLP | Defects liability period |
| DROC | Driver, Restraints, Opportunities and Challenges |
| EPC | Engineering, Procurement, and Construction |
| HSE | Health, Safety and Environmental |
| HT | High tension |
| HVAC | Heating, ventilation, and air conditioning |
| IMF | International Monetary Fund |
| IoT | Internet of Things |
| LEED | Leadership in Energy and Environmental Design |
| LT | Low tension |
| LTI | Lost Time Injuries |
| MDF Board | Medium-density fiber board |
| MEP | Mechanical, Engineering and Plumbing |

| | |
|----------------|---|
| NCR | National Capital Region |
| NEMMP | National Electric Mobility Mission Plan |
| NWDA | National Water Development Agency |
| PA | Public Address |
| Project | Any work that has been executed, whether partially or fully, for any client |
| TAT | Turnaround Time |

Notwithstanding the following: -

- (i) In the section titled ‘**Main Provisions of the Articles of Association**’ beginning on page 335, defined terms shall have the meaning given to such terms in that section.*
- (ii) In the section titled ‘**Financial Information**’ beginning on page 225, defined terms shall have the meaning given to such terms in that section.*
- (iii) In the chapter titled “**Statement of Tax Benefits**” beginning on page 123, defined terms shall have the meaning given to such terms in that chapter.*

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

Certain Conventions

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, “the Company”, “our Company”, “AGCL”, “Archee” unless the context otherwise indicates or implies, refers to Archee Group Contracts Limited. All references in the Draft Red Herring Prospectus to “India” are to the Republic of India. All references in the Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crores”. In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Use of Financial Data

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our restated financial statements prepared for the stub period ending on June 30, 2024 and for the financial year ended 31st March 2024, 31st March, 2023 and 31st March, 2022 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “**Financial Information**” beginning on page 225.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “**Risk Factors**”, “**Our Business**”, “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” on page 28, 165 and 233, respectively and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Statutory Auditor, set out in section titled “**Financial Information**” beginning on page 225. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Draft Red Herring Prospectus, see the section “**Definitions and Abbreviations**” on page 1. In the section titled “**Main Provisions of the Articles of Association of our company**”, on page 335, defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the Draft Red Herring Prospectus has been derived from a report titled “Commercial Office Setup Market” dated December 30, 2024 that has been commissioned and paid for by our company and prepared by Marketysers Global Consulting LLP exclusively for the purpose of understanding the industry our company operates in in connection with the Offer. The R&D Report is available on the website of our Company at www.archeegroup.com until the Bid / Offer Closing Date. Marketysers Global Consulting LLP has confirmed pursuant to its letter dated August 30, 2024 that it is an independent agency and

is not related, in any manner, to our Company, our Directors, our Promoters, our Key Managerial Personnel, our Senior Management or the Book Running Lead Manager.

References to diagnostic industry in India in the “*Our Industry*” chapter on page 126 are in accordance with the presentation, analysis and categorisation in the R&D Report. Further, industry sources and publications are prepared based on information as of specific dates and may no longer be current or reflect current trends. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader’s familiarity with and understanding of the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which we conduct business, and the methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.*” on page 58. Accordingly, no investment decisions should be made based on such information.

In accordance with the SEBI ICDR Regulations, the section titled “*Basis for Offer Price*” on page 115 includes information relating to our peer group companies. Such information has been derived from publicly available sources.

Currency and Units of Presentation

- All references to “Rupees” or “INR” or “₹” or “₹” are to Indian Rupees, the official currency of the Republic of India; and
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “lakhs” units or in whole numbers where the numbers have been too small to represent in such units.

Figures sourced from third-party industry sources may be expressed in denominations other than lakhs or may be rounded off to two decimal point in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

All figures (other than per share and percentage figures) derived from our Restated Financial Information in decimals have been rounded off to two decimal places.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all. The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and USD:

| Currency | As at | | |
|----------|----------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| 1 USD | 83.37 | 82.22 | 75.81 |

Source: www.fbil.org.in

*The previous working day, not being a public holiday, has been considered.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management's Discussion and Analysis of Financial Conditions and Results of Operations*” on page 28, 165 and 233 respectively, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

FORWARD - LOOKING STATEMENTS

This Draft Red Herring Prospectus includes certain “forward-looking statements”. We have included statements in the Draft Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

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. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. Timely completion of our projects is interdependent on the availability and performance of contracts and sub – contracts;
2. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
3. Any change in the government policies resulting in increase in taxes payable by us;
4. We are subject to several labor legislations and regulations governing welfare, benefits and training of our employees. Any increase in wage and training costs could adversely affect our business, financial condition and cash flows;
5. Our reputation, brand or profitability may be adversely affected by various operational risks;
6. Any errors or defects in our service or inability to meet expected or agreed service standards within agreed timelines, may lead to claims, deductions, penalties and termination of service, which may adversely affect revenues or future business prospects;
7. We have a large workforce deployed across workplaces and client premises, consequently we may be exposed to service-related claims and losses or employee disruptions that could have an adverse effect on our reputation, business, results of operations and financial condition;
8. Our inability to attract, train and retain our employees could have an adverse impact on our growth, business and financial condition;
9. We are subject to risks associated with our contracts, including constraints in correctly assessing pricing terms, employee costs and other financial obligations, the increased complexity of our contracts and the potential early termination or change of scope of contracts by clients;
10. Our inability to retain our key managements persons;
11. Changes in laws and regulations that apply to the industries in which we operate;
12. Our inability to grow our business;
13. General economic, political and other risks that are out of our control;
14. Company’s inability to successfully implement its growth strategy and expansion plans;
15. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
16. Inability to successfully obtain registrations in a timely manner or at all;
17. Occurrence of Environmental Problems & Uninsured Losses;
18. Conflicts of interest with affiliated companies, the promoter group and other related parties;
19. Any adverse outcome in the legal proceedings in which we are involved;
20. Concentration of ownership among our Promoters;
21. Global distress due to pandemic, war or by any other reason;
22. Potential mergers, acquisitions restructurings and increased competition;
23. Inability to collect receivables and default in payment from dealers or customers could result in reduced profits

and affect our cash flows.

For further discussion of factors that could cause our actual results to differ, see the Section titled ***“Risk Factors”***, ***“Our Business”*** and ***“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”*** beginning on page 28, 165 and 233 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Neither our Company or our Directors or our Officers or Book Running Lead Manager or Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Offer.

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SECTION II - SUMMARY OF DRAFT RED HERRING PROSPECTUS

This section is a general summary of the terms of the Offer, certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective Investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “Our Industry”, “Our Business”, “Capital Structure”, “The Offer”, “Financial Information”, “Objects of the Offer”, “Our Promoters and Promoter Group”, “Management’s Discussions and Analysis of Financial Position and Results of Operations”, “Outstanding Litigation and Material Developments” and “Offer Procedure” on page no. 28, 126, 165, 86, 65, 225, 101, 217, 233, 256, and 297, respectively.

SUMMARY OF BUSINESS OF THE COMPANY

Our Company was originally incorporated in the name and style of “Archee Group Contracts Private Limited” a private limited company under the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana pursuant to a certificate of incorporation dated May 16, 2011, bearing Corporate Identification Number (CIN) U70200HR2011PTC042960. Subsequently, our Company acquired the entire running business along with assets and liabilities of “M/s. Archee Group”, a sole proprietorship concern of our Promoter Ms. Monika Dhaka, which was in existence for over 11 years vide a Business Transfer Agreement dated February 23, 2012. The acquisition of the proprietorship concern enabled our Company to effectively build a successful business legacy, strengthened our brand, enhanced our workforce, and expanded our customer base. Later, our company was converted into a public company “Archee Group Contracts Limited” vide fresh certificate of incorporation dated August 09, 2024, issued by Central Processing Centre bearing CIN U70200HR2011PLC042960.

For further details kindly refer to chapter titled “**Our Business**” beginning on page no. 165.

SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

INDUSTRIAL OUTLOOK FOR COMMERCIAL OFFICE SETUP MARKET

The commercial office setup market refers to the planning, design, and furnishing of office spaces tailored for business purposes, focusing on functionality, aesthetics, and adaptability. This market encompasses a wide range of services and products, including office furniture, space planning, technological infrastructure, and interior design solutions. Commercial office setups are created to meet the specific needs of businesses, enhancing employee productivity, collaboration, and overall organizational efficiency. With the growing emphasis on workplace wellness and sustainability, modern office setups prioritize ergonomic designs, flexible layouts, and eco-friendly materials, contributing to the well-being of employees while reducing the carbon footprint of businesses. Key features of commercial office setups include modular furniture, open and collaborative spaces, and seamless integration of technology. Modular furniture, such as adjustable desks and partition walls, offers flexibility, allowing businesses to reconfigure layouts easily as they grow or as team structures change. Collaborative spaces, like open-plan areas, meeting rooms, and lounges, are designed to encourage teamwork, innovation, and communication among employees. The integration of technology plays a crucial role in modern office setups, with features such as smart lighting, automated climate control, and advanced communication tools becoming standard. High-speed internet connectivity, video conferencing capabilities, and digital collaboration platforms are also essential elements that support remote work and hybrid office models. The properties of a commercial office setup extend beyond just functionality. A well-designed office reflects a company’s brand and culture, promoting its identity through the choice of colors, materials, and design themes. An aesthetically pleasing office can positively impact employee morale and create a welcoming environment for clients and partners. The selection of durable and sustainable materials is also important, ensuring that office furniture and fixtures can withstand long-term use while minimizing environmental impact.

For further details kindly refer to chapter titled “**Our Industry**” beginning on page no. 126.

NAME OF PROMOTERS

Promoters of Our Company are Ms. Monika Dhaka, Mr. Nitin Sahjwani, Mr. Abhishek Dhaka and Ms. Maanvita Dhaka. For detailed information on our Promoters and Promoter Group, please refer to the chapter titled “*Our Promoters and Promoter Group*” beginning from page no. 217.

SIZE OF THE OFFER

Initial Public Offer of up to 35,35,200 Equity Shares of face value of ₹ 10/- each of Archee Group Contracts Limited (the “Company”) for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share (the “Offer Price”) aggregating to ₹ [●] lakhs (“The Offer”), comprising a Fresh Issue of up to 32,05,200 Equity Shares aggregating up to ₹ [●] lakhs by our Company (“Fresh Issue”) and an Offer For Sale of up to 3,30,000 Equity Shares (“Offered Shares”) aggregating up to ₹ [●] lakhs comprising of up to 3,30,000 Equity Shares aggregating up to ₹ [●] lakhs by Ms. Monika Dhaka, (“Promoter Selling Shareholders” and such Offer for Sale of Equity Shares by the Promoter Selling Shareholders, “Offer for Sale”). Out of the Offer, [●] Equity Shares aggregating to ₹ [●] lakhs will be reserved for subscription by Market Maker to the Offer (the “Market Maker Reservation Portion”). The Offer less the Market Maker Reservation Portion i.e. Net Offer of up to [●] Equity Shares of Face Value of ₹ 10/- each at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs is herein after referred to as the “Net Offer”. The Offer and the Net Offer will constitute [●] % and [●] %, respectively, of the post issue paid up equity share capital of our Company.

For further details kindly refer to chapters titled “*The Offer*” and “*Terms of the Offer*” beginning on page nos. 65 and 284, respectively.

DETAILS OF THE PROMOTER SELLING SHAREHOLDER

The Selling Shareholder have consented to participate in the Offer for Sale in the following manner:

| Name of the Selling Shareholder | Type | Authorization letter dated | No. of Equity shares held | No of Equity Shares offered by way of Offer for Sale | % of the pre-offer paid-up Equity Share capital |
|-------------------------------------|----------|----------------------------|---------------------------|--|---|
| Promoter Selling Shareholder | | | | | |
| Ms. Monika Dhaka | Promoter | September 20, 2024 | 57,37,380 | Up to 3,30,000 | 3.28 % |

The Promoter Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations, 2018 and that the Promoter Selling Shareholder has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Promoter Selling Shareholder has also confirmed that she is the beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

OBJECT OF THE OFFER

| S. No. | Particulars | Amount (₹ In Lakhs) |
|--------------|--|---------------------|
| 1. | Working Capital requirements | 2,070.00 |
| 2. | Repayment in full or in part, of certain of our outstanding borrowings | 114.35 |
| 3. | General Corporate Purpose* | [●] |
| Total | | [●] |

*The amount utilized for general corporate purposes shall not exceed 15% of the Net Proceeds.



AGGREGATE PRE-OFFER SHAREHOLDING OF OUR PROMOTERS AND PROMOTER GROUP

The aggregate pre-offer shareholding of our Promoters and the members of the Promoter Group as a percentage of the pre-offer paid-up Equity Share capital of our Company is set out below:

| S. No. | Name of shareholders | Pre-offer | |
|--------------------------|----------------------|----------------------|---------------------------|
| | | No. of Equity shares | As a % of Issued Capital* |
| A. Promoters | | | |
| 1 | Monika Dhaka* | 57,37,380 | 57.03 % |
| 2 | Nitin Sahjwani | 29,25,000 | 29.07 % |
| 3. | Maanvita Dhaka | 3,37,520 | 3.35 % |
| Sub Total – A | | 89,99,900 | 89.45 % |
| B. Promoter Group | | | |
| 4. | Kashvi Sahjwani | 30 | Negligible |
| 5. | Rahul Sahjwani | 30 | Negligible |
| 6. | Pramika Dhaka | 30 | Negligible |
| Sub Total – B | | 90 | Negligible |
| Grand Total (A+B) | | 89,99,990 | 89.46 % |

*As mentioned above, Ms. Monika Dhaka (“Promoter Selling Shareholder”) is offering 3,30,000 equity shares to public in this Offer and post offer the holding of Ms. Monika Dhaka will reduce to 54,07380 equity shares.

FINANCIAL DETAILS

A summary of the financial information of our Company as derived from the Restated Financial Statements for the period ending on June 30, 2024 and financial years ended on March 31, 2024, 2023 and 2022 are as follows:

| Particulars | June 30, 2024 | March 31, 2024 | (in ₹ Lakhs, except per share data) | |
|---|---------------|----------------|-------------------------------------|----------------|
| | | | March 31, 2023 | March 31, 2022 |
| Equity Share Capital | 300.00 | 300.00 | 300.00 | 300.00 |
| Net Worth ⁽¹⁾ | 2,262.74 | 2,146.82 | 1,579.99 | 1,418.45 |
| Revenue from Operations | 2,418.03 | 11,141.83 | 9,474.35 | 7,296.07 |
| Restated profit for the year | 115.92 | 566.83 | 161.55 | 33.00 |
| Basic and Diluted Earnings per share as Restated- Impact of Bonus (even occurring after Balance Sheet Date but before date of signing (not Annualized for stub period) ⁽²⁾ | 1.29 | 6.30 | 1.79 | 0.37 |
| Restated Net Asset Value per Share ⁽³⁾ | 75.42 | 71.56 | 52.67 | 47.28 |
| Total Borrowings ⁽⁴⁾ | 3,267.75 | 3,096.65 | 2,928.27 | 2,223.45 |

Note: Figures of the stub period are not annualized.

*Bonus Issue of 60,00,000 Equity Shares of face value of ₹ 10/- each in the ratio of 2:1 i.e. Two Equity shares for every One Equity share held by shareholders, on August 13, 2024, Further, on September 18, 2024, Private Placement of 10,60,800 Equity Shares of face value ₹ 10/- each at a premium of ₹ 21/- each.

1. “Net Worth is calculated as the sum of equity share capital and other equity attributable to owners of the Company;
2. Basic and Diluted EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period
3. Net Asset Value per share = Net worth attributable to the owners of the company divided by the numbers of shares outstanding as at year end after giving effect to any bonus or split of shares undertaken after the last balance sheet date)
4. Total borrowings is the sum of short-term borrowings and long-term borrowings.

For further details, please refer the section titled “**Restated Financial Statements**” on page 225.

QUALIFICATIONS OF THE STATUTORY AUDITOR WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

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

SUMMARY OF OUTSTANDING LITIGATIONS

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in Section titled “**Outstanding Litigation and Material Developments**” in terms of the SEBI (ICDR) Regulations and the Materiality Policy is provided below:

(Amount in Lakhs)

| Particulars | Criminal Proceedings | Tax Proceedings | Statutory and Regulatory Proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material Civil Litigations** | Aggregate amount involved (Rs in Lakhs) * |
|---|----------------------|-----------------|--------------------------------------|---|------------------------------|---|
| Company | | | | | | |
| By the Company | NIL | NIL | NIL | NIL | NIL | NIL |
| Against the Company | NIL | 20 [#] | NIL | NIL | 3 | 829.80 ^{##} |
| Promoters | | | | | | |
| By our Promoters | NIL | NIL | NIL | NIL | NIL | NIL |
| Against our Promoters | 3 | 11 | NIL | NIL | 1 | 199.46 ^{###} |
| Directors (Other than Promoters) | | | | | | |
| By our directors | NIL | NIL | NIL | NIL | NIL | NIL |
| Against our directors | NIL | NIL | NIL | NIL | NIL | NIL |
| Group Entities | | | | | | |
| By our Group Companies | NIL | NIL | NIL | NIL | NIL | NIL |
| Against our Group Companies | NIL | NIL | NIL | NIL | NIL | NIL |

*To the extent quantifiable and ascertainable

**As per Materiality Policy

[#] A. Number of cases includes a case wherein demand has not yet been quantified - Assessment proceeding pending u/s 143(3) of the IT Act for the A.Y. 2023-24.

Number of cases includes cases wherein demand has not yet been quantified or demand has been duly paid, however no order for drop proceedings has been issued yet-

1. Notice in Form GST ASMT-10 dated 07.09.2021 alleging that the Assessee has claimed higher ITC in GSTR-3B for the F.Y. 2019-20. However, no demand was quantified in the said notice. Further, the Company has filed reply against the said notice, however, no further notice/order

has been issued by the GST authority in the matter.

2. Notice in Form GST ASMT-10 dated 20.10.2023 alleging that the Assessee is liable to pay interest amounting to Rs.37,598/- u/s 50(1) of the CGST Act on account of late filing of GSTR-3B in the F.Y. 2018-19. The Assessee has filed reply against the said notice and has duly paid the amount of demand via Form GST DRC-03 on 28.10.2023. However, no order for drop proceedings has been issued by the GST authority yet.

B. Number of cases includes a case wherein demand amounting to Rs. 3,91,099/- (Tax=Rs. 1,81,443/-, interest Rs. 1,91,512/- and penalty Rs. 18,144/-) was raised as per order u/s 73 of CGST Act alleging excess claim of ITC pertaining to F.Y. 2017-18. The Company has duly made payment of tax vide DRC-03 dated 04.07.2024. Further, the Company has applied for benefit of the Amnesty Scheme for waive off of demand pertaining to interest and penalty. However, no order has been issued yet for the same.

Amount of demand does not include the whole amount of demand in following cases as the whole amount of demand is not yet ascertainable-

1. Notice in Form GST ASMT-10 dated 18.10.2023 with respect to various discrepancies in GSTR-1, 3B, 9 and 9C filed for the F.Y. 2018-19 including but not limited to mismatch in turnover declared in GSTR-1 and GSTR-3B, excess ITC etc. The whole amount of demand with respect to such discrepancies is not yet quantified. Out of all the discrepancies raised in the notice, ascertainable amount of demand is Rs. 9,15,217.06/-. The Assessee has filed reply against the said notice and has duly paid the said demand of Rs. 9,15,217.06/- via DRC-03 on 10.11.2023. However, no further notice/order has been issued by the GST authority yet.
2. Notice in Form GST ASMT-10 dated 19.09.2024 with respect to various discrepancies in GSTR-1, 3B, 9 and 9C filed for the F.Y. 2020-21 including but not limited to mismatch in turnover declared in GSTR-1 and GSTR-3B, excess ITC etc. The whole amount of demand with respect to such discrepancies is not yet quantified. Further, out of all the discrepancies raised in the notice, ascertainable amount of demand is Rs. 2,10,859/-. However, no further notice/order has been issued by the GST authority yet.

Amount does not include unquantifiable demand with respect to the following proceedings:

1. **Monika Dhaka-**
 - a) Penalty proceeding u/s 271(1)(c) of the IT Act for the A.Y. 2013-14.
 - b) Penalty proceeding u/s 271(1)(c) of the IT Act for the A.Y. 2014-15.
2. **Nitin Sahjwani-** Penalty proceeding u/s 271(1)(c) of the IT Act for the A.Y. 2013-14.

For detailed information please refer to the chapter titled “**Outstanding Litigation and Material developments**” beginning on Page 256.

RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this DRHP, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this DRHP could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this DRHP may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. Specific attention of the investors is invited to the section titled “**Risk Factors**” beginning on page no. 28.

SUMMARY OF CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

The details of our contingent liabilities as disclosed in the Restated Financial Statement are set forth in the table below:

(Amount in Lakhs)



ARCHEFF GROUP

| Particulars | As at | As at | As at | As at |
|--|--------------|---------------|---------------|---------------|
| | 30 June 2024 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| a. Estimated amount of contracts remaining to be executed and not provided for | - | - | - | - |
| b. Claims against the Company not acknowledged as debt* | 353.41 | - | - | - |
| c. Bank Guarantees | 38.01 | 38.01 | 8.75 | 12.40 |
| d. Outstanding Tax Demand with Respect to any Revenue Authorities | 161.47 | 161.47 | - | - |

*The amount includes claims against the Company from ten individuals under Section 3 of the Payment of Wages Act, totaling Rs. 34.40 lakhs (including overtime). They have sought Rs. 344 Lakhs as compensation. The case is pending adjudication, and Rs. 344 Lakhs has been considered as a contingent liability. Additionally, one of the vendors has claimed recovery of Rs. 44.55 lakhs for short supply of goods. Out of the total claim, Rs. 35.14 lakhs has already been booked. Hence, the balance of Rs. 9.41 lakhs has been considered as a contingent liability

For further details, please refer the section titled “**Restated Financial Statements**” on page 225.

FINANCING ARRANGEMENTS

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

AVERAGE COST OF ACQUISITION BY OUR PROMOTERS AND PROMOTER SELLING SHAREHOLDER

The average cost of acquisition of Equity Shares by our Promoters and Promoter Selling Shareholder are set forth in the table below:

| S. No. | Name of Promoters | No. of Equity Shares held | Average Cost of Acquisition per equity share (in ₹) * |
|--------|-------------------|---------------------------|---|
| 1 | Monika Dhaka# | 57,37,380 | 2.22 |
| 2 | Nitin Sahjwani | 29,25,000 | 2.22 |
| 3 | Abhishek Dhaka | - | - |
| 4 | Maanvita Dhaka | 3,37,520 | 0.0003 |

#Ms. Monika Dhaka is a promoter selling shareholder.

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

Note: Pursuant to the certificate dated December 30, 2024, issued by Peer Review Auditor of our Company M/s Kapish Jain & Associates Chartered Accountants vide UDIN: 24521888BKCEZZ3066.

WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES ACQUIRED BY EACH OF OUR PROMOTER/ PROMOTER SELLING SHAREHOLDER DURING THE LAST ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

Weighted average price at which the Equity Shares were acquired by our Promoters and Promoter Selling Shareholder in

Last one year preceding the date of this Draft Red Herring Prospectus.

| S. No. | Name of Promoters | No. of Equity Shares held ⁽¹⁾⁽²⁾ | Weighted Average Price per Equity Share (in ₹) ⁽²⁾ |
|--------|-------------------|---|---|
| 1 | Monika Dhaka# | 38,24,920 | Nil |
| 2 | Nitin Sahjwani | 19,50,000 | Nil |
| 3 | Abhishek Dhaka | 2,25,000* | Nil |
| 4 | Maanvita Dhaka | 3,37,520 | 0.0003 |

#Ms. Monika Dhaka is a promoter selling shareholder.

*Mr. Abhishek Dhaka transferred his equity shares to Ms. Maanvita Dhaka and another person. Ms. Maanvita Dhaka shares include shares received from Mr. Abhishek Dhaka

⁽¹⁾ 60,00,000 fully paid-up Equity Shares were allotted to existing shareholders of our Company pursuant to a bonus issue in the ratio of 2:1 having face value of Rs. 10/- each at par on August 13, 2024 through capitalization of the eligible reserves. Thus, the cost of acquisition of the Equity Shares acquired pursuant to such bonus issue has been considered "NIL".

⁽²⁾ The Weighted Average Price for Equity Shares acquired during last one year has been calculated by taking into account the amount paid by the Promoter to acquire, by way of fresh issuance, Bonus Issue or transfer, the Equity Shares and the net cost of acquisition has been divided by total number of shares acquired during last one year.

Note: Pursuant to the certificate dated December 30, 2024, issued by Peer Review Auditor of our Company, M/s Kapish Jain & Associates, Chartered Accountants vide UDIN:24521888BKCEZZ3066

PRE-IPO PLACEMENT

Our Company does not contemplate any fresh issuance of Equity Shares as a pre-IPO placement, from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

OFFER OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Except for the Bonus issue made on August 13, 2024, our Company has not issued any Equity Shares for consideration other than cash in the last one year. For further details of the same, please refer to chapter titled "**Capital Structure**" beginning from page no. 86.

SPLIT / CONSOLIDATION

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

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS

No exemptions from complying with any provision of securities laws has been granted by SEBI as on date of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTION

Following is the summary detail of the Related Party Transaction entered by the company for the period ending on June 30, 2024 and fiscal year ended on March 31, 2024, 2023 and 2022:

Name of Related Parties



ARCHFF GROUP

| Name of the key managerial personnel/Entity/Relative of KMPs | Relationship |
|--|-------------------------|
| Abhishek Dhaka | Whole-time director |
| Nitin Sahjwani | Managing Director |
| Monika Dhaka | Whole-time director |
| Ravi Kumar Shingari (w.e.f. 10/08/2024) | Independent Director |
| Rajiv Chhikara (w.e.f. 10/08/2024) | Independent Director |
| Maanvita Dhaka (w.e.f. 10/08/2024) | Non-executive Director |
| Babit Khurana (w.e.f. 10/08/2024) | Chief Financial Officer |
| Lalita Vats (w.e.f. 10/08/2024) | Company Secretary |
| Ram Phall Dhaka | Relative of director |

Entities owned or significantly influenced by key management personnel or other relatives

| |
|--|
| Prasuk Organics LLP |
| Signage Technology Private Limited |
| Organic Kitchen Grocery Supplies Private Limited |

Related Party Transaction

(Amount in Lakhs)

| Particulars | For the Period ended 30 June 2024 | For the year ended 31 March 2024 | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|--|-----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Remuneration to | | | | |
| Abhishek Dhaka | 12.50 | 142.00 | 150.00 | 48.00 |
| Nitin Sahjwani | 27.50 | 158.17 | 92.50 | 86.00 |
| Monika Dhaka | 12.50 | 8.00 | - | 28.00 |
| Expenses incurred during the year | | | | |
| Prasuk Organics LLP | - | - | - | 1.15 |
| Loan taken from | | | | |
| Abhishek Dhaka | 102.00 | 66.65 | 243.54 | 68.50 |
| Nitin Sahjwani | 37.00 | 36.00 | 125.28 | 60.00 |
| Monika Dhaka | - | - | - | 2.50 |
| Ram Phall Dhaka | 40.00 | - | - | - |
| Loan repaid to | | | | |
| Abhishek Dhaka | 102.00 | 66.65 | 243.54 | 84.13 |
| Nitin Sahjwani | 19.00 | 36.00 | 125.28 | 60.00 |
| Monika Dhaka | - | - | - | 27.50 |
| Expenses reimbursement to | | | | |
| Abhishek Dhaka | - | 3.50 | - | - |
| Monika Dhaka | 1.32 | - | - | - |

Balance outstanding at year end

(Amount in Lakhs)

| Particulars | As at 30 June 2024 | As at 31 March 2024 | As at 31 March 2023 | As at 31 March 2022 |
|--|--------------------|---------------------|---------------------|---------------------|
| Remuneration Payable/(Receivable) | | | | |
| Abhishek Dhaka | (79.70) | - | - | (1.49) |
| Nitin Sahjwani | 18.61 | 0.08 | 0.68 | 69.48 |



ARCHEF GROUP

| | | | | |
|-------------------------------------|-------|------|---|------|
| Monika Dhaka | 3.78 | - | - | 0.16 |
| Imprest payable to | | | | |
| Abhishek Dhaka | 3.50 | 3.50 | - | - |
| Amount payable /(Receivable) | | | | |
| Prasuk Organics LLP | - | - | - | 1.15 |
| Loan Payable To | | | | |
| Abhishek Dhaka | - | - | - | - |
| Nitin Sahjwani | 18.00 | - | - | - |
| Monika Dhaka | - | - | - | - |
| Ram Phall Dhaka | 40.00 | - | - | - |

SECTION III - RISK FACTORS

An investment in equity shares involves a high degree of risk. Potential investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares pursuant to the Offer. We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate or propose to operate in. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, financial condition and cash flows. If any or some combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, financial condition and cash flows could be adversely affected, the price of our Equity Shares and the value of your investments in our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with *“Our Industry”*, *“Our Business”*, *“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”* and *“Restated Financial Information”* on pages 126, 165, 233 and 225, respectively, as well as the other financial information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer, including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section.

Further, names of certain customers and vendors have not been included in this Draft Red Herring Prospectus either because relevant consents for disclosure of their names were not available or in order to preserve confidentiality.

Unless otherwise indicated or unless the context requires otherwise, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see *“Restated Financial Information”* on page 225. Unless the context otherwise requires, in this section, references to “we”, “us”, “our”, “the Company” or “our Company” are to Archee Group Contracts Limited.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see *“Forward-Looking Statements”* on page 17.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular from the report titled “Industry Report on Commercial Office Setup Market” dated December 30, 2024 (hereinafter referred to as the “Reports and Data Report”) prepared and issued by Marketysers Global Consulting LLP, pursuant to an engagement letter dated August 30, 2024. The R&D Report has been exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the R&D Report and may have been re-ordered by us for the purposes of presentation. A copy of the R&D Report is available on the website of our Company at www.archegroup.com. Unless otherwise indicated, financial, operational, industry and other related information derived from the R&D Report and included herein with respect to any particular year refers to such information for the relevant calendar year. See risk factor *“—Certain sections of this Draft Red Herring Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.”* on page 58.

Our Company’s financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year.

The following factors have been considered for determining the materiality of Risk Factors:

- Some events may not be material individually but may be found material collectively;
- Some events may have material impact qualitatively instead of quantitatively;
- Some events may not be material at present but may have material impact in future.

Note:

In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “*Risk Factors*” and “*Management Discussion and Analysis of Financial Condition and Results of Operations*” on page 28 and 233 respectively unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “*Restated Financial Statements*”.

INTERNAL RISK FACTOR

1. There are outstanding legal proceedings involving our Company and Promoters which may adversely affect our business, financial condition and results of operations

There are proceedings pending at different levels of adjudication before various courts, enquiry officers and appellate forums involving our Company and Promoters. Such proceedings could divert management’s time, attention and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings involving our Company and Promoters, as disclosed in this Draft Red Herring Prospectus, to the extent quantifiable, have been set out below:

(Amount in Lakhs)

| Particulars | Criminal Proceedings | Tax Proceedings | Statutory and Regulatory Proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material Civil Litigations** | Aggregate amount involved (Rs in Lakhs) * |
|---|----------------------|-----------------|--------------------------------------|---|------------------------------|---|
| Company | | | | | | |
| By the Company | NIL | NIL | NIL | NIL | NIL | NIL |
| Against the Company | NIL | 20 [#] | NIL | NIL | 3 | 829.80 ^{##} |
| Promoters | | | | | | |
| By our Promoters | NIL | NIL | NIL | NIL | NIL | NIL |
| Against our Promoters | 3 | 11 | NIL | NIL | 1 | 199.46 ^{###} |
| Directors (Other than Promoters) | | | | | | |
| By our directors | NIL | NIL | NIL | NIL | NIL | NIL |
| Against our directors | NIL | NIL | NIL | NIL | NIL | NIL |
| Group Entities | | | | | | |
| By our Group Companies | NIL | NIL | NIL | NIL | NIL | NIL |
| Against our Group Companies | NIL | NIL | NIL | NIL | NIL | NIL |

**To the extent quantifiable and ascertainable*

***As per Materiality Policy*

A. Number of cases includes a case wherein demand has not yet been quantified - Assessment proceeding pending u/s 143(3) of the IT Act for the A.Y. 2023-24.

Number of cases includes cases wherein demand has not yet been quantified or demand has been duly paid, however no order for drop proceedings has been issued yet-

- 2. Notice in Form GST ASMT-10 dated 07.09.2021 alleging that the Assessee has claimed higher ITC in GSTR-3B for the F.Y. 2019-20. However, no demand was quantified in the said notice. Further, the Company has filed reply against the said notice, however, no further notice/order has been issued by the GST authority in the matter.*
- 3. Notice in Form GST ASMT-10 dated 20.10.2023 alleging that the Assessee is liable to pay interest amounting to Rs.37,598/- u/s 50(1) of the CGST Act on account of late filing of GSTR-3B in the F.Y. 2018-19. The Assessee has filed reply against the said notice and has duly paid the amount of demand via Form GST DRC-03 on 28.10.2023. However, no order for drop proceedings has been issued by the GST authority yet.*

B. Number of cases includes a case wherein demand amounting to Rs. 3,91,099/- (Tax=Rs. 1,81,443/-, interest Rs. 1,91,512/- and penalty Rs. 18,144/-) was raised as per order u/s 73 of CGST Act alleging excess claim of ITC pertaining to F.Y. 2017-18. The Company has duly made payment of tax vide DRC-03 dated 04.07.2024. Further, the Company has applied for benefit of the Amnesty Scheme for waive off of demand pertaining to interest and penalty. However, no order has been issued yet for the same.

Amount of demand does not include the whole amount of demand in following cases as the whole amount of demand is not yet ascertainable-

- 1. Notice in Form GST ASMT-10 dated 18.10.2023 with respect to various discrepancies in GSTR-1, 3B, 9 and 9C filed for the F.Y. 2018-19 including but not limited to mismatch in turnover declared in GSTR-1 and GSTR-3B, excess ITC etc. The whole amount of demand with respect to such discrepancies is not yet quantified. Out of all the discrepancies raised in the notice, ascertainable amount of demand is Rs. 9,15,217.06/-. The Assessee has filed reply against the said notice and has duly paid the said demand of Rs. 9,15,217.06/- via DRC-03 on 10.11.2023. However, no further notice/order has been issued by the GST authority yet.*
- 2. Notice in Form GST ASMT-10 dated 19.09.2024 with respect to various discrepancies in GSTR-1, 3B, 9 and 9C filed for the F.Y. 2020-21 including but not limited to mismatch in turnover declared in GSTR-1 and GSTR-3B, excess ITC etc. The whole amount of demand with respect to such discrepancies is not yet quantified. Further, out of all the discrepancies raised in the notice, ascertainable amount of demand is Rs. 2,10,859/-. However, no further notice/order has been issued by the GST authority yet.*

Amount does not include unquantifiable demand with respect to the following proceedings:

- 3. Monika Dhaka-
c) Penalty proceeding u/s 271(1)(c) of the IT Act for the A.Y. 2013-14.
d) Penalty proceeding u/s 271(1)(c) of the IT Act for the A.Y. 2014-15.*
- 4. Nitin Sahjwani- Penalty proceeding u/s 271(1)(c) of the IT Act for the A.Y. 2013-14.*

For detailed information please refer to the chapter titled “**Outstanding Litigation and Material developments**” beginning on Page 256.

2. We are highly dependent on certain customers for a substantial portion of our revenues. Loss of relationship with any of these customers may have a material adverse effect on our profitability and results of operations.

Our clientele comprises entities including IT Companies, MNCs, Banks etc. Notably, our top ten customers have consistently accounted for significant percentages of our revenue from operations approximately 100.00%, 98.86%, 98.34%, 90.00% for the stub period ending on June 30, 2024 and the financial years ending on March 31, 2024, March 31, 2023, and March 31, 2022, respectively.

(Amount in Lakhs)

| Particulars | For the stub period ending on June 30, 2024 | | For F.Y ending on March 31, 2024 | | For F.Y ending on March 31, 2023 | | For F.Y ending on March 31, 2022 | | |
|---------------|---|--|----------------------------------|--|----------------------------------|--|----------------------------------|--|--------|
| | Amount (₹ in Lakhs) | Percentage of revenue from Operation (%) | Amount (₹ in Lakhs) | Percentage of revenue from Operation (%) | Amount (₹ in Lakhs) | Percentage of revenue from Operation (%) | Amount (₹ in Lakhs) | Percentage of revenue from Operation (%) | |
| Top customer | 1 | 1,439.57 | 59.53% | 4,752.81 | 42.66% | 5,836.44 | 61.60% | 2,618.48 | 35.89% |
| Top customers | 5 | 2,417.54 | 99.98% | 10,657.47 | 95.66% | 8,503.36 | 89.75% | 5,977.42 | 81.93% |
| Top customers | 10 | 2,418.03 | 100.00% | 11,015.06 | 98.86% | 9,316.83 | 98.34% | 6,566.12 | 90.00% |

The potential loss of one or more of these major customers or a reduction in the volume of business derived from them could have adverse effects on our overall business, financial condition, and cash flows. While we cannot guarantee the continuity of historical business levels or the negotiation and execution of commercially viable long-term contracts with these significant customers, we acknowledge the need to address customer concentration concerns moving forward.

Factors such as a substantial reduction in business volume with these key customers or a preference for competitors could impact on our revenues and profitability. Furthermore, our future growth is intrinsically linked to acquiring new customers, and any failure to do so may significantly and adversely affect our business, financial condition, and results of operations. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations.

However, the composition and revenue generated from these customers might change, as we continue to add new customers in the normal course of business. In essence, our business is significantly dependent on key customers, and the potential loss of any such relationship poses a critical risk with the potential for material adverse effects on our profitability and overall results of operations. Recognizing this dependency emphasizes the necessity of maintaining robust, mutually beneficial relationships with key customers.

3. Our major revenues are derived from sales made in the certain states of India.

Our growth strategy to expand into new geographic areas possesses risks. We may not be able to successfully manage some or all of such risks, which may have a material adverse effect on our revenues, profits and financial condition. Our major revenues are derived from sales made in the in the certain states as mentioned below. Our business is therefore significantly dependent on the general economic condition and activity in these States in which we operate along with the Central, State and Local Government policies relating to the industries in which we operate. Although investment in the industries in which we operate has been encouraged, there can be no assurance that this will continue. We may expand geographically and may not gain acceptance or be able to take advantage of any expansion opportunities outside our current markets. This may place us at a competitive disadvantage and limit our growth opportunities.

The contribution of the state-wise revenue in our revenue from operations is as follows:

(Amount in ₹ Lakhs)



ARCHEE GROUP

| Particulars | For the stub period ended on 30 June, 2024 | % of Revenue from Operations | For the year ended on 31 st March 2024 | % of Revenue from Operations | For the year ended on 31 st March 2023 | % of Revenue from Operations | For the year ended on 31 st March 2022 | % of Revenue from Operations |
|---------------|--|------------------------------|---|------------------------------|---|------------------------------|---|------------------------------|
| Haryana | 854.23 | 35.33% | 9,382.25 | 84.21% | 7,264.68 | 76.68% | 3791.24 | 51.96% |
| Delhi | - | - | 565.18 | 5.07% | 33.22 | 0.35% | 40.00 | 0.55% |
| Punjab | 2.13 | 0.09% | 88.54 | 0.79% | 675.25 | 7.13% | 1,041.83 | 14.28% |
| Chandigarh | 122.11 | 5.05% | 691.94 | 6.21% | - | - | - | - |
| Uttar Pradesh | - | - | 319.27 | 2.87% | 780.90 | 8.24% | 954.84 | 13.09% |
| Telangana | - | - | 94.65 | 0.85% | 614.46 | 6.49% | 913.12 | 12.52% |
| West Bengal | 1,439.56 | 59.53% | - | - | 105.84 | 1.12% | 555.04 | 7.61% |

Further, any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state government or state or local governments in this region could adversely affect our operations, and require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development affecting continuing operations could result in significant loss due to an inability to meet customer contracts and schedules, which could materially affect our business reputation within the industry. The occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

4. Our failure to perform in accordance with the standards prescribed in the work order of our client could result in loss of business or compensation payment.

We received work orders from our clients. The majority of these work orders may require us to comply with the code of conduct and rules and regulations prescribed by our clients, which may increase our compliance costs. We may be unable to effectively address service constraints or accurately predict service requirements, as a result of which our clients may experience service shortfalls. Further any disruptions to our businesses as a result of actions outside of our control, could significantly impact the continued performance of our obligations to meet the quality or performance standards set out in our client contracts which may in-turn harm and cause clients to terminate their contracts with us, impair our ability to obtain renewal of our contracts from existing clients and impair our ability to grow our client base, any of which could affect our business, financial condition and results of operations. In the event that we are unable to meet the prescribed obligations, we may also be required to pay compensation to our clients on the terms set out in our contracts. In certain instances, we may also be required to bear consequential liability. Certain work order may also require us to provide indemnities to our clients with respect of any negligent act or omission by or misconduct of our employees. In the event there is an increase in claims against us for which we are not insured, our business, financial condition and results of operations may be affected.

5. We do not own some of the business premises where our warehouse and branch offices are located, the same are taken on rent/ lease by the company. Any dispute in relation to use of the premises could have a material adverse effect on our business and results of operations.

Our premises in which our Registered Office is situated are owned by us. However, some of the premises used by our Company for our business purposes are located at various locations. For more details on properties taken on rent/lease by our company, please refer to chapter titled “*Our Business*” beginning on page 165.

Further, some of the offices of the Company are located in residential properties and co-working spaces. The lease

agreements for such properties may include representations, warranties, and covenants that could restrict the Company's operations. Additionally, operating from residential properties may expose us to regulatory and legal compliance risks. Such limitations could result in fines, penalties, or forced relocations, which may affect our business, financial condition and result of operations.

The lease or license agreement can be terminated, and any such termination could result in any of these offices being shifted. There can be no assurance that we will, in the future, be able to retain, renew or extend the lease for the existing location on same or similar terms, or will be able to find alternate location on similar terms favourable to us, in time or at all. Accordingly, we may experience business disruption, and this may materially and adversely affect our business, financial condition and result of operations.

6. In our contracts a clause relating to liquidated damages is included that may affect our business, cash flows and results of operations.

Our contracts include a clause relating to liquidated damages, which could have a significant impact on our business, cash flows, and operational results. This clause obliges us to meet specific project timelines, typically ranging from 60-120 days. If we fail to meet these timelines, the client has the right to impose liquidated damages, as specified in the contract, to compensate for any delays or disruptions caused by not adhering to the agreed schedule. While, we have not faced any instances where projects were not completed within the stipulated timeframes as mentioned in our agreements, purchase orders, or work orders. However, there is no assurance that we will not face such situations in the future. If such circumstances arise, they could adversely impact our business operations or financial performance.

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

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation. Such employee misconduct includes misbehavior with customers, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes, and improper use of confidential information. As on November 30, 2024, there are a total of 114 employees. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected. For details refer Risk Factor "*There are outstanding legal proceedings involving our Company and Promoters which may adversely affect our business, financial condition and results of operations*", on page 29.

8. We provide post-project support and address any issues that arise after project completion at our cost, which may adversely affect our business, cash flows and profitability.

We offer post-project support and address the issues that arise after project completion to ensure client satisfaction and the longevity of our work. This period is known as the Defects Liability Period (DLP). Generally, the defects liability period is for 12 months from the practical completion for the whole of the main contracts works, unless otherwise stipulated. During this period, or even thereafter we are responsible for rectifying any defects, shrinkages, or faults that occur, along with any discrepancies in materials or workmanship that do not meet contract specifications. We coordinate with manufacturers to handle any warranty-covered appliance malfunctions, such as ACs, sanitary fittings, or lights, the manufacturer holds liability in these cases. However, any defects in our work, including issues with furniture's and fittings, partitions, or damaged items installed by us, remain our responsibility to rectify. While this commitment helps in maintaining client satisfaction, it could also lead to additional costs that may adversely affect our business, cash flow, and overall profitability.

9. If we are unable to collect our receivables from our clients, our business, results of operations, cash flows and financial condition could be adversely affected.

Set forth below are our trade receivables in the corresponding years, as well as provisions made towards doubtful trade receivables:

| Particulars | For the period ending on June 30, 2024 | As of/ For the Financial Year Ended March 31 | | |
|---|--|--|----------|----------|
| | | 2024 | 2023 | 2022 |
| Trade receivables (₹ in Lakhs) | 1,098.99 | 1,690.61 | 2,566.24 | 1,746.30 |
| Trade receivables, as a percentage of revenue from operations (%) | 45.45 % | 15.17 % | 27.09 % | 23.93 % |
| Trade receivable days | 52 | 70 | 83 | 91 |
| Provision towards doubtful trade receivables (₹ in Lakhs) | - | - | - | 207.96 |

Our business depends on our ability to successfully obtain payments from our clients for services provided. We typically raise our invoice and initiate collection in relatively short cycles and maintain provisions against receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate and as a result we may need to adjust our provisions. Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our clients, and as a result could cause clients to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us. There have been instances of failure to recover payment in the past three Fiscals.

(Amount in lakhs)

| Particulars | As of June 30, 2024 | As of For the Financial Year Ended March 31 | | |
|-------------|---------------------|---|------|------|
| | | 2024 | 2023 | 2022 |
| Bad Debts | - | 207.96 | - | - |

An increase in bad debts or in defaults by clients may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our business including results of operations, liquidity, financial performance and cash flows.

10. We have experienced significant working capital requirements in past and may continue to experience in future also. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.

Our business is working capital driven. The successful operation of our business heavily relies on significant working capital, which is essential for various aspects, including financing project operations, inventory management, and the purchase of raw materials and may continue to do so in future also. However, changes in credit terms and payment delays can adversely impact on our working capital, resulting in lower cash flows and increased funding requirements. Inadequate financing of our working capital needs may arise due to several factors, such as delays in disbursements under financing arrangements, higher interest rates, increased insurance costs, or borrowing and lending restrictions. Such circumstances could have a material adverse effect on our overall business, financial condition, and prospects.

Furthermore, our working capital requirements may escalate if certain contracts lack advance payment terms or contain payment schedules that shift payments towards project completion, thereby imposing additional financial burdens. Another aspect influencing our working capital is the retention money withheld by clients, which is typically released after supply completion. Delays in receiving progress payments, release of retention money, or obtaining guarantees in the form of letters of credit from clients can significantly impact our working capital needs.

The combination of these factors places a substantial demand on our working capital, making its management and optimization a critical aspect of our business strategy. As such, we continually strive to enhance our financial management practices to effectively address working capital challenges. By closely monitoring credit terms, payment schedules, and contract agreements, we aim to mitigate risks associated with fluctuations in working capital requirements. Additionally, prudent financial planning, exploring diverse financing options and maintaining strong relationships with financial institutions are key factors in managing our working capital efficiently. Despite our proactive measures, there can be no assurance that working capital fluctuations will not impact on our business operations or financial performance.

The details of our working capital for the period ending on June 30, 2024 and financial year ended March 31, 2024, March 31, 2023 & March 31, 2022 are as under which is showing continuous increase:

(₹ In Lakhs)

| Particulars | March 31, 2022 (Restated) | March 31, 2023 (Restated) | March 31, 2024 (Restated) | June 30, 2024 (Restated) |
|------------------------------------|------------------------------|------------------------------|------------------------------|-----------------------------|
| Current Assets | | | | |
| Trade Receivables | 1746.30 | 2566.24 | 1690.61 | 1098.99 |
| Inventories | 2565.59 | 2625.00 | 4998.25 | 4908.25 |
| Cash & Cash Equivalents | 44.77 | 43.57 | 82.84 | 89.86 |
| Short Term Loans & Advances | 560.28 | 713.42 | 997.93 | 1230.99 |
| Other Current Assets | 225.09 | 208.78 | 258.35 | 489.43 |
| Total (A) | 5142.03 | 6157.01 | 8027.98 | 7817.52 |
| Current Liabilities | | | | |
| Trade Payables | 1720.23 | 1949.17 | 3110.38 | 2436.73 |
| Short Term Provisions | 4.44 | 8.26 | 11.48 | 59.43 |
| Other Current Liabilities | 252.45 | 169.59 | 315.90 | 404.10 |
| Total (B) | 1977.12 | 2127.02 | 3437.76 | 2900.26 |
| Net Working Capital (A)-(B) | 3164.91 | 4029.99 | 4590.22 | 4917.26 |
| Funding pattern: | | | | |
| Internal Accruals | 1118.67 | 1169.29 | 1710.10 | 1848.96 |
| Borrowings | 2046.24 | 2860.70 | 2880.12 | 3068.30 |

We require a significant amount towards working capital requirements which is based on certain assumptions, and accordingly, any change of such assumptions would result in changes to our working capital requirements. A significant amount of working capital is required to finance the purchase of raw materials and trade receivables. As a result, we may continue to avail debt in the future to satisfy our working capital requirements. Our working capital requirements may increase if we undertake larger or additional order from our customers or if payment terms do not include borrowings, advance payments or such contracts have payment schedules that shift payments toward the end of a project or otherwise increase our working capital burden.

11. We do not have long term contracts with our suppliers. Also, any rise in costs or a deficiency in the availability of the materials we procure could impact on our company's sales, profitability and operational results in an adverse manner.

Our Company is dependent on third party suppliers for procuring the materials and other designing and decorative bought out material which we use to execute the projects. We are exposed to fluctuations in the prices of these materials as well as its unavailability, particularly as we typically do not enter into any long-term supply agreements with our suppliers,

we maintain strong, long-standing relationships with them. The cost and availability of such materials are subject to a variety of factors and any increase in their cost and their availability at a reasonable price or at all, could adversely affect our margins, sales and results of operations.

There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of materials. If we were to experience a significant or prolonged shortage of such materials from any of our suppliers, and we cannot procure the products from other sources, we would be unable to meet our execution schedules and to deliver such products to our customers in timely manner, which would adversely affect our sales, margins and customer relations.

We cannot assure you that a particular supplier will continue to supply the required materials to us in the future. Any change in the supply pattern of our products can adversely affect our business and profits. Though we enjoy favorable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our execution cycles and delivery schedules, which may result in the loss of our customers and revenues. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new suppliers, there can be no assurance that we will be able to maintain long term relationships with such suppliers or find new suppliers in time.

12. Non-maintenance of stock register as per Companies (Auditor’s Report) Order (CARO), 2020.

Our company does not currently maintain a stock register, as required under the Companies (Auditor’s Report) Order (CARO), 2020. Failure to maintain this register could lead to non-compliance with regulatory obligations, resulting in potential penalties, fines, or other legal consequences. The absence of a stock register may also affect the accuracy of our financial statements, potentially leading to operational inefficiencies.

13. We have experienced negative cash flows in the past and may continue to do so in the future and the same may adversely affect our cash flow requirements, which in turn may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.

We have experienced negative net cash flows from investing and financing activities in the past and may continue to experience such negative operating cash flows in the future. The following table sets forth certain information relating to our cash flows on a restated basis for the periods indicated:

(Amount in Lakhs)

| Particulars | For the period ended on June 30, 2024 | For the F. Y 2023-24 | For the F. Y 2022-23 | For the F. Y 2021-22 |
|--|---------------------------------------|----------------------|----------------------|----------------------|
| Net Cash Generated / (Used) From Operating Activities | (99.03) | 355.63 | (366.08) | 101.33 |
| Net Cash Generated / (Used) From Investing Activities | 2.34 | (220.35) | (116.49) | 9.20 |
| Net Cash Generated / (Used) From Financing Activities | 104.04 | (109.30) | 481.18 | (104.72) |

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on pages 225 and 233 respectively.



14. We have certain contingent liabilities, which, if materialized, may affect our financial condition and results of operations.

(Amount in lakhs)

| Particulars | As at | As at | As at | As at |
|--|--------------|---------------|---------------|---------------|
| | 30 June 2024 | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| a. Estimated amount of contracts remaining to be executed and not provided for | - | - | - | - |
| b. Claims against the Company not acknowledged as debt* | 353.41 | - | - | - |
| c. Bank Guarantees | 38.01 | 38.01 | 8.75 | 12.40 |
| d. Outstanding Tax Demand with Respect to any Revenue Authorities | 161.47 | 161.47 | - | - |

*The amount includes claims against the Company from ten individuals under Section 3 of the Payment of Wages Act, totaling Rs. 34.40 lakhs (including overtime). They have sought Rs. 344 Lakhs as compensation. The case is pending adjudication, and Rs. 344 Lakhs has been considered as a contingent liability. Additionally, one of the vendors has claimed recovery of Rs. 44.55 lakhs for short supply of goods. Out of the total claim, Rs. 35.14 lakhs has already been booked. Hence, the balance of Rs. 9.41 lakhs has been considered as a contingent liability

For more information, regarding our contingent liabilities, please refer chapter titled “**Restated Financial Information**” beginning on page 225.

15. We require certain approvals or licenses in the ordinary course of business and the failure to renew, obtain or retain them in a timely manner, or at all, may adversely affect our operations.

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained those permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

Our company has applied for updating of the address of various branch office on Employees' Provident Fund Organization (EPFO) portal. However, the receipt of updated registration certificate is still pending. For further details, please see “**Government and Other statutory Approvals**” on page 263.

The approvals required by our Company are subject to numerous conditions and there can be no assurance that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. For further details, please see “**Government and Other statutory Approvals**” on page 263. If we are unable to obtain the requisite licenses in a timely manner or at all, our business operations and results may be affected. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all.

16. We depend on contracts which are awarded on a tender basis. We cannot assure you that our bids will be accepted and future contracts will be awarded to us. Failure to be awarded such contracts may adversely affect our business, results of operations, cash flows and financial condition.

Our revenue depends on the acceptance of bids submitted to the organization who invites the bids. Our business and our financial condition may be adversely affected if new projects are not awarded to us. In selecting contractors, the organizing bodies generally limit the tender to parties who have pre-qualification based on several criteria, including experience, performance, and reputation for quality, safety record, financial strength and size of contracts previously undertaken. In addition, such tender processes may be challenged even after contracts have been awarded on the grounds of certain factors including validity of tender conditions, satisfaction of eligibility criteria and representations made in bid documents. The occurrence of such instances may result in reputational damage and adversely affect our business, results of operations, cash flow and financial condition. Litigation may be necessary to clarify these disputes and protect our brand equity, which could result in incurring additional costs. The growth of our business relies heavily on obtaining new contracts in our sectors. However, predicting contract awards is challenging. Failure to qualify for or secure new contracts could adversely affect our business and financial health, leading to fluctuating results and cash flows.

17. Our current Order Book does not guarantee full realization of future income. Some orders may be subject to modifications, cancellations, delays, holds, or partial payments by customers, which could have adverse effects on our operational results.

Our Order Book represents the value of secured contracts yet to be executed as of a specific date, providing insight into our future expected revenues. Our current order book value stands at ₹ 2,727.09 Lakhs for pending work as on December 23, 2024, has been confirmed based on Purchase/ Work Order and certificate received from the Statutory Auditor dated December 30, 2024. However, it is crucial to note that the calculation and presentation of the Order Book may vary from other companies, including our competitor's successful execution of the Order Book depends on adhering to contractual obligations, including delivery schedules and quality requirements. Failure to meet these terms, whether actual or perceived, may result in modifications, cancellations, or delays of our current orders and potential penalties.

Additionally, project execution relies on the cooperation of customers and other service providers involved. Factors beyond our or our clients' control, such as permit delays or practical difficulties, may lead to project postponements or cancellations. Due to uncertainties in project execution, we cannot accurately predict when, if, or to what extent a project will be completed, impacting the income and profits derived from the contracts. Delays can also lead to payment delays or refusals, affecting expected margins.

There is a risk of default or non-payment by contracting parties, even if a project proceeds as scheduled. Delays, scope reductions, cancellations, execution difficulties, payment postponements, defaults, or disputes related to the Order Book or ongoing projects can adversely affect cash flow, operational revenues, and profitability. These inherent risks in our industry and contractual relationships must be recognized as they can significantly impact on our financial performance.

18. Our Company has in the past made certain inadvertent erroneous filings under the Companies Act, 2013 with the RoC in its statutory filings. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate and other law could impact the reputation and financial position of the Company to that extent.

Our company has not complied with certain statutory provisions in the past including but not limited to the details mentioned in this risk factor. There are a few discrepancies noticed in some of our corporate records relating to e-forms filed with the Registrar of Companies, which inter-alia includes clerical errors in the forms filed by our Company with the RoC in past years. Our Company has, inadvertently, made certain errors in its statutory / corporate filings with the RoC in the past, which includes but not limited to, in e-form DIR – 12 for the appointment of Director on August 10, 2024 was erroneously recorded August 12, 2024, as the effective date of appointment, though the resolution filed were appropriately recorded. Further, our company has taken corrective action by filing GNL-2 vide SRN AA9984914 to notify the RoC and take it on record for DIR-12.

Additionally, there have been certain instances of delays in filing statutory forms including but not limited to Forms DPT-3, MSME, ADT-3, ADT-1 and AOC-5 as per the reporting requirements under the Companies Act, 2013 with the RoC, which have been subsequently filed by payment of an additional fee as specified by RoC. Our Company has

inadvertently missed filing Form 23 in the year 2012 at the time of takeover of M/s Archee Group, Proprietorship and Form MGT-14 for the re-appointment of Whole-Time Directors in 2018 and 2023. Further, the bank statements for further allotments done on March 13, 2012, September 30, 2013 and January 15, 2015 are not traceable, however, the forms are filed with the RoC.

In case of any action being taken by the regulatory authorities against the Company and/or its officers, the same may have an adverse effect on our business and reputation. Although, no show cause notice in respect of the non-compliance has been received by the Company till date, any penalty imposed for such noncompliance in future by any regulatory authority could affect our financial conditions to that extent.

There have also been instances wherein the disclosures made in statutory filings done under Companies Act, 1956/ 2013 are incomplete or erroneous in nature, and revised filing for the same has not been done by our Company. Additionally, there have been instances where e-forms were required to be filed with the RoC but were not filed by our Company on the due date. No show cause notice in respect to the above (non-filing, delayed filing and erroneous filing) has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. Our Company may be required to file/ re-file the e-forms not filed/ erroneously filed, as the case may be, with late fees and penalties. Our Company and its Directors and Key Managerial Personnel may face action against above non-filing, delayed filing or erroneous filing, which may cause a material effect on our results, operations and financial position. Our Company has appointed a Company Secretary & Compliance Officer for statutory compliances; however, it cannot be assured, that there will not be such instances in the future, or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same.

19. Our company has encountered challenges in meeting the designated timelines for filing statutory returns, which may subject us to penalty under the relevant laws.

The company has experienced instances of non-payment, delayed payment, or defaults in meeting its statutory obligations and filing statutory returns, including taxes, employee benefits, and other regulatory dues. These occurrences may pose significant risks to the company's financial health, reputation, and operations. Non-compliance include: -

| Financial Year | Return type | Return period | Due date | Filing Date | Delayed no. of days |
|-------------------|-------------|---------------|----------------------------------|--------------------------------|---------------------|
| CHANDIGARH | | | | | |
| 2023-24 | | | | | |
| | GSTR-3B | January | 20 th February, 2024 | 29 th April, 2024 | 69 |
| | GSTR-3B | February | 20 th March, 2024 | 29 th April, 2024 | 40 |
| | GSTR-3B | March | 20 th April, 2024 | 29 th April, 2024 | 9 |
| 2024-25 | | | | | |
| | GSTR-3B | May | 20 th June, 2024 | 24 th June, 2024 | 4 |
| | GSTR-3B | July | 20 th August, 2024 | 30 th August, 2024 | 10 |
| DELHI | | | | | |
| 2019-20 | | | | | |
| | GSTR-3B | April | 20 th May, 2019 | 1 st July, 2019 | 42 |
| | GSTR-3B | May | 20 th June, 2019 | 6 th December, 2019 | 169 |
| | GSTR-3B | June | 20 th July, 2019 | 6 th December, 2019 | 139 |
| | GSTR-3B | July | 20 th August, 2019 | 6 th December, 2019 | 108 |
| | GSTR-3B | August | 20 th September, 2019 | 6 th December, 2019 | 77 |
| | GSTR-3B | September | 20 th October, 2019 | 6 th December, 2019 | 47 |



| | | | | |
|----------------|-----------|----------------------------------|----------------------------------|-----|
| GSTR-3B | October | 20 th November, 2019 | 6 th December, 2019 | 16 |
| GSTR-3B | November | 20 th December, 2019 | 23 rd December, 2019 | 3 |
| GSTR-3B | December | 20 th January, 2020 | 27 th January, 2020 | 7 |
| GSTR-3B | January | 20 th February, 2020 | 22 nd February, 2020 | 2 |
| GSTR-3B | March | 24 th June, 2020 | 4 th August, 2020 | 41 |
| 2020-21 | | | | |
| GSTR-3B | April | 24 th June, 2020 | 4 th August, 2020 | 41 |
| GSTR-3B | May | 27 th June, 2020 | 4 th August, 2020 | 38 |
| GSTR-3B | June | 20 th July, 2020 | 4 th August, 2020 | 15 |
| GSTR-3B | July | 20 th August, 2020 | 22 nd August, 2020 | 2 |
| GSTR-3B | September | 20 th October, 2020 | 5 th November, 2020 | 16 |
| GSTR-3B | March | 20 th April, 2021 | 26 th May, 2021 | 36 |
| 2021-22 | | | | |
| GSTR-3B | April | 20 th May, 2021 | 11 th June, 2021 | 22 |
| GSTR-3B | June | 20 th July, 2021 | 26 th July, 2021 | 6 |
| GSTR-3B | August | 20 th September, 2021 | 28 th September, 2021 | 8 |
| 2023-24 | | | | |
| GSTR-3B | October | 20 th November, 2023 | 6 th February, 2024 | 78 |
| GSTR-3B | November | 20 th December, 2023 | 6 th February, 2024 | 48 |
| GSTR-3B | December | 20 th January, 2024 | 21 st June, 2024 | 153 |
| GSTR-3B | January | 20 th February, 2024 | 21 st June, 2024 | 122 |
| GSTR-3B | February | 20 th March, 2024 | 21 st June, 2024 | 93 |
| GSTR-3B | March | 20 th April, 2024 | 21 st June, 2024 | 62 |
| 2024-25 | | | | |
| GSTR-3B | April | 20 th May, 2024 | 21 st June, 2024 | 32 |
| GSTR-3B | May | 20 th June, 2024 | 21 st June, 2024 | 1 |
| GSTR-3B | August | 20 th September, 2024 | 26 th September, 2024 | 6 |
| HARYANA | | | | |
| 2019-20 | | | | |
| GSTR-3B | April | 20 th May, 2019 | 26 th July, 2019 | 67 |
| GSTR-3B | May | 20 th June, 2019 | 26 th July, 2019 | 36 |
| GSTR-3B | June | 20 th July, 2019 | 27 th July 2019 | 7 |
| GSTR-3B | July | 20 th August, 2019 | 21 st September, 2019 | 32 |
| GSTR-3B | August | 20 th September, 2019 | 21 st September, 2019 | 1 |
| GSTR-3B | September | 20 th October, 2019 | 12 th November, 2019 | 23 |
| GSTR-3B | October | 20 th November, 2019 | 27 th November, 2019 | 7 |
| GSTR-3B | November | 20 th December, 2019 | 06 th January, 2020 | 17 |
| GSTR-3B | December | 20 th January, 2020 | 27 th January, 2020 | 7 |
| GSTR-3B | January | 20 th February 2020 | 22 nd February, 2020 | 2 |

| | | | | |
|------------------|-----------|----------------------------------|----------------------------------|----|
| GSTR-3B | March | 24 th June, 2020 | 12 th August, 2020 | 49 |
| 2020-2021 | | | | |
| GSTR-3B | April | 24 th June, 2020 | 12 th August, 2020 | 49 |
| GSTR-3B | May | 27 th June, 2020 | 14 th August, 2020 | 48 |
| GSTR-3B | June | 20 th July, 2020 | 14 th August, 2020 | 25 |
| GSTR-3B | July | 20 th August, 2020 | 15 th September, 2020 | 26 |
| GSTR-3B | August | 20 th September, 2020 | 14 th October, 2020 | 24 |
| GSTR-3B | September | 20 th October, 2020 | 7 th November, 2020 | 18 |
| GSTR-3B | October | 20 th November, 2020 | 18 th December, 2020 | 28 |
| GSTR-3B | November | 20 th December, 2020 | 7 th January, 2021 | 18 |
| GSTR-3B | December | 20 th January, 2021 | 30 th January, 2021 | 10 |
| GSTR-3B | January | 20 th February, 2021 | 24 th February, 2021 | 4 |
| GSTR-3B | February | 20 th March, 2021 | 22 nd March, 2021 | 2 |
| GSTR-3B | March | 20 th April, 2021 | 14 th July, 2021 | 85 |
| 2021-22 | | | | |
| GSTR-3B | April | 20 th May, 2021 | 15 th July, 2021 | 56 |
| GSTR-3B | May | 20 th June, 2021 | 21 st July, 2021 | 31 |
| GSTR-3B | June | 20 th July, 2021 | 6 th August, 2021 | 17 |
| GSTR-3B | July | 20 th August, 2021 | 30 th August, 2021 | 10 |
| GSTR-3B | August | 20 th September, 2021 | 6 th October, 2021 | 16 |
| GSTR-3B | September | 20 th October, 2021 | 4 th November, 2021 | 15 |
| GSTR-3B | October | 20 th November, 2021 | 27 th November, 2021 | 7 |
| GSTR-3B | November | 20 th December, 2021 | 21 st December, 2021 | 1 |
| GSTR-3B | January | 20 th February, 2022 | 5 th March, 2022 | 13 |
| GSTR-3B | February | 20 th March, 2022 | 21 st March, 2022 | 1 |
| 2022-23 | | | | |
| GSTR-3B | April | 20 th May, 2022 | 6 th June, 2022 | 17 |
| GSTR-3B | May | 20 th June, 2022 | 27 th June, 2022 | 7 |
| GSTR-3B | July | 20 th August, 2022 | 7 th September, 2022 | 18 |
| GSTR-3B | August | 20 th September, 2022 | 7 th October, 2022 | 17 |
| GSTR-3B | October | 20 th November, 2022 | 21 st November, 2022 | 1 |
| GSTR-3B | January | 20 th February, 2023 | 10 th March, 2023 | 18 |
| GSTR-3B | February | 20 th March, 2023 | 3 rd May, 2023 | 44 |
| GSTR-3B | March | 20 th April, 2023 | 9 th May, 2023 | 19 |
| 2023-24 | | | | |
| GSTR-3B | April | 20 th May, 2023 | 26 th May, 2023 | 6 |
| GSTR-3B | May | 20 th June, 2023 | 21 st June, 2023 | 1 |
| GSTR-3B | July | 20 th August, 2023 | 22 nd August, 2023 | 2 |
| GSTR-3B | January | 20 th February, 2024 | 11 th April, 2024 | 51 |
| GSTR-3B | February | 20 th March, 2024 | 11 th April, 2024 | 22 |

| 2024-25 | | | | | |
|----------------|-----------|--------------------------------|---------------------------------|----|--|
| GSTR-3B | July | 20 th August, 2024 | 24 th September 2024 | 34 | |
| GSTR-3B | August | 20 th September | 17 th October 2024 | 27 | |
| | | 2024 | | | |
| GSTR-3B | September | 20 th October 2024 | 20 th November 2024 | 30 | |
| GSTR-3B | October | 20 th November | 3 rd December 2024 | 13 | |
| | | 2024 | | | |
| GSTR-3B | November | 20 th December 2024 | Not Filed Yet | | |

KARNATAKA

2019-20

| | | | | | |
|---------|-----------|---------------------------------|---------------------------------|----|--|
| GSTR-3B | April | 20 th May, 2019 | 22 nd May, 2019 | 2 | |
| GSTR-3B | May | 20 th June, 2019 | 26 th July, 2019 | 36 | |
| GSTR-3B | June | 20 th July, 2019 | 26 th July, 2019 | 6 | |
| GSTR-3B | September | 20 th October, 2019 | 03 rd December, 2019 | 44 | |
| GSTR-3B | October | 20 th November, 2019 | 5 th December, 2019 | 15 | |
| GSTR-3B | November | 20 th December, 2019 | 14 th January, 2020 | 25 | |
| GSTR-3B | January | 20 th February, 2020 | 7 th March, 2020 | 16 | |
| GSTR-3B | February | 24 th June, 2020 | 9 th July, 2020 | 15 | |
| GSTR-3B | March | 24 th June, 2020 | 25 th July, 2020 | 31 | |

2020-21

| | | | | | |
|---------|-----------|----------------------------------|---------------------------------|-----|--|
| GSTR-3B | April | 24 th June 2020 | 13 th August ,2020 | 50 | |
| GSTR-3B | May | 27 TH June, 2020 | 14 th October ,2020 | 109 | |
| GSTR-3B | June | 20 TH July, 2020 | 17 th ,October -2020 | 89 | |
| GSTR-3B | July | 20 th August ,2020 | 19 th October ,2020 | 60 | |
| GSTR-3B | August | 20 th September, 2020 | 19 th October ,2020 | 29 | |
| GSTR-3B | September | 20 th October, 2020 | 21 st October ,2020 | 1 | |
| GSTR-3B | March | 20 th April, 2021 | 17 th June, 2021 | 58 | |

2021-22

| | | | | | |
|---------|-------|-----------------------------|-----------------------------|----|--|
| GSTR-3B | April | 20 th May, 2021 | 25 th June, 2021 | 36 | |
| GSTR-3B | May | 20 th June, 2021 | 25 th June, 2021 | 5 | |
| GSTR-3B | June | 20 th July, 2021 | 29 th July, 2021 | 9 | |

2024-2025

| | | | | | |
|---------|----------|--------------------------------|---------------------------------|----|--|
| GSTR-3B | July | 20 th August, 2024 | 5 th September, 2024 | 16 | |
| GSTR-3B | November | 20 th December 2024 | 25 th December 2024 | 5 | |

MAHARASHTRA

2019-20

| | | | | | |
|---------|-----------|---------------------------------|----------------------------------|----|--|
| GSTR-3B | April | 20 th May, 2019 | 1 st July, 2019 | 42 | |
| GSTR-3B | May | 20 th June, 2019 | 2 nd July, 2019 | 12 | |
| GSTR-3B | June | 20 th July, 2019 | 26 th July, 2019 | 6 | |
| GSTR-3B | July | 20 th August, 2019 | 18 th September, 2019 | 29 | |
| GSTR-3B | September | 20 th October, 2019 | 27 th November, 2019 | 38 | |
| GSTR-3B | October | 20 th November, 2019 | 28 th November, 2019 | 8 | |



| | | | | | |
|------------------|---------|-----------|---------------------------------|----------------------------------|----|
| | GSTR-3B | November | 20 th December, 2019 | 23 rd December, 2019 | 3 |
| | GSTR-3B | December | 20 th January, 2020 | 24 th January, 2020 | 4 |
| | GSTR-3B | January | 20 th February, 2020 | 25 th February, 2020 | 5 |
| | GSTR-3B | March | 20 th June, 2020 | 12 th September, 2020 | 80 |
| 2020-21 | | | | | |
| | GSTR-3B | April | 20 th June, 2020 | 12 th September, 2020 | 80 |
| | GSTR-3B | May | 20 th June, 2020 | 12 th September, 2020 | 77 |
| | GSTR-3B | June | 20 th July, 2020 | 12 th September, 2020 | 54 |
| | GSTR-3B | July | 20 th August, 2020 | 12 th September, 2020 | 23 |
| | GSTR-3B | March | 20 th April, 2021 | 26 th May, 2021 | 36 |
| 2021-22 | | | | | |
| | GSTR-3B | April | 20 th May, 2021 | 2 nd June, 2021 | 13 |
| | GSTR-3B | June | 20 th July, 2021 | 29 th July, 2021 | 9 |
| PUNJAB | | | | | |
| 2021-22 | GSTR-3B | January | 20 th February, 2022 | 25 th February, 2022 | 5 |
| | GSTR-3B | February | 20 th March, 2022 | 04 th April, 2022 | 15 |
| 2022-23 | | | | | |
| | GSTR-3B | April | 20 th May, 2022 | 10 th June, 2022 | 21 |
| | GSTR-3B | May | 20 th June, 2022 | 30 th June, 2022 | 10 |
| | GSTR-3B | June | 20 th July, 2022 | 10 th August, 2022 | 21 |
| 2023-24 | | | | | |
| | GSTR-3B | September | 20 th October, 2023 | 24 th November, 2023 | 35 |
| | GSTR-3B | October | 20 th November, 2023 | 25 th November, 2023 | 5 |
| 2024-25 | | | | | |
| | GSTR-3B | April | 20 th May, 2024 | 21 st May, 2024 | 1 |
| TELANGANA | | | | | |
| 2019-20 | GSTR-3B | April | 20 th May, 2019 | 1 st July, 2019 | 42 |
| | GSTR-3B | May | 20 th June, 2019 | 1 st July, 2019 | 11 |
| | GSTR-3B | June | 20 th July, 2019 | 30 th July, 2019 | 10 |
| | GSTR-3B | July | 20 th August, 2019 | 22 nd August, 2019 | 2 |
| | GSTR-3B | September | 20 th October, 2019 | 28 th November, 2019 | 39 |
| | GSTR-3B | October | 20 th November, 2019 | 28 th November, 2019 | 8 |
| | GSTR-3B | November | 20 th December, 2019 | 23 rd December, 2019 | 3 |
| | GSTR-3B | January | 20 th February, 2020 | 07 th March, 2020 | 16 |
| | GSTR-3B | March | 24 th June, 2020 | 21 st July, 2020 | 27 |
| 2020-21 | | | | | |
| | GSTR-3B | April | 24 th June, 2020 | 21 st July, 2020 | 27 |
| | GSTR-3B | May | 27 th June, 2020 | 21 st July, 2020 | 24 |
| | GSTR-3B | June | 20 th July, 2020 | 01 st August, 2020 | 12 |
| | GSTR-3B | March | 20 th April, 2021 | 14 th June, 2021 | 55 |
| 2021-22 | | | | | |
| | GSTR-3B | April | 20 th May, 2021 | 15 th June, 2021 | 26 |



| | | | | |
|----------------------|-----------|----------------------------------|---------------------------------|----|
| GSTR-3B | June | 20 th July, 2021 | 10 th August, 2021 | 21 |
| GSTR-3B | August | 20 th September, 2021 | 7 th October, 2021 | 17 |
| GSTR-3B | October | 20 th November, 2021 | 3 rd December, 2021 | 13 |
| GSTR-3B | January | 20 th February, 2022 | 3 rd March, 2022 | 11 |
| 2022-23 | | | | |
| GSTR-3B | April | 20 th May, 2022 | 10 th June, 2022 | 21 |
| GSTR-3B | August | 20 th September, 2022 | 6 th October, 2022 | 16 |
| GSTR-3B | October | 20 th November, 2022 | 12 th December, 2022 | 22 |
| 2023-24 | | | | |
| GSTR-3B | April | 20 th May, 2023 | 30 th May, 2023 | 10 |
| GSTR-3B | May | 20 th June, 2023 | 21 st June, 2023 | 1 |
| GSTR-3B | June | 20 th July, 2023 | 19 th August, 2023 | 30 |
| UTTAR PRADESH | | | | |
| 2019-20 | | | | |
| GSTR-3B | April | 20 th May, 2019 | 2 nd July, 2019 | 43 |
| GSTR-3B | May | 24 th June, 2019 | 2 nd July, 2019 | 12 |
| GSTR-3B | October | 20 th November, 2019 | 6 th December, 2019 | 16 |
| GSTR-3B | November | 20 th December, 2019 | 23 rd December, 2019 | 3 |
| GSTR-3B | December | 20 th January, 2020 | 24 th January, 2020 | 4 |
| GSTR-3B | March | 24 th June, 2020 | 22 nd July, 2020 | 28 |
| 2020-21 | | | | |
| GSTR-3B | April | 24 th June, 2020 | 22 nd July, 2020 | 28 |
| GSTR-3B | May | 27 th June, 2020 | 22 nd July, 2020 | 25 |
| GSTR-3B | June | 20 th July, 2020 | 29 th July, 2020 | 9 |
| GSTR-3B | July | 20 th August, 2020 | 22 nd August, 2020 | 2 |
| GSTR-3B | January | 20 th February, 2021 | 24 th February, 2021 | 4 |
| GSTR-3B | March | 20 th April, 2021 | 10 th July, 2021 | 81 |
| 2021-22 | | | | |
| GSTR-3B | April | 20 th May, 2021 | 10 th July, 2021 | 51 |
| GSTR-3B | May | 20 th June, 2021 | 10 th July, 2021 | 20 |
| GSTR-3B | June | 20-07-2021 | 30 th July, 2021 | 10 |
| GSTR-3B | July | 20 th August, 2021 | 23 rd August, 2021 | 3 |
| GSTR-3B | August | 20 th September, 2021 | 6 th October, 2021 | 16 |
| GSTR-3B | September | 20 th October, 2021 | 6 th November, 2021 | 17 |
| 2022-23 | | | | |
| GSTR-3B | April | 20 th May, 2022 | 9 th June, 2022 | 20 |
| GSTR-3B | August | 20 th September, 2022 | 3 rd October, 2022 | 13 |
| 2023-24 | | | | |
| GSTR-3B | April | 20 th May, 2023 | 23 rd May, 2023 | 3 |
| GSTR-3B | May | 20 th June, 2023 | 21 st June, 2023 | 1 |
| 2024-25 | | | | |
| GSTR-3B | July | 20 th August, 2024 | 30 th August, 2024 | 10 |

| | | | | | |
|--------------------|---------|-----------|----------------------------------|----------------------------------|----|
| | GSTR-3B | August | 20 th September, 2024 | 27 th September, 2024 | 7 |
| | GSTR-3B | September | 20 th October, 2024 | Not filed yet | - |
| | GSTR-3B | October | 20 th November, 2024 | Not filed yet | - |
| | GSTR-3B | November | 20 th December 2024 | Not filled Yet | - |
| WEST BENGAL | | | | | |
| 2019-20 | GSTR-3B | April | 20 th May, 2019 | 2 nd July, 2019 | 43 |
| | GSTR-3B | May | 20 th June, 2019 | 2 nd July, 2019 | 12 |
| | GSTR-3B | June | 20 th July, 2019 | 24 th July, 2019 | 4 |
| | GSTR-3B | September | 20 th October, 2019 | 28 th November, 2019 | 39 |
| | GSTR-3B | October | 20 th November, 2019 | 28 th November, 2019 | 8 |
| | GSTR-3B | November | 20 th December, 2019 | 14 th -03-2020 | 85 |
| | GSTR-3B | December | 20 th January, 2020 | 14 th March, 2020 | 54 |
| | GSTR-3B | January | 20 th February, 2020 | 14 th March, 2020 | 23 |
| | GSTR-3B | March | 24 th June, 2020 | 9 th July, 2020 | 15 |
| 2020-21 | | | | | |
| | GSTR-3B | April | 24 th June, 2020 | 21 st July, 2020 | 27 |
| | GSTR-3B | May | 27 th June, 2020 | 21 st July, 2020 | 24 |
| | GSTR-3B | June | 20 th July, 2020 | 11 th September, 2020 | 53 |
| | GSTR-3B | July | 20 th August, 2020 | 12 th September, 2020 | 23 |
| | GSTR-3B | September | 20 th October, 2020 | 21 st October, 2020 | 1 |
| | GSTR-3B | November | 20 th December, 2020 | 26 th December, 2020 | 6 |
| | GSTR-3B | January | 20 th February, 2021 | 19 th March, 2021 | 27 |
| 2021-22 | | | | | |
| | GSTR-3B | April | 20 th May, 2021 | 13 th July, 2021 | 54 |
| | GSTR-3B | May | 20 th June, 2021 | 13 th July, 2021 | 23 |
| | GSTR-3B | June | 20 th July, 2021 | 30 th July, 2021 | 10 |
| | GSTR-3B | July | 20 th August, 2021 | 23 rd August, 2021 | 3 |
| | GSTR-3B | August | 20 th September, 2021 | 28 th November, 2021 | 8 |
| | GSTR-3B | September | 20 th October, 2021 | 6 th November, 2021 | 17 |
| 2022-23 | | | | | |
| | GSTR-3B | May | 20 th June, 2022 | 15 th July, 2022 | 25 |
| | GSTR-3B | December | 20 th January, 2023 | 15 th February, 2023 | 26 |
| 2024-25 | | | | | |
| | GSTR-3B | July | 20 th August, 2024 | 29 th August, 2024 | 9 |
| | GSTR-3B | August | 20 th September, 2024 | 9 th December, 2024 | 80 |
| | GSTR-3B | September | 20 th October, 2024 | 9 th December, 2024 | 50 |
| | GSTR-3B | October | 20 th November, 2024 | 20 th December, 2024 | 30 |



| PF Financial Year | Month | Due date for payment | Paid On | Delayed no. of days |
|-------------------|-----------|----------------------------------|----------------------------------|---------------------|
| 2019-20 | | | | |
| | April | 15 th May, 2019 | 21 th May, 2019 | 6 |
| | May | 15 th June, 2019 | 20 th June, 2019 | 5 |
| | August | 15 th September, 2019 | 16 th September, 2019 | 1 |
| | November | 15 th December, 2019 | 26 th December, 2019 | 11 |
| 2020-21 | | | | |
| | May | 15 th May, 2020 | 16-06-2020 | 1 |
| | June | 15 th July, 2020 | 16 th July, 2020 | 1 |
| 2022-23 | | | | |
| | April | 15 th May, 2022 | 17 th May, 2022 | 2 |
| | June | 15 th July, 2022 | 17 th July, 2022 | 2 |
| | July | 15 th August, 2022 | 19 th August, 2022 | 4 |
| | September | 15 th October, 2022 | 18 th October, 2022 | 3 |
| 2023-24 | | | | |
| | June | 15 th July, 2023 | 18 th August, 2023 | 34 |
| | July | 15 th August, 2023 | 18 th August, 2023 | 3 |
| | November | 15 th December, 2023 | 2 nd January, 2024 | 18 |
| | December | 15 th January, 2024 | 5 th February, 2024 | 21 |
| | March | 15 th April, 2024 | 30 th April, 2024 | 15 |
| 2024-25 | | | | |
| | April | 15 th May, 2024 | 11 th June, 2024 | 27 |
| | May | 15 th June, 2024 | 28 th June, 2024 | 13 |
| | June | 15 th July, 2024 | 24 th July, 2024 | 9 |
| | July | 15 th August, 2024 | 11 th September, 2024 | 27 |

| Year | Month | Due date for payment | Paid On | Delayed no. of days |
|----------------|-----------|----------------------------------|----------------------------------|---------------------|
| 2019-20 | | | | |
| | April | 15 th May, 2019 | 21 th May, 2019 | 6 |
| | May | 15 th June, 2019 | 20 th June, 2019 | 6 |
| | July | 15 th August, 2019 | 28 th August, 2019 | 13 |
| | August | 15 th September, 2019 | 19 th September, 2019 | 4 |
| | November | 15 th December, 2019 | 26 th December, 2019 | 11 |
| 2020-21 | | | | |
| | May | 15 th June, 2020 | 16 th June, 2020 | 1 |
| | July | 15 th August, 2020 | 26 th August, 2020 | 11 |
| 2022-23 | | | | |
| | April | 15 th May, 2022 | 17 th May, 2022 | 2 |
| | June | 15 th June, 2022 | 17 th July, 2022 | 2 |
| | July | 15 th August, 2022 | 19 th August, 2022 | 4 |
| | September | 15 th October, 2022 | 18 th October, 2022 | 3 |
| 2023-24 | | | | |
| | June | 15 th June, 2023 | 18 th August, 2023 | 34 |

| | | | |
|----------------|----------------------------------|----------------------------------|----|
| July | 15 th August, 2023 | 18 th August, 2023 | 3 |
| August | 15 th September, 2023 | 5 th October, 2023 | 13 |
| November | 15 th December, 2023 | 2 nd January, 2024 | 18 |
| December | 15 th January, 2024 | 5 th February, 2024 | 21 |
| March | 15 th April, 2024 | 29 th April, 2024 | 14 |
| 2024-25 | | | |
| April | 15 th May, 2024 | 6 th June, 2024 | 22 |
| May | 15 th June, 2024 | 28 th June, 2024 | 13 |
| June | 15 th July, 2024 | 24 th July, 2024 | 9 |
| July | 15 th August, 2024 | 11 th September, 2024 | 27 |

| Financial Year | Form | Period | TDS | | Delayed no. of days |
|----------------|------|----------|--------------------------------|----------------------------------|---------------------|
| | | | Due date | Filed on | |
| 2019-20 | | | | | |
| | 26 Q | 19-20 Q2 | 31 st October, 2019 | 14 th March, 2020 | 135 |
| | 26 Q | 19-20 Q3 | 31 st January, 2020 | 14 th March, 2020 | 43 |
| | 24 Q | 19-20 Q2 | 31 st October, 2019 | 14 th March, 2020 | 135 |
| | 24 Q | 19-20 Q3 | 31 st January, 2020 | 14 th March, 2020 | 43 |
| 2020-21 | | | | | |
| | 26 Q | 20-21 Q3 | 31 st January, 2021 | 9 th February, 2021 | 9 |
| | 26 Q | 20-21 Q4 | 15 th July, 2021 | 31 st August, 2021 | 47 |
| | 24 Q | 20-21 Q3 | 31 st January, 2021 | 9 th February, 2021 | 9 |
| | 24 Q | 20-21 Q4 | 15 th July, 2021 | 9 th December, 2021 | 147 |
| | 27EQ | Q3 | 31 st January, 2021 | 9 th February, 2021 | 9 |
| | 27EQ | Q4 | 15 th July, 2021 | 31 st August, 2021 | 47 |
| 2021-22 | | | | | |
| | 26Q | 21-22 Q1 | 31 st July, 2021 | 19 th April, 2022 | 262 |
| | 26Q | 21-22 Q2 | 31 st October, 2021 | 19 th July, 2022 | 261 |
| | 26Q | 21-22 Q3 | 31 st January, 2022 | 22 nd September, 2022 | 234 |
| | 24Q | 21-22 Q1 | 31 st July, 2021 | 19 th July, 2022 | 353 |
| | 24Q | 21-22 Q2 | 31 st October, 2021 | 19 th July, 2022 | 261 |
| | 24Q | 21-22 Q3 | 31 st January, 2022 | 22 nd September, 2022 | 234 |
| | 27EQ | Q1 | 15 th July, 2022 | 29-Mar-22 | 257 |
| 2022-23 | | | | | |
| | 26Q | 22-23 Q1 | 31 st July, 2022 | 22 nd December, 2022 | 144 |
| | 26Q | 22-23 Q2 | 31 st October, 2022 | 23 rd December, 2022 | 53 |
| | 26Q | 22-23 Q3 | 31 st January, 2023 | 5 th June, 2023 | 125 |
| | 26Q | 22-23 Q4 | 31 st May, 2023 | 5 th June, 2023 | 5 |
| | 24Q | 22-23 Q1 | 31 st July, 2022 | 22 nd December, 2022 | 144 |
| | 24Q | 22-23 Q2 | 31 st October, 2022 | 22 nd December, 2022 | 52 |
| | 24Q | 22-23 Q3 | 31 st January, 2023 | 5 th June, 2023 | 125 |
| | 24Q | 22-23 Q4 | 31 st May, 2023 | 28 th October, 2023 | 150 |
| 2023-24 | | | | | |
| | 26Q | 23-24 Q1 | 31 st July, 2023 | 24 th August, 2024 | 390 |
| | 26Q | 23-24 Q2 | 31 st October, 2023 | 24 th August, 2024 | 298 |



| | | | | |
|----------------|----------|--------------------------------|-------------------------------|-----|
| 26Q | 23-24 Q3 | 31 st January, 2024 | 25 th August, 2024 | 207 |
| 26Q | 23-24 Q4 | 31 st May, 2024 | 25 th August, 2024 | 86 |
| 24Q | 23-24 Q1 | 31 st July, 2023 | 25 th August, 2024 | 391 |
| 24Q | 23-24 Q2 | 31 st October, 2023 | 25 th August, 2024 | 299 |
| 24Q | 23-24 Q3 | 31 st January, 2024 | 25 th August, 2024 | 207 |
| 24Q | 23-24 Q4 | 31 st May, 2024 | 25 th August, 2024 | 86 |
| 2024-25 | | | | |
| 24Q | 24-25 Q2 | 31 st October, 2024 | Not filed yet | - |
| 26Q | 24-25 Q2 | 31 st October, 2024 | Not filed yet | - |
| 27Q | 24-25 Q2 | 31 st October, 2024 | Not filed yet | - |
| 27EQ | 24-25 Q2 | 31 st October, 2024 | Not filed yet | - |

These delays were primarily due to the administrative and technical errors. We have since informed our staff towards improving our administrative systems and to provide training to responsible person to prevent such delays in future. However, there can be no assurance that such delays may not arise in the future. This may lead to financial penalties from respective government authorities. While we have been required to make payment of fines/ penalties for delays in payment of such statutory dues, wherever applicable. However, we cannot assure you that we will not be subject to such penalties and fines in the future which may have a material adverse impact on our financial condition and cash flows.

20. In addition to our existing indebtedness for our existing operations, we may incur further indebtedness during the course of business. We cannot assure that we would be able to service our existing and/ or additional indebtedness.

For the period ended on June 30, 2024 our Company's total outstanding long term secured loans were ₹ 199.46 lakhs and short term secured loans were ₹ 2,660.30 lakhs. In addition to the indebtedness for our existing operations, we may incur further indebtedness during the course of our business. We cannot assure you that we will be able to obtain further loans at favorable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows and business.

Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations. For details of our indebtedness, please refer to the chapter titled — ***“Financial Indebtedness”*** on page 226.

21. We may be unable to perform background verification procedures on our personnel in some instances prior to placing them with our clients. Any instances of illegal or fraudulent activities by such personnel may have an adverse effect on our reputation, results of operations, cash flows and business prospects.

We perform background verification procedures on our employees prior to employing them. However, given the high volume of personnel that we engage, and the quality of sufficiently reliable information being unavailable in some cases, we may be unable to fully perform background verification procedures on each of these personnel. For instance, there may be situations where the information provided may be false or incomplete, resulting in inaccurate background checks. Accordingly, our inability to perform these procedures fully could result in insufficient vetting of such personnel, which could in turn result in engaging personnel without adequate qualifications, without a proven track- record, or with a history of illegal or fraudulent activities. Particularly if such personnel engage in misconduct or corruption in the course of their services, our credibility could be adversely affected. This could also result in higher attrition rates of our employees, poor service quality, and could adversely affect our relationship with our clients if such personnel engaged

in illegal or fraudulent activities, leading to an adverse effect on our reputation, results of operations, cash flows and business prospects. We have not faced any instances of vetting failures or misconduct by our employees in the three preceding Fiscals subject to litigations against our Promoter or directors. For details refer Risk Factor “*There are outstanding legal proceedings involving our Company and Promoters which may adversely affect our business, financial condition and results of operations*”, on page 29.

22. An inability to effectively manage project execution may lead to project delays which may affect our business and results of operations.

Our business is dependent on our ability to effectively manage the execution of our projects. An inability to effectively manage our operations, including ineffective or inefficient project management procedures could increase our costs and expenses, result in project delays and thereby affect our profitability. The effectiveness of our project management processes and our ability to execute projects in a timely manner may be affected by various factors.

Additionally, in some projects, in case of delay due to our fault or because of defective work done by us, clients have the right to rectify the defective work, or engage a third party to complete the work and deduct additional costs or charges incurred for completion of the work from the project price payable to us. Such factors would have an effect on our results of operations and financial condition.

23. Our inability to identify and understand evolving industry trends, technological advancements, client preferences and develop new services to meet our client’s demands may adversely affect our business.

We currently use the software ZWCAD for design and modelling purposes. The Global Market is characterized by technological advancements, introduction of innovative services, price fluctuations and intense competition. Changes in regulatory or industry requirements or in competitive technologies may render certain of our services less attractive or obsolete. Our ability to anticipate changes in technology and regulatory standards and to successfully develop and introduce new and enhanced services to create new or address yet unidentified needs among our current and potential clients in a timely manner, is a significant factor in our ability to remain competitive. However, there can be no assurance that we will be able to secure the necessary technological knowledge, through our own research or through technical assistance that will allow us to continue to develop our service portfolio or that we will be able to respond to industry trends by developing and offering cost effective products. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected.

Moreover, we cannot assure you that we will be able to achieve the technological advances that may be necessary for us to remain competitive or that certain of our services will not become obsolete. Further, if we do not continue to distinguish our services through distinctive, technologically advanced features and design, we could lose market share, distinguish and our revenues and earnings could decline. We are also subject to the risks generally associated with lack of market acceptance and failure of services to operate properly due to reasons beyond our control.

We need to identify and understand the key market trends and evolving needs proactively and on a timely basis. As a result, we may incur, and have in the past incurred, capital expenditures for the development of new services to meet the demands of the markets. This could have a material adverse effect on our business, financial condition, results of operations and future prospects.

24. An inability to manage our growth and successfully implement our strategies may disrupt our operations and adversely affect our business and future financial performance.

We have experienced growth in our operations, as demonstrated by our revenue from operations and total income in the corresponding years:

(Rs. In Lakhs)

| Particulars | Stub period | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|-------------|-------------|-------------|-------------|-------------|
|-------------|-------------|-------------|-------------|-------------|


| | ended on June 30, 2024 | | | |
|-------------------------|---------------------------|-----------|----------|----------|
| Revenue from Operations | 2,418.03 | 11,141.83 | 9,474.35 | 7,296.07 |
| Tota Income | 2,421.43 | 11,386.05 | 9,498.70 | 7,356.03 |

We expect our growth to place significant demands on us requiring us to continuously evolve and improve our operational, financial and internal controls. In particular, we may face increased challenges in maintaining high levels of client satisfaction; recruiting, training and retaining sufficient skilled management and personnel; adhering to service execution standards specified by our clients; preserving a uniform culture, values and work environment across our operations; and developing and improving our internal administrative infrastructure, particularly our financial, operational, and other internal systems.

Our ability to continue to grow consistently on the lines of our business model and successfully implement our strategies will depend on a number of factors beyond our control, including the level of competition for opportunities and our ability to successfully manage our organic growth. An inability to manage our growing business opportunities may have an adverse effect on our business prospects and future financial performance and may result in declining growth rates, loss of business, diversion of management resources leading to erosion of service quality, increase in employee attrition rates, any of which could adversely affect results of operations, financial condition and cash flows.

25. We may not be able to adequately protect or continue to use our intellectual property.



Our Company's logo  and wordmark "Archee Group" is not registered and we have filed trademark application for registering the wordmark and logo of our Company. For further details, please refer "***Business – Intellectual Property***" on page no. 165.

The registration of intellectual property including trademarks is a time-consuming process and there can be no assurance that any registration applications we may pursue will be successful and that such registration will be granted to us. If we fail to register the appropriate intellectual property, or our efforts to protect relevant intellectual property prove to be inadequate, the value attached to our brand and proprietary rights could deteriorate, which could have a material adverse effect on our business growth and prospects, financial condition, results of operations, and cash flows.

Further, if any of our unregistered trademarks are registered in favor of a third party, we may not be able to claim registered ownership of such trademarks and consequently, we may be unable to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities. If our application is objected to, we will not have the right to use this trademark or prevent others from using this trademark or its variations. Our inability to obtain or maintain this trademark in our business could adversely affect our reputation, goodwill, business, prospectus and results of operations.

26. Absence of Formal Agreements for Rented Machinery May Lead to Operational Disruptions and Financial Losses.

Our company pays rent for the machinery procured on a rental basis for operational purpose. However, there is no formal rent or lease agreement in place. The payments are made based on verbal understandings and invoice to invoice basis. The lack of a formal agreement poses a risk of operational disruptions, which may adversely affect our business activities and lead to potential financial losses.

27. Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business, financial condition, cash flows and results of operations.

We are subject to various risks inherent in the industry in which we operate, as well as personal injuries, fires, natural



disasters, spread of communicable diseases, acts of terrorism and other unforeseen events. Accordingly, we have obtained insurance policies in relation to building and equipment covering losses due to fire, burglary, terrorism, earthquake and allied perils. However, it's important to note that we currently do not possess a Key Men Insurance policy for our Key Managerial Persons. While our existing insurance provides a level of protection, there is no guarantee that these policies will fully cover potential losses resulting from any business interruptions.

The following table sets forth details of our insurance coverage on our tangible fixed assets as on June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

(Amount in lakhs unless specified otherwise)

| Particulars | Net Book Value of Tangible Fixed Assets | | | Inventory including Finished Goods, Traded Goods, Work in Progress and Raw material | | |
|---|---|----------------|----------------|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2022 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Net value of Assets (A) | 616.73 | 468.93 | 419.59 | 4,998.25 | 2,625.00 | 2,565.59 |
| Insurance Coverage on Assets (B) | 523.03 | 423.20 | 165.71 | 6,817.35 | 4,232.54 | 3,989.40 |
| Percentage of Insurance Coverage (C) [B/A] | 84.81% | 90.25% | 39.49% | 136.39% | 161.24% | 155.50% |

We consistently assess the risks associated with our business operations at project sites to ensure comprehensive coverage for known risks. Our company maintains the “contractor’s all risk policy” (including third party coverage) covering all the works at the site and all plant, material and equipment at the site intended for incorporation in the works. A separate CAR policy is obtained for each site.

We may not have identified every risk and further may not be insured against every risk, including operational risks that may occur, and the occurrence of an event that causes losses more than the limits specified in our policies, or losses arising from events or risks not covered by insurance policies or due to the same being inadequate. Any of the above could materially harm our financial condition and future results of operations and cash flows. There can be no assurance that any claims filed will be honored fully or in a timely fashion under our insurance policies. In addition, we may not be able to renew certain of our insurance policies upon their expiration, either on commercially acceptable terms or at all.

28. Our industry is labour intensive and our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees.

We believe that the industry in which we operate faces competitive pressures in recruiting and retaining skilled and unskilled labour. Our industry, being labour intensive, is highly dependent on labour force for carrying out its business operations. A shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We have not experienced any disruptions to our business operations due to disputes or other problems with our workforce in the past; there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and the results of operations and may also divert the management's attention and result in increased costs.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working

conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

29. Our pricing structures may not accurately anticipate the cost and complexity of performing our work and if we are unable to manage costs successfully, then certain of our contracts could be or become unprofitable.

We negotiate pricing terms with our clients utilizing a range of pricing structures and conditions. Depending on the particular contract, we may use time-and-materials pricing, pursuant to which we typically invoice on periodical basis for the services that we provide to our client. In certain instances, we enter into time-and materials pricing arrangements, but with the inclusion of fixed-price elements for certain specified services. Our ability to improve or maintain our profitability is dependent on managing our costs successfully. Our cost management strategies include maintaining appropriate alignment between the demand for our services and our resource capacity, optimizing the costs of service delivery through business process digitalization and deployment of tools, and effectively leveraging our sales and marketing and general and administrative costs. Our contracts could yield lower profit margins than anticipated, if we do not accurately estimate the resources required, costs and timing for completing projects, future rates of wage inflation and currency exchange rates, or if we fail to complete our contractual obligations within the contracted timeframe.

In particular, any increased or unexpected costs, or wide fluctuations compared to our original estimates or delays, or unexpected risks we encounter in connection with the performance of this work, including those caused by factors outside of our control, could make these contracts less profitable or unprofitable, which could adversely impact our profit margin. However, our contracts usually provide for escalation and delay charges clause to minimize such risks

30. Business Transfer Agreement in not duly notarized.

Our company acquired the entire running business along with assets and liabilities of “M/s. Archee Group”, a sole proprietorship of our Promoter, Ms. Monika Dhaka which was in existence for over 11 years vide a Business Transfer Agreement dated February 23, 2012. However, the agreement was not duly notarized. This lack of notarization could expose the company to legal risks, as it may raise questions regarding the authenticity and enforceability of the agreement in certain situations. This may result in disputes with third parties, such as creditors or other stakeholders, over the validity of the business transfer. While the company believes the business transfer is valid, the failure to notarize the agreement presents a risk that could affect our business operations and financial position in the future.

31. Our Independent Directors do not have qualification related to the business of our Company.

We have two Independent Directors in our Board; they are having good qualification and experience but not related to our business.

| S. No | Name | Qualification |
|-------|---------------------|--|
| 1 | Ravi Kumar Shingari | Chartered Accountant |
| 2 | Rajiv Chhikara | Bachelor of Science and Master of Arts |

For further details in respect of profile, kindly refer chapter titled “*Our Management - Brief Profile of the Directors*” on page 201.

Accordingly, our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the any negligence accrued due to lack of experience and qualification related to the business of our Company by these Independent Directors.

32. Certain Agreements, deeds or licenses, statutory approvals and certificates may be in the previous name of the company, we have to update the name of our company in all the statutory approvals, certificates and agreements due to the conversion of our Company.

Our company Archee Group Contracts Private Limited was converted into a public limited company, as per the shareholder's resolution dated June 27, 2024. This was followed by a fresh certificate of incorporation dated August 09, 2024. As a result of this conversion, we must update the name on all of our statutory approvals, certificates and agreements. However, we cannot guarantee that we will be able to update all of these documents in a timely manner, as some of our certificates, licenses, registrations, or other relevant documents are presently retained and may continue under its former name, in case of failure to update these documents could result in legal and financial complications, which may subject us to increased compliance costs, which may in turn result in an adverse effect on our financial condition. For further details, please see “*Government and Other statutory Approvals*” on page 263.

33. We operate in highly competitive markets and our inability to compete effectively may lead to a lower market share or reduced operating margins, and adversely affect our results of operations

We operate in a highly competitive market, with participants in the organized and the unorganized sectors. There are no entry barriers in our industry, which puts us to the threat of competition from new entrants.

There are various principal factors affecting competition in our business which includes:

- Relationship with Clients
- Brand recognition and reputation in the market
- Pricing strategy
- Timely delivery of the services
- Consumer preferences and demand

In the event of inability to compete effectively in the market, this can increase competition in the market, lower our market share, reduce our operating margins and adversely affect our results of operations

34. We have issued the following shares (other than bonus issues) within the last twelve months prior to the date of this Draft Red Herring Prospectus at a price lower than the offer price.

The following shares (other than bonus issues) have been issued by our Company within the last twelve months prior to the date of this Draft Red Herring Prospectus at a price lower than the offer price:

| Date of allotment | No. of equity shares allotted | Face Value (In ₹) | Issue Price (In ₹) | Nature of Allotment | Nature of Consideration |
|-------------------|-------------------------------|-------------------|--------------------|---------------------|-------------------------|
| September 18 2024 | 10,60,800 | 10.00 | 31.00 | Private Placement | Cash |

The price at which Equity Shares have been issued by our Company in the immediately preceding twelve months prior to the date of this Draft Red Herring Prospectus is not indicative of the Offer Price at which the Equity Shares shall be issued and traded (subsequent to listing). For further information, please see “*Capital Structure*” beginning on page 86.

35. Our Promoters, Directors and Key Managerial Personnel may have an interest in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.

Our Promoters, Directors and Key Managerial Personnel, may be deemed to be interested in our Company to the extent of their shareholding, loan, commission & dividend entitlement, in addition to the regular remuneration or benefits, reimbursements of expenses, equity shares held by them or their relatives, their dividend or bonus entitlement, benefits arising from their directorship in our Company. Our Promoters, Director and Key Managerial Personnel may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details please refer to the paragraphs titled — “*Interest of our Directors*” in the chapter



titled — *“Our Management”*, the paragraphs titled — *“Interest of our Promoter and Other Interests and Disclosures”* in the chapter titled — *“Our Promoters and Promoter Group”*, *“Financial Indebtedness”* and *“Restated Financial Statements”* on pages 201, 217, 226 and 225.

There can be no assurance that our Promoters, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and members of our Promoter Group will continue to exercise significant control over our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of our Company or that of minority shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

36. Non-payment of Stamp Duty on shares transferred via gift.

On September 20, 2024, Mr. Abhishek Dhaka, one of the promoters and directors of our company, transferred shares as a gift to Ms. Maanvita Dhaka, without paying the applicable stamp duty. This non-payment of stamp duty on shares transferred through a gift may expose our company to regulatory and financial risks. Under applicable laws, such transfers are subject to stamp duty requirements. Failure to comply with these provisions may lead to penalties, interest charges, or other regulatory actions against the company or the involved parties.

37. The Domain Name used by our Company is not registered in the Company's name.

The Domain Name used by our Company is not registered in the Company's name. The payment for its registration and renewal is made using the credit card of one of our promoters and directors, Mr. Nitin Sahjwani, for convenience purposes, and the Company fully reimburses him for these expenses. We have also obtained an undertaking from Mr. Nitin Sahjwani confirming that he has no financial or legal interest in the Domain Name.

Furthermore, the Company does not have any documentation, such as a registration bill or proof of ownership, confirming that the Domain Name is registered under the Company's name. This lack of documentation creates a significant risk of potential claims or disputes over the ownership of the Domain Name in the future. In the event of such claims, the Company could be required to either transfer the Domain Name to a third party or acquire an alternative domain, leading to substantial operational disruptions.

38. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risk.

Effective internal controls are necessary for us to prepare reliable financial reports and effectively prevent and detect any frauds or misuse of funds. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may decline over time. There can be no assurance that additional deficiencies or lacks in our internal controls will not arise in the future, or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies or lacks in our internal controls. If internal control weaknesses are identified in a delayed manner, our actions may not be sufficient to correct such internal control weakness. Such instances may also adversely affect our reputation, thereby adversely impacting our business, results of operations and financial condition.

39. Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.

Upon completion of this Offer, our Promoters and members of our Promoter Group will collectively hold 65.36 % of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Accordingly, our Promoters will continue to retain significant control,

including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company's best interest. The interests of our Promoters could conflict with the interests of our other equity shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

40. The name of our Company Secretary and Compliance Officer is not matching with the records of Ministry of Corporate Affairs.

Our Company Secretary and Compliance Officer was appointed on August 10, 2024, however there is mis-match in her KYC documents (Lalita Vats) and her name reflecting on Master Data of Ministry of Corporate Affairs is Lalita.

41. The average cost of acquisition of Equity Shares held by our Promoters could be lower than the Offer Price.

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Offer Price which is proposed to be determined on a book building basis. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled "*Capital Structure*" on page 86.

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

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

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

Our Company has entered into certain transactions with the Promoter, Promoter Group and Directors. While we believe that all such transactions are conducted at arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not being entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations. For details on the related party transactions entered into by our Company, please refer to chapter titled "*Restated Financial Statements*" on page 225.

44. Our Promoter has extended personal guarantees with respect to various loan facilities availed by our Company. Revocation of any or all of these personal guarantees may adversely affect our business operations and financial condition.

Our Promoter has extended certain personal guarantees in favour of certain banks / financial institutions with respect to various facilities availed by our Company from them. In the event any of these guarantees are revoked, our lenders may require us to furnish alternate guarantees or may demand a repayment of the outstanding amounts under the said facilities sanctioned or may even terminate the facilities sanctioned to us. There can be no assurance that our Company will be able to arrange such alternative guarantees in a timely manner or at all. Further, if our lenders enforce any of the restrictive

covenants or exercise their options under the relevant debt financing arrangement, our operations and use of assets may be significantly hampered and lenders may demand the payment of the entire outstanding amount and this in turn may also affect our further borrowing abilities thereby adversely affecting our business and operations. For further details please refer to the chapter titled “*Financial Indebtedness*” on page 226.

45. We are subject to various laws and regulations and required to comply with several regulatory compliance requirement, in jurisdictions where we operate, including environmental and health and safety laws and regulations, which may subject us to increased compliance and operational costs, which may in turn result in an adverse effect on our financial condition.

Our operations are subject to various national, state and local laws and regulations. We are subject to laws specific to the industry in which we operate, as well as laws generally governing business in India, including those relating to the protection of the environment and occupational health and safety, including those governing the generation, handling, storage, use, management, transportation and disposal of, or exposure to, environmental pollutants or hazardous materials.

Our inability to control the costs involved in complying with these and other relevant laws and regulations and failure to comply with these laws and regulations can result in severe penalties, including fines, legal action, and damage to the business's reputation, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

For more details, please refer to chapter titled “*Key Industry Regulations and Policies*” on page 189.

46. Our agreements with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth and plans.

We have entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund-based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure, change in promoter directorship resulting in change in management control, formulation of any scheme of amalgamation or reconstruction, sell/dispose its undertaking / fixed assets, granting loans to directors, repaying unsecured loans from third parties, undertake guarantee obligations on behalf of any other borrower, which require our Company to obtain prior approval of the lenders for any of the above activities. We cannot assure you that our lenders will provide us with these approvals in the future. For details of these restrictive covenants, please refer to chapter titled — “*Financial Indebtedness*” on page 226.

We cannot assure prospective investors that such covenants will not hinder our business development and growth in the future. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such financing agreements becoming due and payable immediately. Defaults under one or more of our Company’s financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition.

It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Further we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest.

47. We are subject to stringent labour laws or other industry standards and any strike, work stoppage, Lock-out or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition and results of operations.

Our business is labour-intensive. We are subject to several stringent labour laws that protect the interests of our workers. We have not experienced significant labour unrest in the past, strikes, lockouts and other labour actions but such may

have an adverse impact on our operations, and if not resolved in a timely manner, could lead to disruptions in our operations. We cannot guarantee that we will not experience any strike, work stoppage, lock out or increased wage demand or other industrial action in the future and any such event could adversely affect our business, results of operation and financial condition.

48. Our success largely depends upon the knowledge and experience of our Promoters, Directors, and our Key Managerial Personnel. Loss of any of our directors and key managerial personnel or our ability to attract and retain them could adversely affect our condition including but not limited to business, operations and financial condition.

The growth and success of our Company's future significantly depends upon the experience of our Promoters and continued services and the management skills of our Key Managerial Personnel and the guidance of our Promoters and Directors for development of business strategies, monitoring its successful implementation and meeting future challenges. We believe the expertise, experience and continued efforts of our Key Managerial Personnel and their inputs are valuable to for the operations of our Company. Our future success and growth depend largely on our ability to attract, motivate and retain the continued service of our highly skilled management personnel. Our Company has never been faced with a challenge of high rate of attrition of our Key Management Personnel in the past, however, any attrition of our experienced Key Managerial Personnel, would adversely impact our growth strategy. We cannot assure you that we will be successful in recruiting and retaining a sufficient number of personnel with the requisite skills to replace those Key Managerial Personnel who leave. In the event we are unable to motivate and retain our key managerial personnel and thereby lose the services of our highly skilled Key Managerial Personnel may adversely affect our condition including but not limited to operations, financial condition and profitability of our Company and thereby hampering and adversely affecting our ability to expand our business. For further details on our Directors and Key Managerial Personnel, please refer to the chapter titled — *“Our Management”* on page 201.

49. The requirement of funds in relation to the objects of the Offer has not been appraised.

We intend to use the proceeds of the Offer for the purposes described in the section titled *“Objects of the Offer”* on page 101. The objects of the Offer have not been appraised by any bank or financial institution. These are based on management estimates and current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of the industry, we may have to revise our management estimates from time to time and consequently our funding requirements may also change. The deployment of the funds towards the objects of the offer is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials.

50. Our Company has not paid any dividend in past 3 financials years and our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past 3 financial years, and there can be no assurance that our Company will declare dividends in the future also. For further details, please refer to the chapter titled *“Dividend Policy”* on page 224.

51. The deployment of funds is entirely at our discretion and as per the details mentioned in the chapter titled “Objects of the Offer”. Further, any variation in the deployment of funds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.

As the offer size shall be less than ₹10,000 lacs, under Regulation 262 of the SEBI ICDR Regulations it is not required

that a monitoring agency be appointed by our Company for overseeing the deployment and utilization of funds raised through this Offer. Therefore, the deployment of the funds towards the Objects of this Offer is entirely at the discretion of our Board of Directors and is not subject to monitoring by an external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilization of the Offer proceeds and shall have the flexibility in applying the proceeds of this Offer.

We propose to utilize the funds towards utilization for the working capital requirement of our Company, Repayment in full or in part, of certain of our outstanding borrowings and general corporate purposes. For further details of the proposed objects of the Offer, see “*Objects of the Offer*” beginning on page 101. However, these objects of the Offer have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the deployment of funds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Offer, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter will have adequate resources at their disposal at all times to enable them to provide an exit opportunity.

In light of these factors, we may not be able to vary the objects of the Offer to use any unutilized proceeds of the Offer, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

52. Certain sections of this Draft Red Herring Prospectus disclose information from the industry report which has been commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

This Draft Red Herring Prospectus includes information that is derived from the industry report dated December 30, 2024, titled “Industry Report on Commercial Office Setup Market” (“Reports and Data Report”) prepared by Marketysers Global Consulting LLP, an independent consultant, which is paid and commissioned by the Company, pursuant to an engagement with our Company. The Report was prepared by Marketysers Global Consulting LLP for the purpose of confirming our understanding of the business of the Company. Neither we, nor the BRLM, nor any other person connected with the Offer has verified the information in the Reports and Data Report. The Reports and Data Report highlights certain industry and market data. Such data is subject to many assumptions. There are no standard data gathering methodologies in the industries in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that Marketysers assumptions are correct or will not change and accordingly our position in the market may differ from that presented in this Draft Red Herring Prospectus. The report includes references to the sources from which the data has been extracted, such as the World Bank, GST Council of India, OECD estimates, and others. Prospective investors are advised not to unduly rely on the Reports and Data Report when making their investment decisions. The Industry Report disclosed in this Draft Red Herring Prospectus as it is prepared by Marketysers and not parts, data, information has been left out or changed in any manner.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the Reports and Data Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the Reports and Data Report before making any investment decision regarding the Offer. See “*Our Industry*” on page 126.

53. We will not receive any proceeds from the Offer for Sale. The Promoter Selling Shareholders will receive the net proceeds from the Offer for Sale.

The Offer consists of a Fresh Issue and an Offer for Sale. The Offer for Sale will comprise 9.34 % of the total Offer size. The Selling Shareholders will be entitled to the Net Proceeds from the Offer for Sale, which comprises proceeds from the Offer for Sale net of Offer Expenses shared by the Selling Shareholders, and we will not receive any proceeds from the Offer for Sale. Accordingly, to such extent, our Promoters may be interested in the Offer in connection with the Equity Shares offered by the Promoters’ Group Selling Shareholder in the Offer for Sale.

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

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

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

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

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

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

The Offer Price of the Equity Shares is proposed to be determined through a book building process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. You may not be able to resell your Equity Shares at a price that is attractive to you.

56. There is no guarantee that the Equity Shares issued pursuant to the Offer will be listed on the SME Platform of BSE Limited in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuance of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE Limited due to delay in submission of required documents/ completion of formalities/compliance with required laws by the issuer. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

57. You will not be able to sell immediately on the Stock Exchange any of the Equity Shares you purchase in the Offer.

The Equity Shares will be listed on the SME Platform of BSE. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Upon receipt of final approval from the Stock Exchange, trading in the Equity Shares is to commence within three (3) working days of the date of closure of the Offer or such other time as may be prescribed by SEBI.

We cannot assure that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time period prescribed by law. Further, there can be no assurance that the Equity Shares to be Allotted pursuant to this Offer will be listed on the Stock Exchange in a timely manner or at all.

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

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

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

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

- volatility in the Indian and global securities market;
- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the real estate sector;
- adverse media reports about us;
- significant developments in India's economic liberalization and deregulation policies;
- significant developments in India's fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other factor including but not limited to political or economic factors

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

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

60. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through further 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 Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

61. Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any instance of disinvestments of Equity Shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sale of Equity Shares might occur.

62. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

EXTERNAL RISK FACTORS

63. This is the first SME IPO of Book Running Lead Manager.

Shannon Advisors Private Limited (“SAPL”), the Book Running Lead Manager (“BRLM”) for this offer, has not previously managed any SME IPOs. SAPL received its merchant banker registration certificate on July 18, 2024. This is SAPL's first SME IPO in the role of BRLM. The team at SAPL comprises experienced and qualified professionals, including Chartered Accountants, Company Secretaries, and MBA graduates.

As of the date of this letter, there are no pending civil, criminal, or economic litigations involving SAPL, and the company has not been subjected to any penalties by SEBI, RBI, NSE, or BSE.

64. An outbreak of other infectious or virulent diseases, if uncontrolled, may have an adverse effect on our business results of operations and financial condition.

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

Moreover, our revenue and profitability may be impacted if such an outbreak harms the Indian and global economy. For instance, during the wave of COVID-19, our operations were temporarily halted due to nationwide lockdowns, and we resumed activities only after receiving government guidelines. As a result, any present or future outbreak of a contagious disease could have an adverse effect on our business and the trading price of the Equity Shares.

65. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax (“GST”) regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the amendment of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2024 and the Ministry of Finance has notified the Finance Act, 2023 (“**Finance Act**”). There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition and results of operations. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Further, the Personal Data Protection Bill, 2019 (“**PDP Bill**”) was introduced to propose a legal framework governing the processing of personal data. However, the PDP Bill has been withdrawn on August 3, 2022 and the Ministry of Electronics and Information Technology, Government of India (“**MoEIT**”) has submitted a new Digital Personal Data Protection Bill, 2022 before the Parliament.

We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

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

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

67. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

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

68. 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.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

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

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

70. Natural calamities and force majeure events could have a negative impact on the Indian economy and cause our business to suffer.

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other



natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

71. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well as the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

72. A slowdown in economic growth in India could adversely affect our business.

The structure of the Indian economy has undergone considerable changes in the last decade. These include increasing importance of external trade and of external capital flows. Any slowdown in the growth of the Indian economy or any future volatility in global commodity prices could adversely affect our business, financial condition and results of operations. India's economy could be adversely affected by a general rise in interest rates, fluctuations in currency exchange rates, adverse conditions affecting housing, tourism and electricity prices or various other factors. Further, conditions outside India, such as slowdowns in the economic growth of other countries, could have an impact on the growth of the Indian economy and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any financial or political turmoil or war especially in the United States, Europe or China or Asian emerging market countries, may have an impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss of investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets, and could have an adverse effect on our business, financial condition and results of operations and the price of the Equity Shares.

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SECTION IV – INTRODUCTION

THE OFFER

| Particulars | Details of Equity Shares |
|--|--|
| Offer of Equity shares of Face value of ₹ 10/- each ^{(1) (2)} | Up to 35,35,200 Equity Shares aggregating up to ₹ [●] Lakhs |
| <i>Offer Consists of:</i> | |
| Fresh Issue | Up to 32,05,200 equity shares of face value of ₹ 10/- each at a price of ₹ [●]/-, per equity share each aggregating to ₹ [●] lakhs |
| Offer for Sale ⁽³⁾ | Up to 3,30,000 equity shares of face value of ₹ 10/- each at a price of ₹ [●]/- per equity share each aggregating to ₹ [●] lakhs |
| Market Maker Reservation Portion | Up to [●] Equity Shares of face value of ₹ 10/- each fully paid up of the Company for cash at price of ₹ [●] /- per Equity Share aggregating to ₹ [●] Lakhs. |
| Net Offer to the Public | Up to [●] Equity Shares of face value of ₹ 10/- each fully paid up of the Company for cash at price of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakhs. |
| <i>of which:</i> | |
| A) QIB Portion ⁽⁴⁾⁽⁵⁾⁽⁶⁾ | Not more than [●] Equity Shares of face value of ₹10 each aggregating up to ₹ [●] lakhs |
| <i>of which:</i> | |
| Anchor Investor Portion | Up to [●] Equity Shares of face value of ₹10 each |
| Net QIB Portion (assuming Anchor Investor Portion is fully subscribed) | [●] Equity Shares of face value of ₹10 each |
| <i>of which:</i> | |
| Mutual Fund Portion (5% of the Net QIB Portion) | [●] Equity Shares of face value of ₹10 each |
| Balance for all QIBs including Mutual Funds | [●] Equity Shares of face value of ₹10 each |
| A) Non-Institutional Portion | Not less than [●] Equity Shares of face value of ₹10 each aggregating up to ₹ [●] lakhs |
| B) Retail Portion | Not less than [●] Equity Shares of face value of ₹10 each aggregating up to ₹ [●] lakhs |
| Pre and Post Fresh Issue of Equity Shares: | |
| Equity Shares outstanding prior to the Offer as on the date of the DRHP | 1,00,60,800 Equity Shares of face value of ₹ 10/- each |
| Equity Shares outstanding after the Offer | 1,32,66,000 Equity Shares of face value of ₹ 10/- each |
| Utilization of Net Proceeds | See chapter titled “ <i>Objects of the Offer</i> ” beginning on page 101 for information about the use of Proceeds from the Offer. |

Notes:

- (1) The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post Issue paid up equity share capital of our company are being offered to the public for subscription.
- (2) The Offer has been authorized by the Board of Directors vide a resolution passed at their meeting held on September 20, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to the Companies Act, 2013 at the Extra Ordinary General Meeting held on September 20, 2024.



- (3) *The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale in relation to the Offered Shares. The Promoter Selling Shareholder confirms that the Offered Shares has been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. The details of such authorization are provided below:*

| Name of the Selling Shareholders | Number of Equity Shares offered in the Offer for Sale | Date of board resolution/ authorization | Date of letter of consent |
|-------------------------------------|---|---|---------------------------|
| Promoter Selling Shareholder | | | |
| Monika Dhaka | Up to 3,30,000 | September 20, 2024 | September 20, 2024 |

- (4) *The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Offer shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Offer Price. Accordingly, we have allocated the Net Offer i.e., not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders and not less than 15% of the Net Offer shall be available for allocation to Non institutional bidders. For further details, see “Offer Procedure” beginning on page 297.*
- (5) *Subject to valid bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our company and Promoter Selling Shareholder, in consultation with the BRLM and the Designated Stock Exchange subject to applicable law. In the event of oversubscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price.*
- (6) *Our Company and Promoter Selling Shareholder may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “Offer Procedure” beginning on page 297.*

SUMMARY OF FINANCIAL STATEMENTS

ARCHEE GROUP CONTRACTS LIMITED
 (Formerly Known as Archee Group Contracts Pvt. Ltd.)
 CIN: U70200HR2011PLC042960

ANNEXURE - I

STATEMENT OF ASSETS & LIABILITIES, AS RESTATED

(All amounts in ₹ lacs, unless otherwise stated)

| PARTICULARS | Annexure No. | As at 30 June 2024 | For the year ended on March 31 st | | |
|--|--------------|--------------------|--|-----------------|-----------------|
| | | | 2024 | 2023 | 2022 |
| EQUITY AND LIABILITIES | | | | | |
| 1. Shareholders' Funds | | | | | |
| a) Share Capital | I.1 | 300.00 | 300.00 | 300.00 | 300.00 |
| b) Reserves & Surplus | 1.2 | 1,962.74 | 1,846.82 | 1,279.99 | 1,118.45 |
| Total Shareholder's fund | | 2,262.74 | 2,146.832 | 1,579.99 | 1,418.45 |
| 2. Non-Current Liabilities | | | | | |
| a) Long Term Borrowings | 1.3 | 199.46 | 216.53 | 67.57 | 177.21 |
| b) Deferred Tax Liabilities | | - | - | - | - |
| c) Other Non-Current Liabilities | | 13.96 | 13.96 | 13.96 | 13.96 |
| d) Long Term Provisions | I.5 | 52.86 | 52.09 | 42.39 | 24.66 |
| Total Non-Current Liabilities | | 266.82 | 282.58 | 123.92 | 215.83 |
| 3. Current Liabilities | | | | | |
| a) Short Term Borrowing | I.6 | 3,068.30 | 2,880.12 | 2,860.70 | 2,046.24 |
| b) Trade Payables | I.7 | | | | |
| i) Total outstanding dues to micro and small Enterprises | | 131.96 | 168.37 | 101.14 | 56.28 |
| ii) Total outstanding dues to creditors other than micro and small Enterprises | | 2,304.77 | 2,942.01 | 1,848.03 | 1,663.95 |
| c) Other Current Liabilities | 1.8 | 404.10 | 315.90 | 169.59 | 252.45 |
| d) Short-Term Provisions | 1.9 | 59.43 | 11.48 | 8.26 | 4.44 |
| Total Current Liabilities | | 5,968.56 | 6,317.88 | 4,987.72 | 4,023.36 |
| TOTAL EQUITY AND LIABILITIES | | 8,497.58 | 8,747.28 | 6,691.63 | 5,657.64 |
| Assets | | | | | |
| 4. Non-Current Assets | | | | | |
| a) Property, Plant, Equipment and Intangible Assets | I.10 | | | | |
| Property, Plant & Equipment | | 586.88 | 616.73 | 468.93 | 419.59 |
| Intangible Assets | | - | - | - | - |
| Work-in-Progress | | - | - | - | - |
| Total | | 586.88 | 616.73 | 468.93 | 419.59 |
| Non-Current Investment | | | | | |
| Deferred tax assets (net) | I.4 | 89.88 | 89.27 | 55.47 | 94.89 |
| Long Term Loans & Advances | I.11 | - | - | - | - |



ARCHEE GROUP

| | | | | | |
|-----------------------------------|------|-----------------|-----------------|-----------------|-----------------|
| Other Non-current Assets | I.12 | 3.30 | 13.30 | 10.22 | 1.13 |
| Total Non- Current Assets | | 680.06 | 719.30 | 534.62 | 515.61 |
| 5. Current Assets | | | | | |
| Current Investments | | | | | |
| Inventories | I.13 | 4,908.25 | 4,998.25 | 2,625.00 | 2,565.59 |
| Trade Receivables | I.14 | 1,098.99 | 1,690.61 | 2566.24 | 1746.30 |
| Cash and Cash Equivalent Balances | I.15 | 89.86 | 82.84 | 43.57 | 44.77 |
| Short-Term Loans and Advances | I.16 | 1,230.99 | 997.93 | 713.42 | 560.28 |
| Other Current Assets | I.17 | 489.43 | 258.35 | 208.78 | 225.09 |
| Total Current Assets | | 7,817.52 | 8,027.98 | 6157.01 | 5142.03 |
| TOTAL ASSETS | | 8,497.58 | 8,747.28 | 6,691.63 | 5,657.64 |

Note: The above statement should be read with the significant accounting policies and notes on financial statements appearing in annexure IV & V respectively.

For KAPISH JAIN & ASSOCIATES

Chartered Accountants
Firm Reg. No: 022743N

Sd/-

AMIT KUMAR MADESHIA

Partner
Membership No. 521888
Place: New Delhi
Date: 27-12-2024

For and Behalf of Board

ARCHEE GROUP CONTRACTS LIMITED

| | |
|-----------------------|---------------------|
| Sd/- | Sd/- |
| Abhishek Dhaka | Monika Dhaka |
| Director | Director |
| DIN:03331946 | DIN:03420143 |

| | |
|--------------------|-------------------------|
| Sd/- | Sd/- |
| Lalita Vats | Babit Khurana |
| Company Secretary | Chief Financial Officer |
| M. No. 42559 | PAN: BHZPK6090B |

ARCHEE GROUP CONTRACTS LIMITED
 (Formerly Known as Archee Group Contracts Pvt. Ltd.)
 CIN: U70200HR2011PLC042960

ANNEXURE - II

STATEMENT OF PROFIT & LOSS, AS RESTATED

(All amounts in ₹ lacs, unless otherwise stated)

| Particulars | Annexure No. | As at 30 June 2024 | For the year ended on March 31st | | |
|--|--------------|--------------------|----------------------------------|-----------------|-----------------|
| | | | 2024 | 2023 | 2022 |
| I Revenue from Operations | II.1 | 2,418.03 | 11,141.83 | 9,474.35 | 7,296.07 |
| II Other Income | II.2 | 3.40 | 244.22 | 24.35 | 59.96 |
| III Total Income (I+II) | | 2,421.43 | 11,386.05 | 9,498.70 | 7,356.03 |
| IV Expenditure | | | | | |
| (a) Cost of Material Consumed | II.3 | 2,244.51 | 10,694.48 | 7,486.70 | 6,273.50 |
| (b) Change in Inventories of work-in-progress | II.4 | (469.68) | (2,565.15) | 37.57 | (327.47) |
| (c) Employee Benefit Expenses | II.5 | 234.93 | 1,031.38 | 817.49 | 541.91 |
| (d) Finance costs | II.6 | 67.06 | 277.67 | 223.64 | 192.03 |
| (e) Depreciation and amortization expenses | I.11 | 30.62 | 87.72 | 69.44 | 59.08 |
| (f) Other Expenses | II.7 | 151.05 | 1,128.16 | 554.55 | 550.11 |
| Total Expenses | | 2,258.50 | 10,654.26 | 9,189.39 | 7,289.16 |
| V. Profit Before Exceptional and Extraordinary Items and Taxes (III-IV) | | 162.93 | 731.79 | 309.31 | 66.87 |
| VI Exceptional Items - Prior year items | II.8 | - | - | - | 49.57 |
| VII Profit Before Extraordinary Items and Taxes (V-VI) | | 162.93 | 731.79 | 309.31 | 17.30 |
| VIII Extraordinary Items | | - | - | - | - |
| IX Profit Before Tax (VII-VIII) | | 162.93 | 731.79 | 309.31 | 17.30 |
| XV Tax Expenses | | | | | |
| Current tax | | 47.63 | 198.75 | 108.35 | 85.45 |
| Deferred tax charge/ (benefit) | | (0.61) | (33.79) | 39.41 | (101.15) |
| Total tax Expenses | | 47.02 | 164.96 | 147.76 | (15.70) |
| Net Profit/(Loss) for the Year (XIV-XV) | | 115.92 | 566.83 | 161.55 | 33.00 |
| Basic and Diluted Equity Per Share | | 3.86 | 18.89 | 5.38 | 1.10 |

Note: The above statement should be read with the significant accounting policies and notes on financial statements appearing in annexure IV & V respectively.

For KAPISH JAIN & ASSOCIATES

Chartered Accountants
 Firm Reg. No: 022743N

Sd/-

AMIT KUMAR MADESHIA

Partner
 Membership No. 521888
 Place: New Delhi
 Date: 27-12-2024

For and Behalf of Board

ARCHEE GROUP CONTRACTS LIMITED

| | |
|-----------------------|---------------------|
| Sd/- | Sd/- |
| Abhishek Dhaka | Monika Dhaka |
| Director | Director |
| DIN:03331946 | DIN:03420143 |

| | |
|--------------------|-------------------------|
| Sd/- | Sd/- |
| Lalita Vats | Babit Khurana |
| Company Secretary | Chief Financial Officer |
| M. No. 42559 | PAN: BHZPK6090B |

ARCHEE GROUP CONTRACTS LIMITED
 (Formerly Known as Archee Group Contracts Pvt. Ltd.)
 CIN: U70200HR2011PLC042960

ANNEXURE - III

STATEMENT OF CASH FLOW AS RESTATED

(All amounts in ₹ lacs, unless otherwise stated)

| Particulars | As at 30 | For the year ended on March 31st | | |
|--|----------------|----------------------------------|-----------------|---------------|
| | June2024 | 2024 | 2023 | 2022 |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Profit Before Tax as per Profit & Loss A/c | 162.95 | 731.79 | 309.31 | 17.30 |
| Adjusted for : | | | | |
| a. Depreciation | 30.62 | 87.72 | 69.44 | 59.08 |
| b. Provision for Gratuity | 1.09 | 16.33 | 32.14 | 2.81 |
| b. Interest Expenses & Finance Cost | 67.06 | 277.67 | 223.64 | 192.03 |
| c. Profit/Loss on sale of fixed assets | (2.75) | (17.98) | (0.49) | (25.97) |
| d. Interest Income | - | (10.50) | (1.98) | (8.95) |
| Operating profit before working capital changes | 258.96 | 1,085.03 | 632.06 | 236.30 |
| Adjusted for: | | | | |
| a. Decrease /(Increase) in Inventories | 89.99 | (2,373.25) | (59.41) | (821.63) |
| b. Decrease / (Increase) in Trade Receivable | 591.61 | 875.65 | (819.95) | 141.44 |
| c. Decrease / (Increase) in Other Non-Current Assets | 10.00 | (3.08) | (9.09) | 14.78 |
| c. Decrease / (Increase) in Short Term Loans and Advances | (233.06) | (284.52) | (153.14) | (560.28) |
| d. Decrease / (Increase) in Other Assets | (242.25) | 26.77 | (36.70) | (101.76) |
| e. Decrease / (Increase) in Trade Payables | (673.68) | 1,161.22 | 228.94 | 965.39 |
| f. Increase / (Decrease) in Short Term Provisions | 0.32 | 3.22 | 3.82 | 4.44 |
| g. Increase / (Decrease) in Long Term Provisions | (0.31) | (6.63) | (14.40) | 21.85 |
| h. Increase / (Decrease) in Other current Liabilities | 88.21 | 146.31 | (82.87) | 142.39 |
| Cash generated from operations | | | | |
| Net Income Tax (Paid)/Refund | 11.18 | (275.09) | (55.34) | 58.42 |
| Net Cash Generated/(Used) From Operating Activities | (99.03) | 355.63 | (366.08) | 101.33 |
| (A) | | | | |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| a. (Purchase) Sale of Fixed Assets including capital advance | 2.01 | (217.55) | (118.28) | 0.60 |
| b. Investment made in shares | - | - | - | - |
| c. Investment made in fixed deposits | 0.33 | (13.30) | (0.19) | (0.35) |
| d. Interest & Other Income | - | 10.50 | 1.98 | 8.95 |
| Net Cash Generated/(Used) From Investing Activities | 2.34 | (220.35) | (116.49) | 9.20 |
| (B) | | | | |

| C. CASH FLOW FROM FINANCING ACTIVITES | | | | |
|---|---------------|-----------------|---------------|-----------------|
| a. Interest & Finance Cost | (67.06) | (277.67) | (223.64) | (192.03) |
| b. Proceeds from issues of equity shares | - | - | - | - |
| c. (Repayments) of long-term borrowings | (34.28) | (70.86) | (276.79) | (167.93) |
| d. Proceeds of long term borrowings | - | 165.86 | 254.81 | 180.00 |
| e. (Repayments) / proceeds of short term borrowings | 205.38 | 73.37 | 726.80 | 75.24 |
| Net Cash Generated/ (Used) From Financing Activities (C) | 104.04 | (109.30) | 481.18 | (104.72) |
| Net Increase / (Decrease) in cash and cash equivalents | 7.35 | 25.98 | (1.39) | 5.81 |
| Cash and cash equivalents at the beginning of the year | 33.15 | 7.18 | 8.57 | 2.76 |
| Cash and cash equivalents at the end of the year | 40.50 | 33.16 | 7.18 | 8.57 |
| Component of Cash & Cash Equivalent | 18.42 | 13.63 | 7.18 | 8.57 |
| Cash in hand | - | - | - | - |
| Balance With Bank (in Current Accounts) | 22.08 | 19.52 | - | - |
| Balance in deposit accounts with original maturity of less than 3 months | 40.50 | 33.16 | 7.18 | 8.57 |
| Total | 18.42 | 13.63 | 7.18 | 8.57 |

Note: The above statement should be read with the significant accounting policies and notes on financial statements appearing in annexure IV & V respectively.

For KAPISH JAIN & ASSOCIATES

Chartered Accountants
Firm Reg. No: 022743N

Sd/-

AMIT KUMAR MADESHIA

Partner

Membership No. 521888

Place: New Delhi

Date: 27-12-2024

For and Behalf of Board

ARCHEE GROUP CONTRACTS LIMITED

Sd/-

Abhishek Dhaka

Director

DIN:03331946

Sd/-

Monika Dhaka

Director

DIN:03420143

Sd/-

Lalita Vats

Company Secretary

M. No. 42559

Sd/-

Babit Khurana

Chief Financial Officer

PAN: BHZPK6090B

GENERAL INFORMATION

Brief Summary:

Our Company was originally incorporated in the name and style of “Archee Group Contracts Private Limited” a private limited company under the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana pursuant to a certificate of incorporation dated May 16, 2011, bearing Corporate Identification Number (CIN) U70200HR2011PTC042960. Subsequently, our Company acquired the entire running business along with assets and liabilities of “M/s. Archee Group”, a sole proprietorship concern of our Promoter Ms. Monika Dhaka, which was in existence for over 11 years vide a Business Transfer Agreement dated February 23, 2012. The acquisition of the proprietorship concern enabled our Company to effectively build a successful business legacy, strengthened our brand, enhanced our workforce, and expanded our customer base. Later, our company was converted into a public company “Archee Group Contracts Limited” vide fresh certificate of incorporation dated August 09, 2024, issued by Central Processing Centre bearing CIN U70200HR2011PLC042960.

For further details please refer to chapter titled “*Our History and Certain Corporate Matters*” beginning on page 196.

Registered Office:

Archee Group Contracts Limited

205-206, Second Floor, Suncity Trade Tower, Sector 21, Old Delhi Gurugram Road, Industrial Complex Dundaheera, Gurgaon, Haryana, India, 122016

Tel. No.: +91 124 4257545

Email: info@archeegroup.com

Website: www.archeegroup.com

CIN: U70200HR2011PLC042960

Registration No.: 042960

Address of the Registrar of Companies:

Registrar of Companies, Delhi and Haryana

4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019, India.

Tel No: +91-011- 26235707/ 26235708/ 26235709

Fax No: +91- 011- 26235702

Email id: roc.delhi@mca.gov.in

Website: www.mca.gov.in

Board of Directors:

The following table sets out details regarding our Board as on the date of filing of this Draft Red Herring Prospectus consists of:

| Sr. No. | Name of Directors | Designation | DIN | Address |
|---------|--------------------|---------------------|----------|---|
| 1 | Mr. Nitin Sahjwani | Managing Director | 03349163 | Flat no. 0351, A.T.S. Green Village, Sector 93A, Noida, Gautam Buddha Nagar, Uttar Pradesh- 201304. |
| 2 | Mr. Abhishek Dhaka | Whole Time Director | 03331946 | House no. – GG- 10, Gurgaon One Apartment Old Delhi Jaipur Road, Sector – 22, Palam Road, Gurgaon, Haryana, 122015. |
| 3 | Ms. Monika Dhaka | Whole Time Director | 03420143 | House no. – GG- 10, Gurgaon One Apartment Old Delhi Jaipur Road, Sector – 22, Palam Road, Gurgaon, Haryana, 122015. |



ARCHEE GROUP

| | | | | |
|---|-------------------------|------------------------|----------|---|
| 4 | Ms. Maanvita Dhaka | Non-Executive Director | 10730670 | House no. – GG- 10, Gurgaon One Apartment Old Delhi Jaipur Road, Sector – 22, Palam Road, Gurgaon, Haryana, 122015. |
| 5 | Mr. Ravi Kumar Shingari | Independent Director | 08912955 | Villa no. 19, Monada, Emaar Marbella villa, Sector 66, Badshahpur, Gurgaon, Haryana – 122101. |
| 6 | Mr. Rajiv Chhikara | Independent Director | 09047168 | W2B093, Wellington Estate, DLF – Phase 5, Galleria DLF IV, Gurgaon, Haryana 122009. |

For further details in relation to our directors, please refer to chapter titled “*Our Management*” on page 201.

| Chief Financial Officer | Company Secretary & Compliance Officer |
|--|--|
| Babit Khurana | Lalita Vats |
| Archee Group Contracts Limited | Archee Group Contracts Limited |
| 205-206, Second Floor, Suncity Trade Tower, Sector 21, Old Delhi Gurugram Road, Industrial Complex Dundaheera, Gurgaon, Haryana, India, 122016 | 205-206, Second Floor, Suncity Trade Tower, Sector 21, Old Delhi Gurugram Road, Industrial Complex Dundaheera, Gurgaon, Haryana, India, 122016 |
| Tel. No.: +91 124 4257545 | Tel. No.: +91 124 4257545 |
| Email: cfo@archeegroup.com | Email: cs@archeegroup.com |
| Website: www.archeegroup.com | Website: www.archeegroup.com |

Investor Grievances:

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

All grievances relating to the Offer other than the Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances relating to the Anchor Investors may be addressed to the Book Running Lead Manager, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form.

For all Offer-related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager.

Details of Key Intermediaries pertaining to this Offer and our Company:



ARCHEE GROUP

Book Running Lead Manager to the Offer**S H A N N O N****Shannon Advisor Private Limited****Address:** 902, 9th Floor, New Delhi House, Barakhamba Road, Connaught Place, New Delhi - 110001**Tel No.:** +91 11 42758011**Email:** sme.ipo@shannon.co.in**Website:** www.shannon.com**Contact Person:** Vinay Kumar Pareek / Kirti Tyagi**SEBI Reg. No.:** INM000013174**CIN:** U74999DL2022PTC399995**Investor Grievance Email:** grievance@shannon.co.in**Registrar to the Offer****Maashitla Securities Private Limited****Address:** 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034, India**Tel No.:** +91 11-47581432**E-mail:** ipo@maashitla.com**Investor Grievance:** Investor.ipo@maashitla.com**Website:** www.maashitla.com**Contact Person:** Mukul Agrawal**SEBI Registration Number:** INR000004370**CIN:** U67100DL2010PTC208725**Statutory Auditor & Peer Review Auditor****Kapish Jain and Associates****Address:** 504, B-wing, Statesman House, 148, Barakambha Road, New Delhi – 110001**Tel No.:** +91 11 43708987**E-mail:** ca.kapish@gmail.com**Firm Registration No.:** 022743N**Peer Review Certificate Number:** 011804**Contact Person:** Amit Kumar Madhesia**Membership No.:** 521888



ARCHEE GROUP

Legal Advisor to the Offer



Chir Amrit Legal LLP

Address: 6th Floor, Unique Destination, Opp. Times of India, Tonk Road, Jaipur – 302015, Rajasthan

Tel No.: + 91 141 4044500

Email: harsha@chiramritlaw.com

Website: www.chiramritlaw.com

Contact Person: Harsha Totuka

Designation: Partner

Banker to our company



Kotak Mahindra Bank Limited

Address: Kotak Aerocity, Asset Area 9, IBIS Commercial Block, Hospitality District, IGI Airport, New Delhi - 110037

Tel. No.: 011-41276144

E-mail: manika.misra@kotak.com

Website: www.kotak.com

Contact Person: Manika Misra

Bankers to the Offer/ Refund Banker/Sponsor Bank*

[•]

[•]

[•]

[•]

[•]

[•]

[•]

Syndicate Member*

[•]

[•]

[•]

[•]

[•]

[•]

**The Bankers to the Offer/ Refund Banker/ Sponsor Bank and Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus with the RoC.*

Designated Intermediaries:

Self-Certified Syndicate Banks (SCSB's)

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>;

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>

Syndicate SCSB Branches

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

Registered Brokers

Applicants can submit Application Forms in the Offer using the stock broker's network of the Stock Exchanges, through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, eligible to accept ASBA forms, including details such as postal address, telephone number, and email address, is provided on the website of the SEBI (www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Registrar and Share Transfer Agents

The list of the Registrar to Offer and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10> , as updated from time to time.

Collecting Depository Participants (CDP's)

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Brokers to the Offer

All members of the recognized stock exchange would be eligible to act as Brokers to the Offer.

Experts Opinion

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

Our Company has received written consent dated September 26, 2024 from Kapish Jain and Associates, Chartered Accountants, who hold valid peer review certificates from ICAI, to include their names as required under the SEBI ICDR Regulations and Section 26(1) of the Companies Act in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in the capacity as our Statutory Auditors and in respect of their report dated December 27, 2024 relating to the Restated Financial Information; and (ii) report dated December 28, 2024 on the statement of special tax benefits included in this Draft Red Herring Prospectus, and such consents have not been withdrawn as on the date of this Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Inter-se Allocation of Responsibilities

Since, Shannon Advisors Private Limited is the sole Book Running Lead Manager to this Offer, a statement of inter se allocation of responsibilities among Book Running Lead Manager is not applicable.

Monitoring Agency

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Offer size exceeds ₹10,000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the Offer. However, as per section 177 of the Companies Act, Audit Committee of our Company will be monitoring the utilization of the Offer Proceeds.

Green Shoe Option

No Green Shoe Option is applicable for this Offer.

Appraising Entity

None of the objects for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

IPO Grading

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

Trustees

As the Offer is of Equity Shares, the appointment of trustees is not required.

Debenture Trustees

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

Filing of Offer Document with the Designated Stock Exchange/SEBI/ROC

The Draft Red Herring Prospectus is being filed with SME Platform of BSE, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001, India.

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 was filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

Book Building Process

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper, and [●] edition of [●], a Hindi newspaper (Hindi being the regional language of [●] where our Registered Office is located), each with wide circulation at least two working days prior to the Bid/ Offer Opening date. The Offer Price shall be determined by our Company and Promoter Selling Shareholder, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Offer Closing Date. Principal parties involved in the Book Building Process are: -

- Our Company;
- The Book Running Lead Manager in this case being Shannon Advisors Private Limited.
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with BSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Offer and;
- The Designated Intermediaries and Sponsor bank

The SEBI (ICDR) Regulations have permitted the Offer of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI (ICDR) Regulations.

The Offer is being made through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and Promoter Selling Shareholder may in consultation with the Book Running Lead Manager allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Offer. Under-subscription

if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer. In accordance with the SEBI (ICDR) Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids being received at or above the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “*Offer Procedure*” beginning on page 297.

The process of Book Building under the SEBI (ICDR) Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Offer.

For further details on the method and procedure for Bidding, please see section entitled “*Offer Procedure*” on page 297.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various Investors

| Bid Quantity | Bid Amount (₹) | Cumulative Quantity | Subscription |
|--------------|----------------|---------------------|--------------|
| 500 | 24 | 500 | 16.67% |
| 1,000 | 23 | 1,500 | 50.00% |
| 1,500 | 22 | 3,000 | 100.00% |
| 2,000 | 21 | 5,000 | 166.67% |
| 2,500 | 20 | 7,500 | 250.00% |

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer,

in consultation with the Book Running Lead Manager, may finalize the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Offer Procedure*” on page 297;
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid/ Offer Program:

| Event | Indicative Dates |
|--|------------------|
| Bid/Offer Opening Date¹ | [●] |
| Bid/Offer Closing Date² | [●] |
| Finalization of Basis of Allotment with the Designated Stock Exchange (T+1) | On or about [●] |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2) | On or about [●] |
| Credit of Equity Shares to Demat accounts of Allottees (T+2) | On or about [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange (T+3) | On or about [●] |

1 Our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI (ICDR) Regulations.

2 Our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI (ICDR) Regulations.

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

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/ Offer Closing Date, the Bid Cum



Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidder on Bid/Offer Closing Date may be extended in consultation with the Book Running Lead Manager, RTA and BSE taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Offer Closing Date, as is typically experienced in public Offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid Cum Application Forms prior to the Bid/Offer Closing Date. Allocation to Retail Individual Bidders, in this Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Bidder, the Registrar to the Offer shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Withdrawal of the Offer

Our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the Offer at any time before the Bid/ Offer Opening Date without assigning any reason thereof.

If our Company withdraws the Offer any time after the Bid/ offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The Book Running Lead Manager, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the Offer after the Bid/ Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through this Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the filing of Red Herring Prospectus/ Prospectus with the Registrar of Companies.

Underwriting

The Company and the Book Running Lead Manager to the Offer hereby confirm that the Offer will be 100% Underwritten by the Underwriter [●] in the capacity of Underwriter to the offer.

Pursuant to the terms of the Underwriting Agreement dated [●] entered into by Company, Underwriter, the obligations

of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

| Details of the Underwriter | No. of shares underwritten | Amount Underwritten (₹ in Lakhs) | % of Total Offer Size Underwritten |
|----------------------------|----------------------------|----------------------------------|------------------------------------|
| [●] | [●] | [●] | [●] |

*Includes [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, [●] in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

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

Change in Auditors during the last three (3) years:

The following changes have taken place in the Auditor during the last three years preceding the date of Draft Red Hearing Prospectus:

| S.no. | Name of the Auditor | Date of Appointment | Date of Resignation | Reason |
|-------|--|---|---------------------|--|
| 1. | Bacchoo Singh Rathore & Co. 199A/18 Onkar Nagar B Tri Nagar, Delhi 110035 E-mail: bsrathore199a@gmail.com Contact Person: B.S Rathore Membership No: 090993 FRN: 013688N | April 1, 2019 | June 10, 2024 | Resignation due to Preoccupancy |
| 2. | Kapish Jain & Associates 504, B- Wing, Statesman House, 148, Barakhamba Road, New Delhi 110001 E-mail: ca.kapish@gmail.com Contact Person: Amit Kumar Madheshia Membership No: 521888 FRN: 022743N | July 05, 2024 Appointed on July 05, 2024 and re-appointed on September 30, 2024 for a term of 5 years | N. A | Appointment as the Statutory Auditors till the date of conclusion of next Annual General Meeting. Thereafter, re-appointed as the statutory auditors of our Company in the AGM dated September 30, 2024. |

Details of the Market Making arrangement for this Offer

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Offer:



| | |
|-------------------------------|-----|
| Name | [●] |
| Correspondence Address: | [●] |
| Tel No.: | [●] |
| E-mail: | [●] |
| Website: | [●] |
| Contact Person: | [●] |
| SEBI Registration No.: | [●] |
| Market Maker Registration No. | [●] |

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

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

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

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

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being Issued by the Market Maker(s).
- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the BSE Limited (SME platform of BSE Limited) and SEBI from time to time.
- The minimum depth of the quote shall be ₹ 1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to Offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE SME (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME platform of BSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Offer Size. Any Equity Shares allotted to Market Maker under this Offer over and above 25% of Offer Size would not be taken into consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing 2-way quotes.
- There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the Investors.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months’ notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.
- In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.
- **Risk containment measures and monitoring for Market Makers:** BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** The Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (Issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- **Price Band and Spreads:** The SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for offer size up to ₹ 250 crores, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

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

The following spread will be applicable on the SME Exchange/ Platform.

| S. No. | Market Price Slab (in ₹) | Proposed Spread (in % to sale price) |
|--------|--------------------------|--------------------------------------|
| 1. | Up to 50 | 9 |
| 2. | 50 to 75 | 8 |
| 3. | 75 to 100 | 6 |
| 4. | Above 100 | 5 |

➤ Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the offer size and as follows:

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

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

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

THIS SPACE IS LEFT BLANK INTENTIONALLY

CAPITAL STRUCTURE

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

| <i>(Amount in Lakhs except share data)</i> | | | | | |
|--|---|-------------------------------|--------------------------------|----------|--|
| Sr. No. | Particulars | Aggregate Value at Face Value | Aggregate Value at Offer Price | | |
| A | Authorized Share Capital | 1,500.00 | [●] | | |
| | 1,50,00,000 Equity Shares having a face value of ₹ 10/- each | | | | |
| B | Issued, Subscribed & Paid-up Share Capital prior to the Offer | 1,006.08 | [●] | | |
| | 1,00,60,800 Equity Shares having face value of ₹10/- each | | | | |
| C | Present offer in terms of this Draft Red Herring Prospectus* | [●] | [●] | | |
| | Offer up to 35,35,200 Equity Shares having face value of ₹ 10/-each at a Premium of ₹ [●] per share ⁽¹⁾⁽²⁾ | | | | |
| <i>consisting of:</i> | | | | | |
| | Fresh Issue of up to 32,05,200 equity shares of face value of ₹ 10/- each at a premium of ₹ [●]/- per share | [●] | [●] | | |
| | Offer for Sale of up to 3,30,000 Equity Shares of face value of ₹10 each at a premium of ₹ [●]/- per share ⁽⁴⁾ | [●] | [●] | | |
| <i>of which</i> | | | | | |
| D | Reservation for Market Maker Portion | [●] | [●] | | |
| | up to [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Shares Share reserved as Market Maker Portion | | | | |
| E | Net Offer to Public | [●] | [●] | | |
| | Net Offer to Public of up to [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Shares Share to the Public | | | | |
| <i>Of which:</i> | | | | | |
| | i. At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Retail Individual Investors | [●] | [●] | | |
| | ii. At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Non-Institutional Investors | [●] | [●] | | |
| | iii. Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual funds. | [●] | [●] | | |
| F | Issued, Subscribed and Paid-up Equity Shares Share Capital after the Offer | | | | |
| | Up to 1,32,66,000 Equity Shares of face value of ₹10/- each | | | 1,326.60 | |
| G | Securities Premium Account | | | | |
| | Before the Offer (as on date of this Draft Red Herring Prospectus) | | | 222.77 | |
| | After the Offer | | | [●] | |

*To be updated upon the finalization of the Offer Price.

(1) The Offer has been authorized by our Board pursuant to the resolution passed at its meeting held on September 20, 2024 and our Shareholders have authorized the Fresh Issue pursuant to a special resolution passed at their meeting held on September 20, 2024. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated September 20, 2024.

(2) The Promoter Selling Shareholder has specifically confirmed that the Offered Shares have been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale pursuant to a consent letter dated September 20, 2024. For details on the authorization

and consent of the Promoter Selling Shareholder in relation to the Offered Shares, see “The Offer” on page 65.

CLASSES OF SHARES

Our Company has only one class of share capital i.e., Equity Shares of face value of ₹ 10/- each only. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of filing this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Changes in Authorized Equity Share Capital of our Company:

| S. No | Particular of changes | Cumulative No. of Equity Shares | Face Value of Equity Shares | Cumulative Authorized Share Capital (₹ in lakhs) | Date of Shareholders' Meeting | Whether AGM/ EGM |
|-------|---|---------------------------------|-----------------------------|--|-------------------------------|------------------|
| 1 | Upon incorporation | 1,00,000 | 10/- | 10.00 | On Incorporation | N.A. |
| 2 | Increase in Authorized Share Capital from ₹10.00 Lakhs to ₹ 150.00 Lakhs | 15,00,000 | 10/- | 150.00 | February 20, 2012 | EGM |
| 3 | Increase in Authorized Share Capital from ₹150.00 Lakhs to ₹ 300.00 Lakhs | 30,00,000 | 10/- | 300.00 | September 30, 2013 | EGM |
| 4 | Increase in Authorized Share Capital from ₹300.00 Lakhs to ₹ 1,500.00 Lakhs | 1,50,00,000 | 10/- | 1,500.00 | August 12, 2024 | EGM |

2. Share Capital History of our Company:

a) Equity Share Capital

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

| Date of Allotment / Fully Paid-up | No. of Equity Shares allotted | Face value (₹) | Issue Price (₹) | Form of consideration | Nature of Allotment | Cumulative number of Equity shares | Cumulative Paid-up Capital (₹) |
|-----------------------------------|-------------------------------|----------------|-----------------|-----------------------|------------------------------------|------------------------------------|--------------------------------|
| On Incorporation | 10,000 | 10/- | 10/- | Cash | Subscription to MOA ⁽ⁱ⁾ | 10,000 | 1,00,000 |
| March 13, 2012 | 12,71,000 | 10/- | NA | Other than Cash | Further Allotment ⁽ⁱⁱ⁾ | 12,81,000 | 1,28,10,000 |
| | 2,19,000 | 10/- | 10/- | Cash | Further Allotment ⁽ⁱⁱⁱ⁾ | 15,00,000 | 1,50,00,000 |
| September 30, 2013 | 2,50,000 | 10/- | 10/- | Cash | Further Allotment ^(iv) | 17,50,000 | 1,75,00,000 |
| January 15, | 2,50,000 | 10/- | 10/- | Cash | Rights Issue ^(v) | 20,00,000 | 2,00,00,000 |



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| | | | | | | | |
|--------------------|-----------|------|------|-----------------|-------------------------------------|-------------|--------------|
| November 15, 2018 | 10,00,000 | 10/- | NA | Other than Cash | Bonus Issue ^(vi) | 30,00,000 | 3,00,00,000 |
| August 13, 2024 | 60,00,000 | 10/- | NA | Other than Cash | Bonus Issue ^(vii) | 90,00,000 | 9,00,00,000 |
| September 18, 2024 | 10,60,800 | 10/- | 31/- | Cash | Private Placement ^(viii) | 1,00,60,800 | 10,06,08,000 |

Notes:

i. Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of ₹ 10/- each aggregating to ₹ 1,00,000 as per the details given below:

| S. No. | Name of Allottees | No. of shares Allotted |
|--------------|-------------------|------------------------|
| 1 | Nitin Sahjwani | 5000 |
| 2 | Monika Dhaka | 4000 |
| 3 | Abhishek Dhaka | 1000 |
| Total | | 10000 |

ii. Allotment of 12,71,000 Equity Shares of face value of ₹ 10/- each pursuant to the acquisition of M/s Archee Group, proprietorship of Monika Dhaka

| S. No. | Name of Allottees | No. of Shares Allotted |
|--------------|-------------------|------------------------|
| 1 | Monika Dhaka | 1271000 |
| Total | | 1271000 |

iii. Allotment of 2,19,000 Equity Shares of face value of ₹ 10/- each as per the details as given below:

| S. No. | Name of Allottees | No. of Shares Allotted |
|--------------|-------------------|------------------------|
| 1 | Nitin Sahjwani | 145000 |
| 2 | Abhishek Dhaka | 74000 |
| Total | | 219000 |

iv. Allotment of 2,50,000 Equity Shares of face value of ₹ 10/- each as per the details as mentioned below:

| S. No. | Name of Allottees | No. of Shares Allotted |
|--------------|-------------------|------------------------|
| 1 | Nitin Sahjwani | 250000 |
| Total | | 250000 |

v. Allotment of 2,50,000 Equity Shares of face value of ₹ 10/- each on Right Issue basis as per the details as given below:

| S. No. | Name of Allottees | No. of Shares Allotted |
|--------------|-------------------|------------------------|
| 1 | Nitin Sahjwani | 250000 |
| Total | | 250000 |

vi. Bonus Issue of 10,00,000 Equity Shares of face value of ₹ 10/- each in the ratio of 1:2 i.e. One Equity share for every Two Equity share held by shareholders on November 15, 2018, as per details given below:

| S. No. | Name of Allottees | No. of shares Allotted |
|--------|-------------------|------------------------|
| 1 | Monika Dhaka | 637500 |
| 2 | Nitin Sahjwani | 325000 |
| 3 | Abhishek Dhaka | 37500 |

**Total**

vii. Bonus Issue of 60,00,000 Equity Shares of face value of ₹ 10/- each in the ratio of 2:1 i.e. Two Equity shares for every One Equity share held by shareholder,s on August 13, 2024, as per details given below:

| S. No. | Name of Allottees | No. of Shares Allotted |
|--------------|-------------------|------------------------|
| 1 | Monika Dhaka | 3824920 |
| 2 | Nitin Sahjwani | 1950000 |
| 3 | Abhishek Dhaka | 225000 |
| 4 | Kashvi Sahjwani | 20 |
| 5 | Rahul Sahjwani | 20 |
| 6 | Pramika Dhaka | 20 |
| 7 | Maanvita Dhaka | 20 |
| Total | | 6000000 |

viii. Private Placement of 10,60,800 Equity Shares of face value ₹ 10/- each at a premium of ₹ 21/- each as per the details given below:

| S. No. | Name of Allottees | No. of Shares Allotted |
|--------------|---------------------------------|------------------------|
| 1 | Kanav Gupta | 795300 |
| 2 | Unlisted Assets Private Limited | 265500 |
| Total | | 1060800 |

b) **Preference Share Capital:** As on the date of this Draft Red Herring Prospectus, our Company does not have any Preference Share Capital.

3. Details of Allotment made in the last two years preceding the date of Draft Red Herring Prospectus

Except as mentioned in point number 2 a (vii) and (viii) above, the Company has not issued any Equity Share in the last two years preceding the date of the Draft Red Herring Prospectus.

4. Issue of Equity Shares for consideration other than cash:

Except set out below, our Company has not issued any Equity Shares for consideration other than cash since its incorporation:

| Date of Allotment | Name of the Allottees | No. of Equity Shares allotted | Face value(₹) | Issue Price(₹) | Reason / Nature of Allotment | Benefits accrued to our company |
|-------------------|-----------------------|-------------------------------|---------------|----------------|---|---|
| March 13, 2012 | Monika Dhaka | 1271000 | 10 | - | Pursuant to the acquisition of M/s Archee Group | Acquisition of the running business of M/s Archee Group |
| November 15, 2018 | Monika Dhaka | 637500 | 10 | - | Bonus Issue in the ratio of 1:2 | Capitalization of Reserves & Surplus |
| | Nitin Sahjwani | 325000 | | | | |
| | Abhishek Dhaka | 37500 | | | | |
| August 13, 2024 | Monika Dhaka | 3824920 | 10 | - | Bonus Issue in the ratio of 2:1 | Capitalization of Reserves & Surplus |
| | Nitin Sahjwani | 1950000 | | | | |
| | Abhishek Dhaka | 225000 | | | | |
| | Kashvi Sahjwani | 20 | | | | |
| | Rahul Sahjwani | 20 | | | | |

| | |
|----------------|----|
| Pramika Dhaka | 20 |
| Maanvita Dhaka | 20 |

5. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
6. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
7. Our company doesn't have any Employee stock option scheme (hereinafter called as "ESOP")/ Employee Stock purchase scheme (hereinafter called as "ESPS") for our employees and we do not intent to allot any shares to our employees under ESOP and ESPS from the proposed offer. As and when options are granted to our employees under the ESOP scheme, our company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
8. The company has not received any other share applications, and the details stated in the Capital Structure section are accurate as per the ROC records.
9. **Issue of equity shares at a price lower than offer price within last one year**

Other than the Equity Shares allotted pursuant to the Bonus Issues, our company has not issued any Equity Shares in the last one year immediately preceding the date of filing of this Draft Red Herring Prospectus at a price which is lower than the offer price.

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10. Our shareholding pattern

| (I) Category | (II) Category of Shareholder | (III) No. of Shareholders | (IV) No of fully paid-up equity shares held | (V) No of partlypaid- up equity sharesheld | (VI) No. of sharesunderlying Depository Receipts | (VII = IV+V+V) Total No of Sharesheld | (VIII) Shareholding as a % of total No. of Shares (calculated as per SCRR, 1957 | (IX) Number of Voting Rights held in eachClass of securities No of voting Right Total as % of (A+B+C) | | (X) No of underlying outstanding Convertible securities (incl. Warrants) | (XI=VII+X) Shareholding as a %assuming full convertible securities (as a % ofdiluted share +X) | (XII) Number of Locked in shares No(a) As a % of total shares held(b) | | (XIII) No. of shares Pledged or Otherwise Encumbered No(a) As a % of total shares held(b) | | (XIV) No. of Equity sharesheld in Demat Form | |
|-----------------|---------------------------------|------------------------------|--|---|---|--|--|--|----------------|---|---|--|----------|--|----------|---|--------------------|
| A | Promoters and Promoter Group | 6 | 89,99,990 | - | - | 89,99,990 | 89.46 % | 89,99,990 | 89.46 % | - | - | - | - | - | - | - | 89,99,990 |
| B | Public | 8 | 10,60,810 | - | - | 10,60,810 | 10.54 % | 10,60,810 | 10.54 % | - | - | - | - | - | - | - | 10,60,810 |
| C | Non-Promoter Non-Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C1 | Shares Underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C2 | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total (A+B+C) | 14 | 1,00,60,800 | - | - | 1,00,60,800 | 100.00% | 1,00,60,800 | 100.00% | - | - | - | - | - | - | - | 1,00,60,800 |

Notes:

1. As on date of this Draft Red Herring Prospectus 1 Equity Shares share holds 1 vote and we have only one class of Equity Shares of face value of ₹ 10/- each.
2. All the existing pre issue capital of our Promoters and Public category shareholders are in Dematerialization form as on date of this Draft Red Herring Prospectus.
3. We have entered into tripartite agreement with CDSL & NSDL.

11. List of Shareholders of the Company holding 1% or more of the paid-up Share Capital of the Company:

a) As on the date of filing of this Draft Red Herring Prospectus: -

| S. No. | Name of Shareholders | No. of Shares Held | % Pre-Offer paid up Share Capital* |
|--------------|---------------------------------|--------------------|------------------------------------|
| 1 | Monika Dhaka | 5737380 | 57.03 % |
| 2 | Nitin Sahjwani | 2925000 | 29.07 % |
| 3 | Kanav Gupta | 379064 | 3.77 % |
| 4 | Maanvita Dhaka | 337520 | 3.35 % |
| 5 | Unlisted Assets Private Limited | 265500 | 2.64 % |
| 6 | Riya Aggarwal | 150000 | 1.49 % |
| 7 | Nirmala Devi | 120571 | 1.20 % |
| Total | | 9915035 | 98.55 % |

* the % has been calculated based on existing (pre-offer) Paid up Capital of the Company

b) Ten days prior to the date of filing of this Draft Red Herring Prospectus: -

| S. No. | Name of Shareholders | No. of Shares Held | % Pre-offer paid up Share Capital* |
|--------------|---------------------------------|--------------------|------------------------------------|
| 1 | Monika Dhaka | 5737380 | 57.03 % |
| 2 | Nitin Sahjwani | 2925000 | 29.07 % |
| 3 | Kanav Gupta | 379064 | 3.77 % |
| 4 | Maanvita Dhaka | 337520 | 3.35 % |
| 5 | Unlisted Assets Private Limited | 265500 | 2.64 % |
| 6 | Riya Aggarwal | 150000 | 1.49 % |
| 7 | Nirmala Devi | 120571 | 1.20 % |
| Total | | 9915035 | 98.55 % |

* the % has been calculated based on existing (pre-offer) Paid up Capital of the Company

c) One Year prior to the date of filing of this Draft Red Herring Prospectus: -

| S. No. | Name of Allottees | No. of shares Allotted | % Pre-Offer paid up Share Capital* |
|--------------|-------------------|------------------------|------------------------------------|
| 1 | Monika Dhaka | 1912500 | 19.51 % |
| 2 | Nitin Sahjwani | 975000 | 9.95 % |
| 3 | Abhishek Dhaka | 112500 | 1.15 % |
| Total | | 3000000 | 30.61 % |

* the % has been calculated based on existing (pre-offer) Paid up Capital of the Company

d) Two Year prior to the date of filing of this Draft Red Herring Prospectus:

| S. No. | Name of Allottees | No. of shares Allotted | % Pre-Offer paid up Share Capital* |
|--------------|-------------------|------------------------|------------------------------------|
| 1 | Monika Dhaka | 1912500 | 19.51 % |
| 2 | Nitin Sahjwani | 975000 | 9.95 % |
| 3 | Abhishek Dhaka | 112500 | 1.15 % |
| Total | | 3000000 | 30.61 % |

* the % has been calculated based on existing (pre-offer) Paid up Capital of the Company

12. Our Company has not made any Initial Public Offer of specified securities in the preceding two years

There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

13. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Draft Red Herring Prospectus, Our Promoters, Ms. Monika Dhaka, Mr. Nitin Sahjwani and Ms. Maanvita Dhaka, collectively hold 89,99,900 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

Set forth below is the build-up of the shareholding of our Promoters in our Company since incorporation.

| Date of Allotment and paid up/ Transfer | No. of Equity Shares | Face Value | Issue Price | Consideration | Nature of Acquisition | Pre-Offer Shareholding % (adjusted as per face value) | Post-offer Shareholding % (adjusted as per face value) |
|---|----------------------|------------|-------------|-----------------|---|---|--|
| A) MONIKA DHAKA | | | | | | | |
| 16 May, 2011 | 4,000 | 10 | 10 | Cash | Subscription to MOA | 0.04 % | [●] |
| 13 March, 2012 | 12,71,000 | 10 | Nil | Other than cash | Pursuant to the acquisition of M/s Archee Group | 12.63 % | [●] |
| 15 November, 2018 | 6,37,500 | 10 | Nil | Other than Cash | Bonus Issue | 6.34 % | [●] |
| May 15, 2024 | (40) | 10 | 10 | Cash | Share Transfer ^(a) | - | - |
| 13 August, 2024 | 38,24,920 | 10 | Nil | Other than cash | Bonus Issue | 38.02 % | [●] |
| Total (A) | 57,37,380 | | | | | 57.03 % | [●] |
| B) NITIN SAHJWANI | | | | | | | |
| 16 May, 2011 | 5,000 | 10 | 10 | Cash | Subscription to MOA | 0.05 % | [●] |
| 13 March, 2012 | 1,45,000 | 10 | 10 | Cash | Further Allotment | 1.44 % | [●] |
| 20 September, 2013 | 2,50,000 | 10 | 10 | Cash | Further Allotment | 2.48 % | [●] |
| 15 January, 2015 | 2,50,000 | 10 | 10 | Cash | Right Issue | 2.48 % | [●] |



| | | | | | | | |
|--------------------------|------------------|----|-----|-----------------|-------------------------------|----------------|------------|
| 15 November, 2018 | 3,25,000 | 10 | Nil | Other than cash | Bonus Issue | 3.23 % | [●] |
| 13 August, 2024 | 19,50,000 | 10 | Nil | Other than cash | Bonus Issue | 19.38 % | [●] |
| Total (B) | 29,25,000 | | | | | 29.07 % | [●] |
| C) ABHISHEK DHAKA | | | | | | | |
| 16 May, 2011 | 1,000 | 10 | 10 | Cash | Subscription to MOA | 0.01 % | [●] |
| 13 March, 2012 | 74,000 | 10 | 10 | Cash | Further Allotment | 1.44 % | [●] |
| 15 November, 2018 | 37,500 | 10 | Nil | Other than cash | Bonus Issue | 0.37 % | [●] |
| 13 August, 2024 | 2,25,000 | 10 | Nil | Other than cash | Bonus Issue | 2.24 % | [●] |
| 20 September, 2024 | (3,37,490) | 10 | 10 | Other than cash | Share Transfer ^(b) | - | - |
| 20 September, 2024 | (10) | 10 | 10 | Cash | Share Transfer ^(c) | - | - |
| Total (C) | NIL | | | | | | |
| D) MAANVITA DHAKA | | | | | | | |
| 15 May, 2024 | 10 | 10 | Nil | Cash | Share Transfer | Negligible | [●] |
| 13 August, 2024 | 20 | 10 | Nil | Other than cash | Bonus Issue | Negligible | [●] |
| 20 September, 2024 | 3,37,490 | 10 | Nil | Other than cash | Share Received by way of Gift | 3.35 % | [●] |
| Total (D) | 3,37,520 | | | | | 3.35 % | [●] |

Note:

i) None of the Shares has been pledged by our Promoters

ii) All the shares held by our Promoters, were fully paid-up on the respective dates of acquisition of such shares

(a) Details of sale of shares by Monika Dhaka of 40 Equity Share by way of transfer of share with consideration

| Sr. No. | Date of Transfer | Name of Transferee | Category of Allottee | No. of Shares Transferred |
|--------------|------------------|--------------------|----------------------|---------------------------|
| 1. | | Kashvi Sahjwani | | 10 |
| 2. | May 15, 2024 | Rahul Sahjwani | Promoter Group | 10 |
| 3. | | Pramika Dhaka | | 10 |
| 4. | | Maanvita Dhaka | | 10 |
| Total | | | | 40 |

(b) Details of sale of shares by Abhishek Dhaka of 337490 Equity Share by way of transfer of share without consideration (gift)

| Sr. No. | Date of Transfer | Name of Transferee | No. of share transferred |
|---------|------------------|--------------------|--------------------------|
|---------|------------------|--------------------|--------------------------|



ARCHEE GROUP

| | | | |
|--------------|--------------------|----------------|---------------|
| 1. | 20 September, 2024 | Maanvita Dhaka | 337490 |
| Total | | | 337490 |

(c) Details of sale of shares by Abhishek Dhaka of 10 Equity Share by way of transfer of share with consideration

| Sr. No. | Date of Transfer | Name of Transferee | No. of share transferred |
|--------------|--------------------|--------------------|--------------------------|
| 1. | 20 September, 2024 | Babit Khurana | 10 |
| Total | | | 10 |

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

| S. No. | Name of Promoters | No. of Shares Held | Average Cost of Acquisition* (in ₹) |
|--------|-------------------|--------------------|-------------------------------------|
| 1. | Monika Dhaka | 57,37,380 | 2.22 |
| 2. | Nitin Sahjwani | 29,25,000 | 2.22 |
| 3. | Abhishek Dhaka | - | - |
| 4. | Maanvita Dhaka | 3,37,520 | 0.0003 |

*As Certified by M/s Kapish Jain & Associates, Chartered Accountants dated December 30, 2024

15. Shareholding of Promoters & Promoter Group

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoters and Promoter Group”:

| Sr. No | Names | Pre IPO | | Post IPO | |
|--------------------------|-----------------|------------------|-------------------|-------------|---------------|
| | | Shares Held | % Shares Held | Shares Held | % Shares Held |
| Promoters | | | | | |
| 1. | Monika Dhaka | 57,37,380 | 57.03 % | [●] | [●] |
| 2. | Nitin Sahjwani | 29,25,000 | 29.07 % | [●] | [●] |
| 3. | Maanvita Dhaka | 3,37,520 | 3.35 % | [●] | [●] |
| Sub Total (A) | | 89,99,900 | 89.45 % | [●] | [●] |
| Promoters Group | | | | | |
| 4. | Kashvi Sahjwani | 30 | Negligible | [●] | [●] |
| 5. | Rahul Sahjwani | 30 | Negligible | [●] | [●] |
| 6. | Pramika Dhaka | 30 | Negligible | [●] | [●] |
| Sub Total (B) | | 90 | Negligible | [●] | [●] |
| Grand Total (A+B) | | 89,99,990 | 89.46 % | [●] | [●] |

16. Except as provided below, no Equity Shares were acquired/ purchased/ sold by the Promoters and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft Red Herring Prospectus

| Date of Allotment / Transfer | Name of Shareholder/Transferor | No. of Equity Shares | % of Pre issue Capital | Subscribed/ Acquire/ Transfer | Category of Allottees (Promoter/ Promoter Group/ Director) |
|------------------------------|--------------------------------|----------------------|------------------------|----------------------------------|--|
| September 20, 2024 | Abhishek Dhaka | 3,37,490 | 3.35 | Share Transfer to Maanvita Dhaka | Promoter Group and Non-executive Director |
| | | 10 | Negligible | Share Transfer to Babit Khurana | Chief Financial Officer |
| August | Monika Dhaka | 38,24,920 | 38.02 % | Bonus Issue (2:1) | Promoter & Whole |



| | | | | | |
|-----------------|-----------------|-----------|------------|-----------------------------------|-----------------------------------|
| 13, 2024 | | | | | Time Director |
| August 13, 2024 | Nitin Sahjwani | 19,50,000 | 19.38 % | Bonus Issue (2:1) | Promoter & Managing Director |
| August 13, 2024 | Abhishek Dhaka | 2,25,000 | 2.24 % | Bonus Issue (2:1) | Promoter & Whole Time Director |
| August 13, 2024 | Kashvi Sahjwani | 20 | Negligible | Bonus Issue (2:1) | Promoter Group |
| August 13, 2024 | Rahul Sahjwani | 20 | Negligible | Bonus Issue (2:1) | Promoter Group |
| August 13, 2024 | Pramika Dhaka | 20 | Negligible | Bonus Issue (2:1) | Promoter Group |
| August 13, 2024 | Maanvita Dhaka | 20 | Negligible | Bonus Issue (2:1) | Promoter & Non-Executive Director |
| May 15, 2024 | Monika Dhaka | (10) | Negligible | Share Transfer to Kashvi Sahjwani | Promoter Group |
| May 15, 2024 | Monika Dhaka | (10) | Negligible | Share Transfer to Rahul Sahjwani | Promoter Group |
| May 15, 2024 | Monika Dhaka | (10) | Negligible | Share Transfer to Pramika Dhaka | Promoter Group |
| May 15, 2024 | Monika Dhaka | (10) | Negligible | Share Transfer to Maanvita Dhaka | Promoter & Non-Executive Director |

17. None of our Promoters, Promoter Group, our directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

18. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("Promoters Contribution") and shall be locked-in for a period of three years from the date of allotment of Equity Shares issued pursuant to this Offer. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 89,99,900 Equity Shares constituting 67.84 % of the Post – Issued, subscribed and paid-up Equity Shares Share Capital of our Company, pursuant to offer for sale of up to 3,30,000 equity shares by the promoter selling shareholder, Ms. Monika Dhaka, our Promoters collectively hold 86,69,900 Equity Shares constituting 65.35 % of the Post – Issued, subscribed and paid-up Equity Shares Share Capital of our Company which are eligible for the Promoters' contribution.

Our Promoters Monika Dhaka, Nitin Sahjwani and Maanvita Dhaka have given written consent to include [●] Equity Shares held by them as part of Promoters Contribution constituting [●] % of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner the Promoters contribution, for a period of three years from the date of allotment in the Issue.

| Date of Allotment/ Transfer and made fully Paid Up | No. of Equity Shares locked- in* | Face Value Per Share (₹) | Issue/ Acquisition/ Transfer Price (₹) | Nature of transaction | Post-offer Shareholding % | Lock in Period |
|---|--|--------------------------------------|---|--------------------------|---------------------------------|----------------------|
| Monika Dhaka | | | | | | |



| | | | | | | |
|-----------------------|-----|-----|-----|-----|-----|---------|
| [•] | [•] | [•] | [•] | [•] | [•] | 3 years |
| Nitin Sahjwani | | | | | | |
| [•] | [•] | [•] | [•] | [•] | [•] | 3 years |
| Maanvita Dhaka | | | | | | |
| [•] | [•] | [•] | [•] | [•] | [•] | 3 years |

*Assuming full subscription to the Offer.

The minimum Promoter’s contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as “Promoter” under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations, 2018 and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations, 2018 i.e. for a period of three years from the date of allotment of Equity Shares in this offer.

The entire pre-offer shareholding of the Promoters, other than the Minimum Promoters contribution, which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Offer.

Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

| Reg. No. | Promoters’ Minimum Contribution Conditions | Eligibility Status of Equity Shares forming part of Promoter’s Contribution |
|----------------------|---|--|
| 237(1)(a)(i) | Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction | The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible</u> |
| 237(1)(a)(ii) | Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters’ contribution. | The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible</u> |
| 237(1)(b) | Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer. | The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible.</u> |
| 237(1)(c) | Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible. | The minimum Promoter’s contribution does not consist of such Equity Shares. <u>Hence Eligible.</u> |
| 237(1)(d) | Specified securities pledged with any creditor. | Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter’s contribution does not consist of such Equity Shares. |

Details of Promoters' Contribution Locked-in for One Year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution, which is locked in for three years, as specified above, the entire pre-offer Equity Shares capital constituting [●] Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Offer.

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

Other requirements in respect of lock-in:

- I. In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Offer.
 - II. In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
 - III. Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
18. Neither we nor our Promoters, Directors and the BRLM to this Offer have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
 19. As on the date of this Draft Red Herring Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire offer price in respect of the offer is payable on application, all the successful applicants will be allotted fully paid- up Equity shares.
 20. The BRLM i.e., Shannon Advisors Private Limited and their associates do not hold any Equity Shares in our Company as of the date of filing of this Draft Red Herring Prospectus.
 21. We have 14 (Fourteen) shareholders as of the date of filing of this Draft Red Herring Prospectus.
 22. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.

23. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Offer.
24. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge. Further, none of the Equity Shares being offered for sale through the Offer for Sale are pledged or otherwise encumbered, as on the date of this Draft Red Herring Prospectus.
25. We hereby confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Offer.
26. An over-subscription to the extent of 10% of the Offer subject to the maximum post issue paid up capital of ₹ 25 cr. can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to a 3-year lock- in shall be suitably increased; to ensure that 20% of the post Issue paid-up capital is locked in.
27. Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and Promoter Selling Shareholder, in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. Under-subscription, if any, in the QIB Category will not be allowed to be met with spill over from any category or combination thereof.
28. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
29. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
30. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
31. There are no Equity Shares against which depository receipts have been issued.
32. Other than Equity Shares, there is no other class of securities issued by our Company.
33. There are no safety net arrangements for this public offer.
34. As per RBI regulations, OCBs are not allowed to participate in this offer.
35. Our Promoter and Promoter Group will not participate in this Offer.
36. This Offer is being made through the Book Building Method.
37. Our Company has not made any public issue of any kind or class of securities since its incorporation.
38. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-offer paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- 39.** No person connected with the Offer shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Red Herring Prospectus with the RoC and the Offer Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

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SECTION V – PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises Fresh Issue of 32,05,200 Equity Shares aggregating up to ₹ [●] lakhs by our Company and the Offer for Sale of 3,30,000 Equity Shares aggregating up to ₹ [●] lakhs by the Promoter Selling Shareholder aggregating up to a total Offer size of ₹ [●] lakhs. For details, see “*Summary of this Offer Document*” and “*The Offer*” on pages 19 and 65 respectively.

THE OFFER FOR SALE

The Promoter Selling Shareholder will be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their respective proportion of Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. Further, none of the objects for which the Net Proceeds will be utilized have been appraised by any agency or financial institution. For further details, please see “*Offer Structure*” on page 293.

The details of the Offer for Sale are set out below:

| Sr. No. | Name of Selling Shareholder | Shareholder Type | Date of Consent | Numbers of Offered Shares |
|--------------|-----------------------------|------------------------------|--------------------|---------------------------|
| 1. | Monika Dhaka | Promoter Selling Shareholder | September 20, 2024 | Up to 3,30,000 |
| Total | | | | Up to 3,30,000 |

The Promoter Selling Shareholder has confirmed its participation in the Offer for Sale. The Offered Shares have been held by the Promoter Selling Shareholder for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with the SEBI and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations.

THE FRESH ISSUE

Our company proposes to utilize the net proceeds from the offer towards funding the following objects and achieve the benefits of listing on SME platform of BSE Limited:

1. Funding the working capital requirements of our Company
2. Repayment in full or in part, of certain of our outstanding borrowings
3. General corporate purposes
4. To meet the offer expenses

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

The Net Proceeds shall not be used for any purpose which is in contravention of the applicable guidelines.

Further, our Company expects that the listing of the Equity Shares will enhance our visibility, our brand image and our company among our existing and potential customers. The listing of our share will strengthen company’s capital base.

The main objects clause of our Memorandum of Association enables us to undertake the activities for which the funds are being raised by us in the Fresh Issue. Further, the activities we have been carrying out until now are in accordance with the main objects clause of our Memorandum of Association. The main object clause and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Offer.

NET PROCEEDS

The details of the net proceeds from the Fresh Issue are summarized in the table below:

(Amount in ₹ Lakhs)

| Particulars | Amount ⁽¹⁾ |
|---|-----------------------|
| Gross Proceeds from the Fresh Issue | [●] |
| Less: Offer Expenses ⁽²⁾ | [●] |
| Net Proceeds from the Fresh Issue (“Net Proceeds”) | [●] |

⁽¹⁾ To be finalized on determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

⁽²⁾ Excluding expenses incurred from the Offer for Sale.

PROPOSED UTILIZATION OF FRESH ISSUE PROCEEDS AND SCHEDULE OF DEPLOYMENT

The Net Proceeds are proposed to be utilized and are currently expected to be deployed in accordance with the schedule set forth below:

(Amount in ₹ Lakhs)

| S. No. | Particulars | Estimated Amount | Total amount deployed as on December 28, 2024 | Amount which will be financed from Net Proceeds ⁽¹⁾ | Estimated Utilisation of Net Proceeds | |
|--------|--|------------------|---|--|---------------------------------------|------------|
| | | | | | FY 2024-25 | FY 2025-26 |
| 1. | Funding the working capital requirements of our Company | 2,070.00 | - | 2,070.00 | - | 2,070.00 |
| 2. | Repayment in full or in part, of certain of our outstanding borrowings | 114.35 | - | 114.35 | 114.35 | - |
| 3. | General Corporate Purpose ⁽¹⁾⁽²⁾ | [●] | [●] | [●] | [●] | [●] |
| 4. | Offer related expenses | - | 27.21 | [●] | - | - |
| | Total | [●] | [●] | [●] | [●] | [●] |

⁽¹⁾ To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

⁽²⁾ The amount to be utilized for the general corporate purpose shall not exceed 15% of the Net Proceeds.

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, as discussed further below.

As indicated above, our Company proposes to deploy the Net Proceeds towards the objects as described above during the FY 2024-25 and FY 2025-26. However, if the Net Proceeds are not completely utilized for the objects stated above by the FY 2024-25 and FY 2025-26 due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) delay in completion of construction of the project; (iv) market conditions outside the control of our Company and its management; and (v) other commercial considerations such as availability of alternate financial resources, the same would be utilized (in part or full) in a subsequent period as may be determined by our Company in accordance with applicable law.

We further confirm that no part of the proceed of the offer shall be utilize for any transaction existing or anticipated with Promoters, Promotes Group, Directors, Key Managerial Personal and Group Companies, or repayment of any part of unsecured loan outstanding as on date of this Draft Red Herring Prospectus.

For further details on the risks involved in our business, please see the section titled “**Risk Factors**” beginning on page 28.

We further confirm that no part of the proceed of the offer shall be utilize for any transaction existing or anticipated with Promoters, Promotes Group, Directors, Key Managerial Personal and Group Companies, or repayment of any part of unsecured loan outstanding as on date of this Draft Red Herring Prospectus.

MEANS OF FINANCE

We intend to completely finance the Objects from the Net Proceeds, share capital, internal accruals and financing from banks and financial institutions including non-banking financial institutions. Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI (ICDR) Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

In case of any increase in the actual utilization of funds earmarked for the Objects of the Fresh Issue, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals and any additional equity and/or debt arrangements. If the actual utilization towards any of the Objects of the Fresh Issue is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing Objects of the Fresh Issue, if required and general corporate purposes. In the event that estimated utilization out of the Net Proceeds in a fiscal is not completely met, the same shall be utilized in the next fiscal. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

DETAILS OF THE OBJECTS OF THE OFFER

The details in relation to the objects of Offer are set forth herein below.

1. Funding the working capital requirements of our Company

Our Company proposes to utilize ₹ 2,070.00 lakhs towards funding its working capital requirements in the ordinary course of business. Our business is working capital intensive and in the ordinary course of business we fund our working capital needs through availing financing facilities and internal accruals. Our Company, in order to support its incremental business requirements, will need additional working capital requirements.

Existing Working Capital Requirements of the company

The details of our company’s working capital as for the stub period ended on June 30, 2024 and at March 31, 2024, March 31, 2023 and March 31, 2022 and the source of funding, on the basis of restated financial statements of our company, as certified by our Statutory and Peer Review Auditors, through their certificate dated December 30, 2024 are provided in the table below:

| Particulars | (₹ In Lakhs) | | | |
|--|------------------------------|------------------------------|------------------------------|-----------------------------|
| | March 31, 2022 (Restated) | March 31, 2023 (Restated) | March 31, 2024 (Restated) | June 30, 2024 (Restated) |
| Current Assets | | | | |
| Trade Receivables | 1746.30 | 2566.24 | 1690.61 | 1098.99 |
| Inventories | 2565.59 | 2625.00 | 4998.25 | 4908.25 |
| Cash & Cash Equivalents | 44.77 | 43.57 | 82.84 | 89.86 |
| Short Term Loans & Advances | 560.28 | 713.42 | 997.93 | 1230.99 |
| Other Current Assets | 225.09 | 208.78 | 258.35 | 489.43 |



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| | | | | |
|------------------------------------|----------------|----------------|----------------|----------------|
| Total (A) | 5142.03 | 6157.01 | 8027.98 | 7817.52 |
| Current Liabilities | | | | |
| Trade Payables | 1720.23 | 1949.17 | 3110.38 | 2436.73 |
| Short Term Provisions | 4.44 | 8.26 | 11.48 | 59.43 |
| Other Current Liabilities | 252.45 | 169.59 | 315.90 | 404.10 |
| Total (B) | 1977.12 | 2127.02 | 3437.76 | 2900.26 |
| Net Working Capital (A)-(B) | 3164.91 | 4029.99 | 4590.22 | 4917.26 |
| Funding pattern: | | | | |
| Internal Accruals | 1118.67 | 1169.29 | 1710.10 | 1848.96 |
| Borrowings | 2046.24 | 2860.70 | 2880.12 | 3068.30 |

Estimated Working Capital Requirement

Our Company's working capital needs for a specific period are influenced by various factors, such as the size of projects, tenure of projects, cost inflation and customer payment terms. Our working capital requirements for the financial years 2022, 2023, 2024 and for the stub period ended on June 30, 2024 were ₹ 3,164.90 lakhs, ₹ 4,029.99 lakhs, ₹ 4,590.22 lakhs and ₹ 4,917.26 lakhs respectively. During the same period, our revenue from operations was ₹ 7,296.07 lakhs, ₹ 9,474.35 lakhs, ₹ 11,141.83 lakhs and ₹ 2,418.03 lakhs, respectively. Based on historical trends, we anticipate a significant increase in our working capital requirements.

Traditionally, we have met our working capital needs through internal accruals and financing from banks and financial institutions as part of our regular business operations. As on September 09, 2024, our total sanctioned limit for fund based working capital facilities was ₹ 3,800.00 lakhs.

For the financial years 2024-25 and 2025-26, we plan to utilize up to ₹ 2,070.00 lakhs from the Net Proceeds. This strategy aims to reduce our reliance on short-term debt financing, thereby lowering our debt-equity ratio and financing costs. It will allow us to allocate more resources towards business growth.

On the basis of existing and estimated working capital requirement of our Company, and key assumptions for such working capital requirements, which are mentioned below, our Board pursuant to its resolution dated December 26, 2024, has approved the estimated and projected working capital requirements for financial years 2024-25 and 2025-26, and the proposed funding of such working capital requirements as set forth in the table below:

(Amount in Lakhs)

| Particulars | March 31, 2025 (Projected) | March 31, 2026 (Projected) |
|-------------------------------|-------------------------------|-------------------------------|
| Current Assets | | |
| Trade Receivables | 3,250.00 | 4,750.00 |
| Inventories | 3,518.12 | 5,590.82 |
| Cash & Cash Equivalents | 283.72 | 388.00 |
| Short Term Loans and Advances | 1,395.16 | 1,550.00 |
| Other Current Assets | 596.00 | 622.50 |
| Total (A) | 9,043.00 | 12,901.32 |
| Current Liabilities | | |
| Trade Payables | 2,627.18 | 3,948.80 |



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| | | |
|---------------------------|-----------------|-----------------|
| Short Term Provisions | 16.07 | 22.50 |
| Other Current Liabilities | 270.00 | 350.00 |
| Total (B) | 2,913.25 | 4,321.30 |

| | | |
|------------------------------------|-----------------|-----------------|
| Net Working Capital (A)-(B) | 6,129.75 | 8,580.02 |
|------------------------------------|-----------------|-----------------|

Funding pattern:

| | | |
|---|----------|----------|
| Borrowings and Internal Accruals | 6,129.75 | 6,501.02 |
| Amount proposed to be utilized from Net Proceeds | - | 2,070.00 |

* Pursuant to certificate issued by our Statutory and Peer Review Auditor M/s. Kapish Jain & Associates, Chartered Accountants, dated December 30, 2024.

Reason for increase in revenue from operations in past financial years are:**Financial Year 2023-24**

The Total Revenue from operations for the FY 2023-24 was ₹ 11,141.83 lakhs as compared to ₹ 9,474.35 lakhs during the FY 2022-23 i.e., an increase of 17.60 % in FY 2023-24 as compared to FY 2022-23. The company is growing with the object of increasing overall profits, with increase in revenue from business operations as defined in the chapter titled “*Our Business*” on page 165.

Financial Year 2022-23

The Total Revenue from operations for the FY 2022-23 was ₹ 9,474.35 lakhs as compared to ₹ 7,296.07 lakhs during FY 2021-22. There was a growth of 29.86 % as compared to previous year. The growth in revenue from operations was driven by increased operational activities, including increase in number of customers.

Assumptions for our estimated working capital requirements

| Particulars | FY 2021-22 | FY 2022-23 | FY 2023-24 | June 30, 2024 | FY 2024-25 | FY 2025-26 |
|-----------------------------------|------------|------------|------------|---------------|------------|------------|
| No. of Days for Trade Receivables | 91 | 83 | 70 | 52 | 67 | 81 |
| No. of Days for Inventories | 132 | 126 | 171 | 254 | 145 | 116 |
| No. of Days for Trade Payables | 82 | 111 | 108 | 215 | 98 | 84 |
| Working Capital Cycle | 141 | 98 | 133 | 91 | 114 | 113 |

Note:

1. 365 days has been considered in a year
2. Holding period level (in days) of Trade Receivables is calculated by dividing average trade receivables by revenue from operations multiplied by number of days in a year.
3. Holding period level (in days) of Inventory is calculated by dividing average inventory by cost of material consumed multiplied by number of days in a year.
4. Holding period level (in days) of Trade payables is calculated by dividing average trade payables by net credit purchases multiplied by number of days in a year.

Justification

CURRENT ASSETS

Trade Receivable Days

Trade receivables are amount owed to Company by customers following rendering of services as mentioned in “*Our Business*” beginning on page No [●]. These customers have awarded us the projects for fit out contracting, design, and project management. The company is engaged in the business where receivables hold important part of the working capital wherein realization of payment from the clients undergoes various stages like we raise bills to the clients after completion of certain stage of the projects and such bill reaches to the accounts department of our customer after confirmation from various departments.

The industry and type of business, in which we operate, generally have holding period of trade receivable up to 90 days. Our trade receivables remained at normal levels in the financial year ended on March 31, 2024, March 31, 2023 & March 31, 2022. The trade receivables days for the period ended March 31, 2022, March 31, 2023 and March 31, 2024 were 91, 83 and 70 days, respectively.

Our trade receivables are expected to increase to Rs. 3,250.00 Lakhs and Rs. 4,750.00 lakhs in financial year 2024-25 and 2025-26, respectively. We anticipate continued growth in trade receivables in FY 2024-25 and 2025-26 due to several factors:

1. **Increase in revenue**

We expect that the company will continue to grow in terms of revenue leading to the increase in trade receivables accordingly.

2. **Retention from Bills:**

In our business, it is standard practice to retain a percentage of billing amounts to mitigate the risk of poor-quality work and ensure timely project completion in industry. Our customers typically retain 5% of the invoice amount every time we raise an invoice. This amount is released only after passing of certain time limit as agreed between the parties and raising of final invoice. In some cases, the customer deducts the retention amount from final bill, not from running account bill. This delay in receipt of whole amount increases the working capital requirement.

3. **Milestone based payments:**

Clients conducts various checks to ensure the completion of specific milestone in their work order. Consequently, invoices may experience delays in reaching the accounts department, as they must first be approved by concerned authorized person. This process can result in extended payment timelines.

We intend to maintain the normal holding period of trade receivables for our customers citing the reasons mentioned above. We anticipate continued level in trade receivables in FY 2024-25 and 2025-26, which leads to the debtor days for period ending March 2025 and March 2026 to 67 days and 81 days respectively.

Additionally, the company can have competitive advantage by attracting high-value customers by fixing flexible payment terms.

% of Trade Receivables / Revenue from

The percentage of Trade Receivables to Revenue from Operations is mentioned below -



| Operations | Particulars | 2021-22 | 2022-23 | 2023-24 | 2024-25 | 2025-26 | | | | | | | | | | | | | | | | | | |
|---|---|----------|----------|----------|----------|----------|-------------|---------|---------|---------|---------|---------|-----------|----------|----------|----------|----------|----------|---|-----|-----|-----|-----|-----|
| | Trade Receivables | 1746.30 | 2566.24 | 1690.61 | 3,250.00 | 4,750.00 | | | | | | | | | | | | | | | | | | |
| | % of Trade Receivables / Revenue from Operations | 24% | 27% | 15% | 45% | 24% | | | | | | | | | | | | | | | | | | |
| | % growth in Revenue from Operations | - | 30% | 18% | 21% | 33% | | | | | | | | | | | | | | | | | | |
| <p>In FY 2023-24, the trade receivables reached to 15% of the revenue from operations. The decline in trade receivables is primarily linked to the lower growth of revenue, as lower growth in sales directly results in reduced credit extended to customers.</p> <p>We estimate that the percentages of trade receivables to revenue from operations will be 45% in FY 2024-25 and 24% in FY 2025-26 which is in line with the growth in revenue from operations. This increase will be influenced by higher revenue from operations and an increase in retention from bills as the business continues to grow.</p> | | | | | | | | | | | | | | | | | | | | | | | | |
| Inventories | <p>Inventory refers raw material and work-in-progress (WIP) that a company holds for execution of contracts. The company is in the business where invoices are raised on completion of certain stages.</p> <p>As on the date of this DRHP, our company was following a strategy of bulk purchase of raw material and consumable to timely deliver the projects which also enable us to get the raw material at discounted prices. Bulk purchasing enables the company to improve profit margins in the long run; however, it also increases the short-term working capital requirements.</p> <p>The company recorded inventory days of 132, 126, and 171 in the financial years 2021-22, 2022-23, and 2023-24, respectively. To ensure timely project delivery and avoid supply chain disruptions, the company maintains adequate inventory levels, which are critical for maintaining client satisfaction. This approach increases the immediate fund requirement and additional working capital in the short term. Consequently, inventory days are expected to be 145 days in the financial year 2024-25.</p> <p>With the proposed fresh issue proceeds which shall be invested in working capital requirements, we estimate that the company would be able to purchase the raw material on need basis. With this approach, we estimate our inventory holding period will be 116 days in year 2025-26.</p> | | | | | | | | | | | | | | | | | | | | | | | |
| % of Inventory / Revenue from Operations | <p>The inventory as a percentage of revenue from operations is shown below -</p> <table border="1"> <thead> <tr> <th style="background-color: #444; color: white;">Particulars</th> <th style="background-color: #444; color: white;">2021-22</th> <th style="background-color: #444; color: white;">2022-23</th> <th style="background-color: #444; color: white;">2023-24</th> <th style="background-color: #444; color: white;">2024-25</th> <th style="background-color: #444; color: white;">2025-26</th> </tr> </thead> <tbody> <tr> <td>Inventory</td> <td>2,565.59</td> <td>2,625.00</td> <td>4,998.25</td> <td>3,518.12</td> <td>5,590.82</td> </tr> <tr> <td>% of Inventory to Revenue from Operations</td> <td>35%</td> <td>28%</td> <td>45%</td> <td>26%</td> <td>31%</td> </tr> </tbody> </table> | | | | | | Particulars | 2021-22 | 2022-23 | 2023-24 | 2024-25 | 2025-26 | Inventory | 2,565.59 | 2,625.00 | 4,998.25 | 3,518.12 | 5,590.82 | % of Inventory to Revenue from Operations | 35% | 28% | 45% | 26% | 31% |
| Particulars | 2021-22 | 2022-23 | 2023-24 | 2024-25 | 2025-26 | | | | | | | | | | | | | | | | | | | |
| Inventory | 2,565.59 | 2,625.00 | 4,998.25 | 3,518.12 | 5,590.82 | | | | | | | | | | | | | | | | | | | |
| % of Inventory to Revenue from Operations | 35% | 28% | 45% | 26% | 31% | | | | | | | | | | | | | | | | | | | |
| | <p>The inventory level reached 45% of the revenue due to the growth in operations and an increase in work-in-progress, resulting from the non-billing of various project milestones pending quality checks.</p> | | | | | | | | | | | | | | | | | | | | | | | |
| Other Current Assets | <p>Other current assets include prepaid expenses, imprest for sites, advance tax including tax deducted at source (net of provision of tax), unbilled revenue and balance with government authorities.</p> <p>The other current assets for the FY 2021-22, 2022-23 and 2023-24 was Rs. 225.09 lakhs, Rs. 208.78 lakhs and Rs.258.35 lakhs respectively. Our company estimates that the Other current</p> | | | | | | | | | | | | | | | | | | | | | | | |



assets shall be to Rs. 596.00 lakhs in financial year 2024-25 and Rs. 622.50 lakhs in 2025-26.

The increase in other current assets is mainly attributed to the following factors:

- Advance tax including TDS which increases according to the operational level;
- Prepaid expenses which generally depend on the number of insurance policy and other expenses;
- More imprest at site is needed for day-to-day expenditures of operations at site for smooth functioning;
- Balance with Government authorities will increase resulting from GST input receivables and other statutory dues receivables;

Moving on, in FY 2021-22, 2022-23 and 2023-24, the percentage of Other current assets to Revenue from operations were 3%, 2% and 2%. The company believes that by applying above mentioned measure, we would be able to reduce the percentage to 4% and 3% in FY 2024-25 and 2025-26.

| Particulars | 2021-22 | 2022-23 | 2023-24 | 2024-25 | 2025-26 |
|--|---------|---------|---------|---------|---------|
| Other current assets | 225.09 | 208.78 | 258.35 | 596.00 | 622.50 |
| % of other current assets to Revenue from Operations | 3% | 2% | 2% | 4% | 3% |

Short-term Loans and Advances

Short term loan and advances include advances to employees, advances to suppliers and provision for doubtful advances. Advances to suppliers also include advances given to contractors and sub-contractors.

Short term loans and advances, for FY 2021-22, 2022-23 and 2023-24 were Rs. 560.28 lakhs, Rs. 713.42 lakhs and Rs. 997.93 lakhs. The company estimated its Short term loans and advances provisions to be Rs. 1395.16 lakhs and Rs. 1550.00 lakhs in FY 2024-25 and 2025-26.

Advances to suppliers play an important role in short-term loans and advances. These advances increase with revenue, as the company must pay some amount to suppliers upfront to purchase raw materials and avail of various services to ensure the smooth functioning of operations.

CURRENT LIABILITIES

Trade Payable Days

Trade payables refer to the amounts a company owes to its suppliers for goods or services received on credit and also includes job works, installation charges and cartage & transportation charges. They typically arise from routine business activities, such as purchasing inventory and other services, with the agreement to pay later.

The company was having a credit period availed from its suppliers in between 60-120 days in previous years. In Financial Year 2021-22, 2022-23 and 2023-24, our trade payable were 82 days, 111 days and 108 days respectively, which is expected to reduce to 98 days in FY 2024-25 and further to 84 days in FY 2025-26.

The decrease in Trade Payable days depend on many factors:

- The company expects to settle its trade payables within a limited timeframe, as it anticipates cash discounts on timely payments.
- We work with various MSME firms also. Additionally, the company must comply with payment regulations for MSME vendors, which further emphasizes the need for timely settlement;
- A trade payable period of 60-120 days is generally accepted practice in our industry.



- Our Company intends to maintain our strong relations with creditors and ensure timely payments to creditors as per our established track record.

Additionally, prompt payments empower us to negotiate more favorable terms and prices.

% of Trade Payables / Revenue from Operations

The percentage of Trade Payables to Revenue from Operations are mentioned below -

| Particulars | 2021-22 | 2022-23 | 2023-24 | 2024-25 | 2025-26 |
|---|----------|----------|----------|----------|----------|
| Trade Payables | 1,720.23 | 1,949.17 | 3,110.38 | 2,627.18 | 3,948.80 |
| % of Trade Payables / Revenue from Operations | 24% | 19% | 28% | 19% | 22% |

In FY 2023-24, the trade payables reached to 28% of the revenue from operations. The increase in trade payables is primarily linked to increased level of raw material purchase.

We estimate that with higher sales and better negotiation with the vendors and bulk purchase, we will be able to keep the percentages of trade payables to revenue from operations at 19% in FY 2024-25 and 20% in FY 2025-26. This change in year 2025-26 will be influenced by higher revenue from operations and more bulk purchase after utilizing the working capital portion of IPO proceeds.

Other Current Liabilities

Other current liabilities are computed from the historic restated consolidated financial statements and include, statutory dues payable, corporate credit card dues, salary payables, security deposited received, other expenses payable, and advances from customer.

The other liabilities in the financial year 2021-22, 2022-23 and 2023-24 were Rs. 252.45 lakhs, Rs. 169.59 lakhs and Rs. 315.90 lakhs, respectively.

We believe that the company would be able to maintain its level of other current liabilities to Rs. 270.00 lakhs in financial year 2024-25 and Rs. 350.00 lakhs in 2025-26.

The main constituents of other current liabilities in financial year 2024-25 and 2025-26 will be salary payables, statutory dues payables and advance from customer which is custom practice of our industry.

Short term provisions

Short term provisions are computed from the historic restated consolidated financial statements and include, provision for gratuity and provision for tax for current year. Short term provisions have been maintained in line with the increase of projected business income/expenses for the forthcoming years.

For the Financial year 2021-22, 2022-23 and 2023-24 our short-term provisions were Rs. 4.44 lakhs, Rs. 8.26 lakhs, and Rs.11.48 lakhs respectively.

The same is expected to amount for Rs. 16.07 lakhs and 22.50 lakhs for Financial Year 2024-25 and 2025-26 respectively which primarily driven by provision for gratuity payable.

Net Working Capital

Net working capital is the difference between a company's current assets and current liabilities, representing the funds available for day-to-day operations. It is a crucial indicator of a business's short-term financial health and liquidity. One significant factor influencing working capital requirements is the size and scale of the business, as increased sales volume directly impacts these needs.

| Particulars | 2021-22 | 2022-23 | 2023-24 |
|-------------------------|----------|----------|-----------|
| Revenue from Operations | 7,296.07 | 9,474.35 | 11,141.83 |



| | | | |
|-------------------------------------|---|-----|-----|
| % growth in revenue from operations | - | 30% | 18% |
| CAGR | | 24% | |

The company is projecting growth in terms of revenue over the years. The company showed growth in revenue from 2021-22 to 2023-24 with 24% compounded annual growth rate (CAGR). This increase in turnover necessitated additional cash flow for purchasing stock, ensuring smooth operations and minimizing disruptions in supply chain management. Furthermore, as the business expanded, a large amount of funds became tied up in trade receivables and inventories, leading to a substantial rise in working capital requirements, especially by the end of FY 2023-24.

For FY 2025-26, the company projects a net working capital requirement of Rs. 8,580.02 lacs, which will be financed through internal accruals of ₹2,710.02 lakhs, through working capital facilities from banks of ₹3,800 lakhs and proceeds from an IPO amounting to Rs. 2,070.00 lacs.

Till now, the company was meeting the working capital requirements through Internal accruals and working capital facilities. But, with the expansion plans of the company, the company is planning to expand its business by onboarding of new customers and taking bigger projects in future, company will need the additional working capital.

Working Capital Cycle

Working Capital Cycle in the FY 2021-22, 2022-23 and 2023-24 was 141, 98, 133 days respectively. And now we are estimating the working capital cycle to be 114 and 113 days in the years 2024-25 and 2025-26.

Reasons for Working Capital Requirements

Our company's working capital needs can vary depending on its operational structure, industry, and business model. Below are some of the common reasons for working capital requirements:

- Growth in Operations:** The Company is projecting the growth in the revenue operational business in the coming years with expected growth in revenue by 21% and 33% in financial year 2024-25 and 2025-26, respectively. With this expected growth, this will lead to higher working capital requirements. Accordingly, with the increased operations, company would need increased amounts of working capital.
- Inflationary impact:** Our business relies heavily on raw material purchase and services directly related to operations. As we expand, the demand for raw material purchase will increase, leading to purchase cost. This is expected to increase in line with the inflation expected in the coming years. Additionally, other direct expenses, such as job work, installation charges and cartage & transportation, are anticipated to grow with the impact of inflation. These factors will collectively lead to a higher demand for working capital to support our business activities effectively.
- Trade Receivables and inventory will also increase as the company will put more effort on adding new and bigger projects and to improve customer and vendor relation, company will give longer credit period to compete and buy bulk quantity of raw material.

Note: Certificate dated December 30, 2024 issued by the Statutory Auditors of our Company, M/s Kapish Jain & Associates, Chartered Accountants certify the working capital requirement.

2. Repayment in full or in part, of certain of our outstanding borrowings

Our Company has entered into various borrowing arrangements with banks including borrowings in the form of Term Loan, and working capital facilities. For details of our outstanding financial indebtedness, see '**Financial Indebtedness**' on page 226. As at December 10, 2024 we had various borrowings facilities with total outstanding of ₹ 4,221.61 Lakhs.



We propose to utilise an estimated amount of ₹ 114.35 Lakhs from the Net Proceeds to repay in part or full certain borrowing, listed below, availed from the lender by our Company. Pursuant to the terms of the financing arrangements, prepayment of this loan does not attract prepayment charges as prescribed by the respective lender that there will be no pre-payment charges for Small and Medium Enterprise borrower. If any other charges are charged for pre-payment for the loans, those charges will be funded from the internal accruals of our Company. We believe that such repayment will help reduce our outstanding indebtedness and debt servicing costs and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow our business.

The details of the borrowings availed by our Company, which are proposed to be fully repaid from the Net Proceeds is mentioned below: -

(Rs. In Lakhs)

| S. No. | Name of Lender | Purpose | Date of Sanction of Loan | Date of Disbursement of Loan | Rate of Interest | Repayment Schedule | Amount Sanctioned | Amount outstanding as on December 10, 2024 | Prepayment Charges |
|--------|---------------------|-----------------------|--------------------------|------------------------------|------------------|--------------------|-------------------|--|--------------------|
| 1. | Kotak Mahindra Bank | Loan against property | 16-08-2022 | 14-09-2022 | 84 | 9.30% | 152.00 | 114.35 | Nil |

Note: In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purposed availed, our Company has obtained the requisite certificate from our Statutory Auditors by way of their certificate dated December 30, 2024.

For further details on the Terms of the Loan, please refer to section titled “**Financial Indebtedness**” on page 226.

3. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the Net Proceeds aggregating ₹ [●] Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to meeting operating expenses; strengthening of marketing activities; funding growth opportunities and on-going general corporate exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

We confirm that any Offer related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Draft Red Herring Prospectus, shall not exceed 15% of the amount being raised by our Company through this Issue, in compliance with SEBI ICDR Regulations.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount available under the head “*General Corporate Purposes*” and the business requirements of our Company, from time to time. We, in accordance with the policies of the Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

OFFER RELATED EXPENSES

The total expenses of the Offer are estimated to be approximately ₹ [●] Lakhs. The Offer related expenses include fees payable to the BRLM and legal counsel, fees payable to the auditors, brokerage and selling commission, commission

payable to Registered Brokers, SCSBs' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchange. The fees and expenses relating to the Offer shall be borne by our Company.

The estimated Offer expenses are as follows:

| <i>(Amount in ₹ Lakhs)</i> | | | |
|---|------------------|------------------------------------|--------------------|
| Activity | Estimated Amount | As a % of Total Estimated Expenses | As % of Offer Size |
| Book Running Lead Manager Fees including Underwriting commission | [●] | [●] | [●] |
| Brokerage and selling commission | [●] | [●] | [●] |
| Fees payable to the Registrar to the Offer | [●] | [●] | [●] |
| Fees Payable to Statutory Auditor, Fees to Legal Advisors and other Consultants | [●] | [●] | [●] |
| Fees Payable to Advertising and Marketing Expenses | [●] | [●] | [●] |
| Listing fees, upload fees, exchange processing fees, book building software fees and other regulatory expenses | [●] | [●] | [●] |
| Payment for Printing & Stationery, Distribution, Postage, etc. | | | |
| Others (Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Offer and brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs and Miscellaneous Expenses) | [●] | [●] | [●] |
| Total | [●] | [●] | [●] |

Any expenses incurred towards aforesaid offer related expenses during the period till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the offer.

Notes:

1. Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:

Portion for RIIs [●] or Rs. 100/- whichever is less ^ (exclusive of GST)

Portion for NIIs [●] or Rs. 100/- whichever is less ^ (exclusive of GST)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Offer Price).

2. The Members of RTAs and CDPs will be entitled to application charges of Rs. [●] (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.

3. Registered Brokers will be entitled to a commission of Rs. [●] (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.

4. SCSBs would be entitled to a processing fee of Rs. [●] (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.

5. Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of Rs. up to 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).



ARCHEE GROUP

Accordingly, Syndicate / sub-Syndicate Member shall not be able to Bid the Application Form above ₹ 5 lakhs and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid-cum-application form with a heading / watermark “Syndicate ASBA” may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for RIB and NIB bids up to ₹ 5 lakhs will not be eligible for brokerage.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 2, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective designated intermediary.

BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any banks or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities including by way of any other overdraft arrangement / cash credit facility with our lenders, short-term instrument like non-convertible debentures, commercial papers, etc., pending receipt of the Net Proceeds. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance the objects of the Offer will be repaid from the Net Proceeds.

INTERIM USE OF NET PROCEEDS

Pending utilization of the Net Proceeds for the Objects of the Fresh Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Fresh Issue as described above, it shall not use the funds from the Net Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

In accordance with Regulation 262 of the SEBI ICDR Regulations, we have not appointed a monitoring agency to monitor the utilisation of the proceeds of the Fresh Issue since the Fresh Issue size is less than ₹10,000 Lakhs. Our Board will monitor the utilization of the proceeds of the Fresh Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchange. Pursuant to Regulation 32(5) of the SEBI Listing Regulations, our Company shall disclose to the Audit Committee the uses and applications of the Net Proceeds. Our Company shall prepare an annual statement of funds utilized for purposes other than those stated in this Draft Prospectus, certified by the statutory auditors of our Company and place it before the Audit Committee, as required under applicable laws. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full.

Furthermore, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus.

VARIATIONS IN OBJECT

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the Objects of the Offer without our Company being authorized to do so by the shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the shareholders in relation to the passing of such special resolution (the “Postal Ballot Notice”) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office of the company is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

APPRAISING AGENCY

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Offer are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be paid by us to the Promoter and Promoter Group, the Directors, associates or Key Managerial Personnel or Group Companies, except in the normal course of business. and Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Companies in relation to the utilization of the Net Proceeds.

THIS SPACE IS LEFT BLANK INTENTIONALLY

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10/- each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections titled "*Risk Factors*", "*Our Business*", "*Restated Financial Statements*" and "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" on page 28, 165, 225 and 233 respectively, to get a more informed view before making the investment decision.

QUALITATIVE FACTORS

Some of the qualitative factors which form the basis for computing the Offer Price are:

- Time oriented delivery of services;
- Our esteemed clientele;
- Our esteemed clientele;
- Promoter-led company with a dedicated team of Architectures and technical manpower;
- Strong Vendor and Supplier Network

QUANTITATIVE FACTORS

The Information presented below relating to the company is based on the Restated Financial Statements for the stub period June 30, 2024 and fiscal year ended on March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with GAAP, The Companies Act, 2013 and SEBI ICDR Regulations. For details, see the chapter titled "*Financial Information*" beginning on page 225.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

I. Basic and Diluted Earnings per share ("EPS") as per the Restated Financial Statements

| Fiscal Year | Basic & Diluted EPS (₹) | Weight |
|-----------------------------|-------------------------|--------|
| March 31, 2024 | 18.89 | 3 |
| March 31, 2023 | 5.38 | 2 |
| March 31, 2022 | 1.10 | 1 |
| Weighted Average EPS | 11.42 | |
| June 30, 2024* | 3.86 | |

*Not Annualized

Notes:

1. Basic and diluted earnings EPS calculations are in accordance with AS-20 'Earnings Per Share', notified under section 133 of Companies Act, 2013 read with paragraph 7 of Companies (Accounts) Rules, 2014.
2. Basic Earnings per share = Net profit after tax as restated attributable to equity shareholders for the year/Weighted average number of equity shares outstanding during the year.
3. Diluted Earnings per share = Net profit after tax as restated / Weighted average number of potential equity shares outstanding during the year.
4. The weighted average basic and diluted EPS is a product of basic and diluted EPS and respective assigned weight, dividing the resultant by total aggregate weight. i.e. (EPS x Weight) for each year/Total of weights.
5. Weighted Average Number of Equity Shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The

time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

6. The figures disclosed above are based on the Restated Financial Statements of our Company.
7. The face value of each Equity Share is ₹ 10/- each.

II. Price to Earning (“P/E”) ratio in relation to Price Band of ₹ [●]/- to ₹ [●]/- per Equity Share:

| Particulars | P/E at Floor Price* (Number of times) | P/E at Cap Price* (Number of times) |
|---|--|--|
| P/E based on Basic & Diluted EPS for FY 2023-24 | [●] | [●] |
| P/E based on weighted average Basic & Diluted EPS | [●] | [●] |

* Will be included in the Prospectus

Industry Peer Group P/E ratio

There are no listed companies whose business operations are similar to that of our Company.

III. Return on Net Worth (“RONW”)

As derived from the Restated Financial Statements of our Company:

| Fiscal Year | RONW (%) | Weight |
|----------------------------------|----------|---------------|
| March 31, 2024 | 30.42% | 3 |
| March 31, 2023 | 10.78% | 2 |
| March 31, 2022 | 2.35% | 1 |
| Weighted Average RONW (%) | | 19.20% |
| June 30, 2024* | 5.26% | |

*Not Annualized

Notes:

(1) Return on Net Worth (%) = Net Profit/(Loss) after tax before other comprehensive income (as restated) divided by net worth (excluding revaluation reserve) as restated at the end of the year. Net worth has been computed as a sum of paid-up share capital and reserve & surplus excluding capital reserve on amalgamation.

(2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

(3) The Weighted Average Return on Net Worth = Aggregate of year-wise weighed average RONW divided by the aggregate of weights i.e. [(RONW x Weight) for each fiscal year] / [Total of weights].

IV. Net Asset Value per Equity Share (Face Value of ₹ 10/- each)

| Net Asset Value per Equity Share | Amount in (₹) |
|--|---------------|
| Net Asset Value per Equity Share as on March 31, 2024 | 71.56 |
| Net Asset Value per Equity Share as on June 30, 2024 | 75.42 |
| Net Asset Value per Equity Share after the Offer – At Cap Price* | [●] |
| Net Asset Value per Equity Share after the Offer – At Floor Price* | [●] |
| Offer Price per Equity Share** | [●] |

*Will be updated in the Red Herring Prospectus

** Offer Price per Equity Share will be determined on conclusion of the Book Building Process

(1) Net Asset Value per Equity Share = Net worth at the end of the respective year divided by the weighted average number of equities shares outstanding as at the end of respective year.

(2) Net worth has been computed as a sum of paid-up share capital and reserve & surplus.

V. Comparison of Accounting Ratios with Listed Industry Peers:

There are no listed companies whose business operations are similar to that of our Company.

The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company and Promoter Selling Shareholder in consultation with the BRLM, based on assessment of demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and sections titled “*Risk Factors*” and “*Financial Information*” beginning on page 165, 233, 28 and 225 respectively to have a more informed view.

KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyze business performance, which as a result, help us in analyzing the growth of various verticals in comparison to our peers.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 26, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three-year period prior to the date of filing of this DRHP. Further, the KPIs herein have been certified by Kapish Jain & Associates, Chartered Accountants, by their certificate dated December 30, 2024.

The KPIs of our Company have been disclosed in the sections “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” starting on page 165 and 233, respectively. We have described and defined the KPIs, as applicable, in “*Definitions and Abbreviations*” beginning on page 1.

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

KPI indicators

(Amount in lakh, except EPS, % and ratios)

| Particulars | For the period ended as at June 30, 2024 | Financial Year ended March 31st, 2024 | Financial Year ended March 31st, 2023 | Financial Year ended March 31st, 2022 |
|---|--|---------------------------------------|---------------------------------------|---------------------------------------|
| Revenue from operations ⁽¹⁾ | 2,418.03 | 11,141.83 | 9,474.35 | 7,296.07 |
| Revenue CAGR (%) from F.Y. 2022-2024 ⁽²⁾ | | | 23.57% | |
| EBITDA ⁽³⁾ | 257.24 | 852.95 | 578.04 | 258.02 |
| EBITDA (%) Margin ⁽⁴⁾ | 10.64% | 7.66% | 6.10% | 3.54% |
| EBITDA CAGR (%) from F.Y. 2022-2024 ⁽⁵⁾ | | | 81.82% | |
| EBIT ⁽⁶⁾ | 230.01 | 1,009.45 | 532.95 | 258.91 |



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| | | | | |
|--|----------|----------|----------|----------|
| ROCE (%) ⁽⁷⁾ | 9.28% | 48.84% | 31.93% | 15.36% |
| Current ratio ⁽⁸⁾ | 1.31 | 1.27 | 1.23 | 1.28 |
| Operating cash flow ⁽⁹⁾ | (99.03) | 355.63 | (366.08) | 101.33 |
| PAT ⁽¹⁰⁾ | 115.92 | 566.83 | 161.55 | 33.00 |
| PAT Margin ⁽¹¹⁾ | 4.79% | 5.09% | 1.71% | 0.45% |
| Net Worth ⁽¹²⁾ | 2,262.74 | 2,146.82 | 1,579.99 | 1,418.45 |
| ROE/ RONW ⁽¹³⁾ | 5.26% | 30.42% | 10.78% | 2.35% |
| EPS ⁽¹⁴⁾ | 3.86 | 18.89 | 5.38 | 1.10 |
| <i>Basic and Diluted Earnings per share as Restated- Impact of Bonus (even occurring after Balance Sheet Date but before date of signing (not Annualized for stub period) ^{(15)*}</i> | 1.29 | 6.30 | 1.79 | 0.37 |
| <i>Net Asset Value per Equity share ⁽¹⁶⁾</i> | 75.42 | 71.56 | 52.67 | 47.28 |

Note: Pursuant to the certificate dated December 30, 2024, issued by Peer Review Auditor of our Company, M/s Kapish Jain & Associates, Chartered Accountants vide UDIN:24521888BKCEZR1631

Notes:

- (1) Revenue from operations is the revenue generated from operations by our Company.
- (2) Revenue CAGR: The three-year compound annual growth rate in Revenue.

$$[(Ending\ Value/Beginning\ Value)^{(1/N)}]-1$$
- (3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (4) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (5) EBITDA CAGR: The three-year compound annual growth rate in EBITDA.

$$[(Ending\ Value/Beginning\ Value)^{(1/N)}]-1$$
- (6) EBIT is Earnings before Finance Cost and taxes.
 ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as
- (7) shareholders' equity plus Non-current liabilities.
- (8) Current Ratio: Current Asset over Current Liabilities
- (9) Operating Cash Flow: Net cash inflow from operating activities
- (10) PAT is mentioned as profit after tax for the period.
- (11) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- (12) Net Worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.
- (13) ROE: Return on Equity is calculated as PAT divided by average shareholders' equity
- (14) EPS: Earning per share is calculated as PAT divide by Weighted No. of equity shares.
- (15) Basic and Diluted Earnings per share as Restated- Impact of Bonus is calculated as PAT divide by Weighted No. of equity shares after impact of bonus issue.
- (16) NAV is calculated as net worth as at the end of the year / period, as restated, divided by the number of Equity Shares outstanding at the end of the year / period.

Explanation of KPIs

| KPI | Explanation |
|-------------------------------|---|
| Revenue from operation | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business. |
| Revenue CAGR % | Revenue CAGR informs the management of compounded annual growth rate i.e. Rate at which Company's revenue are growing on annual basis. |
| EBITDA | EBITDA provides information regarding the operational efficiency of the business |
| EBITDA Margin (%) | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business |



| | |
|----------------------------|---|
| EBITDA CAGR % | EBITDA CAGR indicate our compounded growth of the business |
| ROCE % | ROCE provides how efficiently our Company generates earnings from the capital employed in the business. |
| Current Ratio | Current ratio indicates the company's ability to bear its short-term obligations |
| Operating Cash Flow | Operating cash flow shows whether the company is able to generate cash from day-to-day business |
| PAT | Profit after Tax is an indicator which determine the actual earning available to equity shareholders |
| PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of the business. |
| Net Worth | Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity. |
| ROC/RONW | ROC/RONW (%) is an indicator which shows how much company is generating from its available shareholders' funds |
| EPS | Earning per shares is the company's earnings available of one share of the Company for the period |
| NAV | Net Asset Value is the total net assets of a company or fund, divided by the total number of outstanding shares or units, representing the underlying value of one share or unit. |

Operational Key Performance Indicators

(Amount in lakh, except numbers)

| Particulars | For the period as on June 30, 2024 | For the year ended on 31-Mar-2024 | For the year ended on 31-Mar-2023 | For the year ended on 31-Mar-2022 |
|--|------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| No. of Projects completed | 1 | 4 | 5 | 10 |
| Largest Value project | 5,547.08 | 4,743.78 | 3,349.61 | 1,815.00 |
| Workforce strength | 106 | 110 | 92 | 80 |
| Direct Contract | 2,204.56 | 10,052.67 | 2,669.91 | 4,579.17 |
| In percentage (%) | 91.17% | 90.22% | 28.18% | 62.76% |
| Subcontract | 213.47 | 1,089.86 | 6,804.44 | 2,716.90 |
| In percentage (%) | 8.83% | 9.78% | 71.82% | 37.24% |
| Contribution to revenue from operations of top 1 / 5 / 10 customers | | | | |
| Top 1 Customers (%) | 59.53% | 42.66% | 61.60% | 35.89% |
| Top 3 Customers (%) | 97.84% | 87.72% | 77.87% | 65.20% |
| Top 5 Customers (%) | 99.98% | 95.66% | 89.75% | 81.93% |
| Top 10 Customers (%) | 100.00% | 98.86% | 98.34% | 90.00% |

Note: Pursuant to the certificate dated December 30, 2024, issued by Peer Review Auditor of our Company, M/s Kapish Jain & Associates, Chartered Accountants vide UDIN:24521888BKCEZR1631

WEIGHTED AVERAGE COST OF ACQUISITION

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

Except as disclosed below, there has been no issuance of primary / new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days:

| Date of Acquisition | No. of Share Acquired | Nature of Consideration | Price of Acquisition | Consideration paid (in ₹) |
|---|-----------------------|-------------------------|----------------------|---------------------------|
| August 13, 2024 | 60,00,000 | Other than Cash | NA | NA |
| September 18, 2024 | 10,60,800 | Cash | 31 | 3,28,84,800 |
| TOTAL | 70,60,800 | - | - | 3,28,84,800 |
| Weighted average number of shares | 70,60,800 | - | - | |
| Weighted Average Cost of Acquisition of Shares (WACA)* | | | | 4.65 |

* Weighted average Cost of Acquisition = Consideration paid/ Weighted average number of shares

Note: Pursuant to the certificate dated December 30, 2024, issued by Peer Review Auditor of our Company, M/s Kapish Jain & Associates, Chartered Accountants vide UDIN:24521888BKCEZZ3066

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

There has been no secondary sale / acquisition of shares (equity / convertible securities), where promoter / promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) **Price per share based on the last five primary or secondary transactions.**

Since there are transactions to report under (a) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction) not older than 3 years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions is not required to be disclosed.

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

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Share) | Floor price* (i.e., ₹ [●]) | Cap price* (i.e., ₹ [●]) |
|--|---|----------------------------|--------------------------|
| Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days. | 4.65 | [●] times | [●] times |
| Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoter / promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days. | NA [^] | [●] times | [●] times |
| Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where promoter /promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction. | NA | [●] times | [●] times |

Note:

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

* To be updated at Prospectus stage.



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Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our Company's key performance indicators and financial ratios for the Year ending 2024, 2023 and 2022.

[●]*

**To be included on finalization of Price Band*

Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*

**To be included on finalization of Price Band*

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STATEMENT OF TAX BENEFITS

To,

The Board of Directors

Archee Group Contracts Limited

(Formerly known as Archee Group Contracts Private Limited)

205-206, Second Floor, Suncity Trade Tower, Sector 21,

Old Delhi Gurugram Road, Industrial Complex Dundaheera,

Gurgaon, Haryana, India, 122016

Dear Sir,

Sub: Statement of possible Special tax benefit ('the Statement') available to Archee Group Contracts Limited" (hereinafter referred to as "the Company" or "the Issuer") and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

We hereby confirm that the enclosed annexure, prepared by "Archee Group Contracts Limited" ("the Company") states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the State Goods and Services Tax Act as passed by respective State Governments from where the Company operates and applicable to the Company, the Customs Act, 1962 and the Foreign Trade Policy 2015-2020, as amended by the Finance Act, 2024, i.e., applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, presently in force in India for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus / Prospectus ("Offer Document") for the proposed public offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the offer. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

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



We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the DRHP/RHP/Prospectus for the proposed public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

Limitations

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus / Prospectus (“**Offer Document**”) or any other offer related material in connection with the proposed offer of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Signed in terms of our separate report of even date.

For and on behalf of
Kapish Jain & Associates,
Chartered Accountants,
Firm Registration No: 022743N

Sd/-
CA Amit Kumar Madheshia
Partner
Membership No: 521888
UDIN: 24521888BKCEZH3183
Date: 28 December 2024
Place: New Delhi

Annexure to the statement of possible Tax Benefits

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

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

1. Special Tax Benefits available to the Company under the Act:

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

2. Special Tax Benefits available to the shareholders of the Company

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

Notes:

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

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

Signed in terms of our separate report of even date.

For and on behalf of
Kapish Jain & Associates,
Chartered Accountants,
Firm Registration No: 022743N

Sd/-
CA Amit Kumar Madheshia
Partner
Membership No: 521888
UDIN: 24521888BKCEZH3183
Date: 28 December 2024
Place: New Delhi

SECTION VI – ABOUT THE COMPANY

OUR INDUSTRY

The information contained in this section is derived from a report titled “Analysis of the Commercial Office Setup Market” dated December 26, 2024 (“Reports and Data report”) prepared by Marketyser Global Consulting LLP, and exclusively commissioned and paid by our company only for the purposes of the offer and is available at <https://archeegroup.com/offer-documents/>. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Accordingly, investment decisions should not be based on such information. Forecasts, estimates, predictions, and other forward-looking statements contained in the R&D report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the draft red herring prospectus and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. See “certain conventions, presentation of financial, industry and market data and currency of presentation” on page 15.

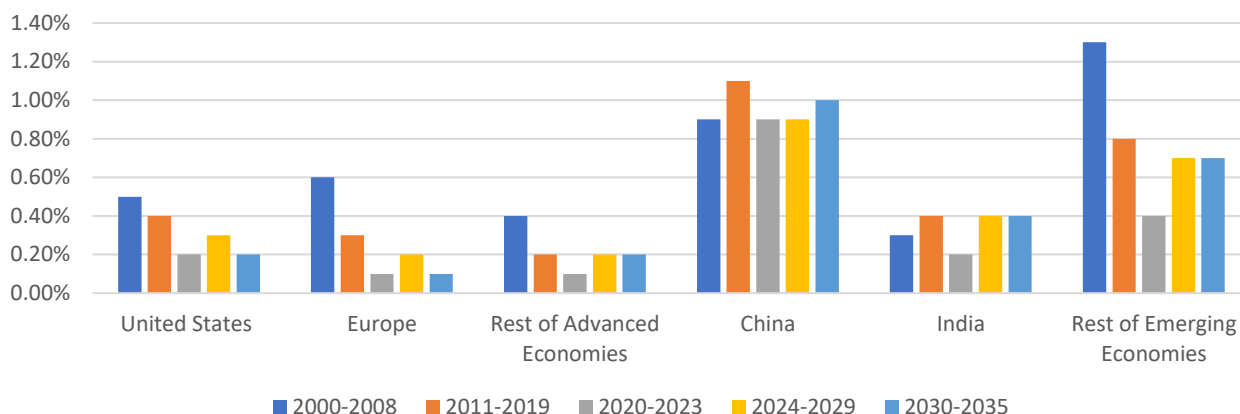
GLOBAL MACROECONOMIC OVERVIEW

The global economy is projected to grow by 3.2% in 2024 and 2025, matching the 2023 growth rate. Advanced economies will see a slight increase, with growth rising from 1.6% in 2023 to 1.7% in 2024 and 1.8% in 2025. However, emerging markets and developing economies will experience a slight slowdown, with growth dipping from 4.3% in 2023 to 4.2% in 2024 and 2025. The five-year global growth forecast of 3.1% is the lowest in decades. Global inflation is expected to decline, dropping from 6.8% in 2023 to 5.9% in 2024 and 4.5% in 2025, with advanced economies reaching inflation targets sooner.

INSIGHT INTO ADVANCED ECONOMIES AND EMERGING MARKETS & DEVELOPING ECONOMIES GLOBAL GDP

Advanced economies, such as the U.S., Germany, and Japan, feature developed financial systems, high per capita income, and advanced technologies. They drive global growth, foster innovation, and attract significant investments through strong infrastructure and stable political environments. These economies prioritize research, development, and education, enhancing productivity and technological advancement. In contrast, emerging markets like Brazil, India, and South Africa exhibit rapid growth potential and large consumer bases but face challenges such as infrastructure gaps and political instability. Despite these issues, they offer investment opportunities due to expanding middle classes, natural resources, and favorable demographics. These markets are key players in global manufacturing and supply chains, attracting multinational corporations.

FIGURE 1. REGIONAL CONTRIBUTIONS TO GLOBAL GDP GROWTH (AVERAGE ANNUAL % CHANGE)



Source: World Bank Data, GST Council of India, Central Water Commission (CWC), National Water Development Agency (NWDA), Water Resources Management Organisation, World Bank Company Annual Report, Primary Interviews, Reports and Data

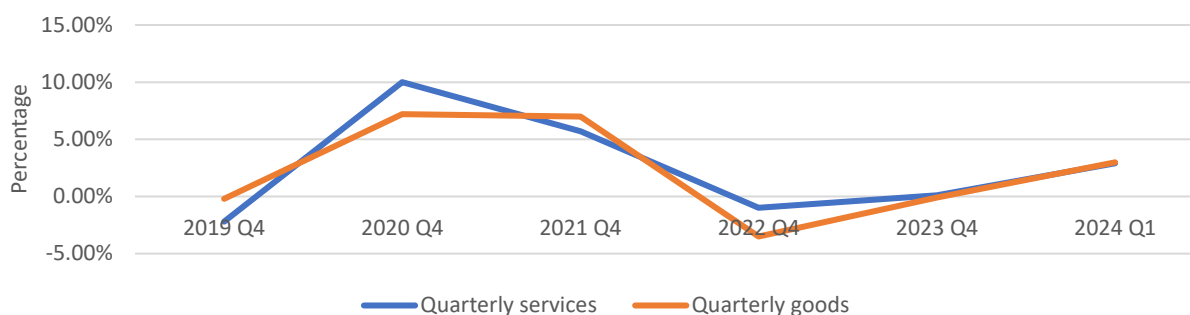
Global real GDP growth is expected to decline to 2.6% in 2023 from 3.3% in 2022, with further slowing to 2.4% in 2024. Key weaknesses in the global economy include housing, bank lending, and the industrial sector, though the strength of the service sector and labor markets help offset these. The main drivers of growth are Asian economies, benefiting from reopening and lower inflation, while Europe, Latin America, and the US face more challenges. Although inflationary pressures remain, tight monetary policies make interest rate cuts unlikely. A slowdown is anticipated for late 2023 and early 2024, with global growth stabilizing around 2.5% over 2023-2024. This reflects a broader trend toward slower growth, averaging 2.6% per year for the next decade, down from the pre-pandemic 3.3%.

Regional Growth Projections: **East Asia and Pacific:** 5.1% in 2023, slowing to 4.1% by 2026. **Europe and Central Asia:** 3.2% in 2023, declining to 2.8% by 2026. **Latin America and the Caribbean:** 2.2% in 2023, fluctuating around 2.6% by 2026. **Middle East and North Africa:** 1.5% in 2023, rising to 3.6% by 2026. **South Asia:** 6.6% in 2023, steady at 6.2% through 2026. **Sub-Saharan Africa:** 3.0% in 2023, increasing to 4.0% by 2026. Growth will be slower in 60% of economies compared to the 2010s, covering over 80% of global output and population.

GLOBAL GDP AND TRADE ANALYSIS

World merchandise trade volume is expected to rise by 2.6% in 2024 and 3.3% in 2025, following a decline of -1.2% in 2023, driven by weak import demand in Europe, North America, and Asia, while the Middle East and CIS saw import growth. Global GDP growth slowed from 3.1% in 2022 to 2.7% in 2023 and is forecast to stabilize at 2.6% in 2024 and 2.7% in 2025. Inflation has reduced consumption of trade-intensive goods in major economies, contributing to a divergence between GDP growth and trade volume. In 2023, the value of global merchandise trade fell by 5% to USD24.01 trillion, due to lower commodity prices, while commercial services trade rose 9% to USD7.54 trillion, driven by recovering travel and digital services. Despite economic shocks, trade showed resilience with merchandise volume up 6.3% and services up 21% from 2019 to 2023. Inflation reduction is expected to increase real incomes and demand for manufactured goods, but risks like geopolitical tensions and protectionism could hinder recovery.

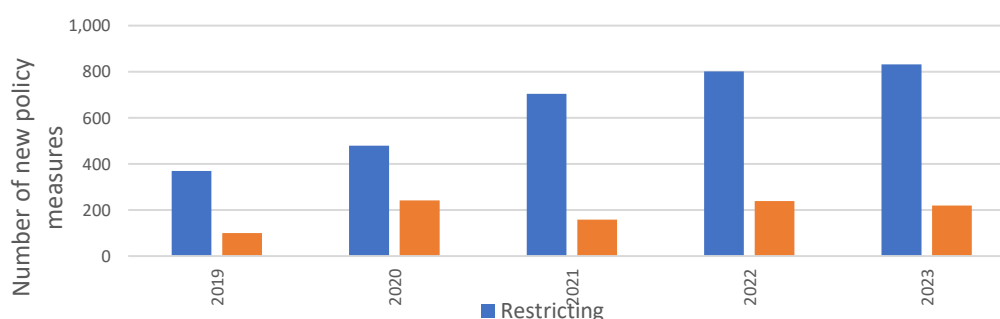
FIGURE 2. ANNUAL GROWTH IN THE VALUE OF TRADE IN GOODS AND SERVICES, PER CENT:2024



Source: OECD estimates, GST Council of India, Central Water Commission (CWC), National Water Development Agency (NWDA), Water Resources Management Organisation, World Bank, World Bank, Company Annual Report, Primary Interviews, Reports and Data

In 2023, global supply chain pressures eased significantly, with delivery times reaching their lowest in nearly four years. Trade growth, which surged during the pandemic due to demand for goods, slowed as economies reverted to pre-pandemic consumption patterns, with China’s services-led recovery providing limited support to global goods demand. Rising geopolitical tensions and inward-focused policies increased restrictive trade measures, likely reshaping supply chains and increasing trade costs long-term. Global trade contracted by 3%, reaching USD 31 trillion, with a 5% drop in goods but an 8% rise in services, driven by a surge in tourism. Developing nations experienced sharper declines in trade compared to developed countries, while Africa saw increased intra-regional trade. Looking ahead to 2024, global GDP is expected to grow by 3%, driven by demand for environmental goods like electric vehicles. However, logistical disruptions and geopolitical tensions could introduce volatility, particularly in energy and agricultural markets, and in the supply of critical minerals for energy transitions.

FIGURE 3. GLOBAL NEW TRADE MEASURES: IN NUMBERS



Source: OECD estimates, GST Council of India, Central Water Commission (CWC), National Water Development Agency (NWDA), Water Resources Management Organisation, World Bank, World Bank, Company Annual Report, Primary Interviews, Reports and Data

Global trade, which had already seen diminished responsiveness to output changes in the 2010s, is expected to slow further. In 2023, global trade experienced a notable 3% decline, reflecting broader economic troubles as growth forecasts dropped from 6% in 2022 to just 1.7%. For 2024, a cautious recovery is anticipated, with the IMF projecting a 3.0% growth rate and the WTO expecting 3.3% growth in merchandise trade. In contrast, the OECD forecasts a more conservative 2.7% growth due to ongoing uncertainties. These include rising trade restrictions, fewer new trade agreements, and persistent geopolitical and supply chain issues. Successful recovery will depend on addressing these risks to ensure sustainable trade growth.

GLOBAL INFLATION IMPACT

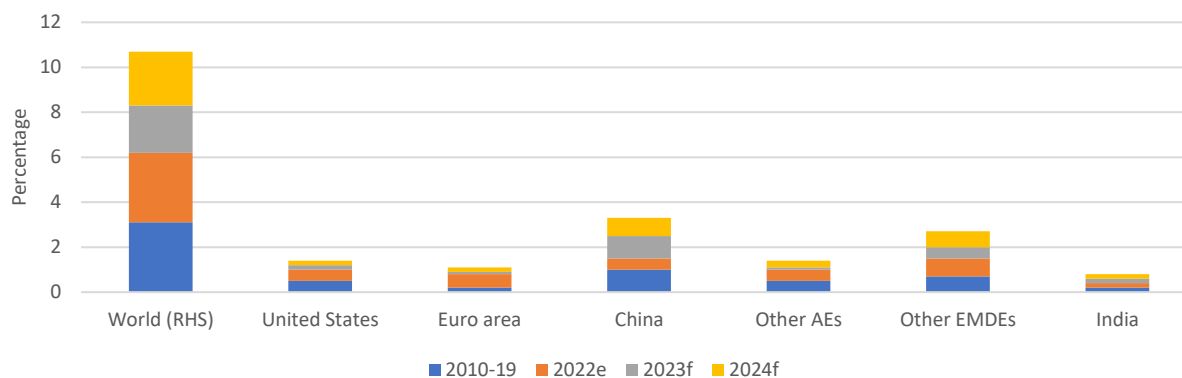
Global inflation remains a challenge despite recent reductions. Significant drops in commodity prices between mid-2022

and mid-2023 helped reduce inflation by about 2 percentage points. However, since mid-2023, commodity prices have plateaued, complicating central banks' efforts to lower interest rates. Geopolitical tensions, especially in the Middle East, pose risks, with Brent crude oil prices recently rising to USD 91 per barrel, and the World Bank forecasts an average of USD 84 per barrel in 2024, potentially exceeding USD 100 per barrel if conflicts worsen. Gold prices are expected to reach record highs in 2024 due to investor demand amidst uncertainties, and other commodities like natural gas, fertilizers, and food might also increase if Middle East conflicts escalate. The push towards green technologies is driving up prices for metals such as copper and aluminum, with copper prices projected to rise by 5% in 2024 and aluminum by 2% in 2024 and 4% in 2025. Global economic growth is projected to be slightly below historical averages, with forecasts of 3.1% in 2024 and 3.2% in 2025. While inflation is expected to decline to 5.8% in 2024 and 4.4% in 2025, the risk of commodity price spikes due to geopolitical shocks could prolong tight monetary conditions and impact growth. Policymakers must carefully manage monetary policy, focus on fiscal consolidation, and implement structural reforms to boost productivity and ensure debt sustainability. Effective multilateral coordination is crucial for addressing global economic challenges.

GLOBAL OUTLOOKS AND RISKS

Global growth is projected to slow down this year due to tighter credit conditions, driven by monetary policies and banking sector stresses in advanced economies. This financial tightening is expected to peak this year. While inflation, which has been high, is likely to decrease as demand wanes and commodity prices stabilize, there remains a risk of a financial crisis if stress in major banks escalates. Persistent core inflation or additional commodity price shocks could lead to more stringent monetary policies and increased financial stress. Long-term growth drivers may weaken further due to trade fragmentation and climate change. In 2023, global issues such as conflicts, extreme weather events, and widespread societal unrest marked the year. While immediate disruptions like those seen with the Russia-Ukraine war or the COVID-19 pandemic were avoided, the long-term outlook is bleak. Surveys from late 2023 reveal a negative global outlook for the next two years, with many expecting moderates to severe instability and global crises, and nearly two-thirds anticipating a turbulent decade ahead.

FIGURE 4. CONTRIBUTIONS TO GLOBAL GROWTH: IN PERCENTAGE



Source: OECD estimates, GST Council of India, Central Water Commission (CWC), National Water Development Agency (NWDA), Water Resources Management Organisation, World Bank, World Bank, Company Annual Report, Primary Interviews, Reports and Data

The banking sector faces varied vulnerabilities, such as liquidity risks in some regions and profitability or capital issues in others, exacerbated by recent economic downturns and rising interest rates. Declines in house prices could further strain bank balance sheets, with potential global recession risks if financial conditions tighten sharply. Alternatively, central bank easing might stave off recession, though persistent inflation could necessitate further monetary tightening, impacting emerging markets severely. Environmental risks are increasingly urgent, with extreme weather events and the intensifying El Niño-Southern Oscillation posing significant threats. Disagreements on the urgency of environmental issues reveal a generational and sectoral divide, which could lead to missed intervention opportunities and long-term planetary changes. Societal polarization and economic downturns are intertwined, with misinformation potentially undermining governments and leading to unrest. Economic strains are expected to grow, particularly with high interest rates impacting small

businesses and indebted countries, especially in vulnerable regions. Technological advances and geopolitical tensions are likely to create new disparities and security risks, including state fragility and conflicts. AI and technological advancements may blur lines between state and non-state actors, leading to increased conflict and crime risks. Governance challenges will arise from deepening ideological and geoeconomic divides, potentially paralyzing international mechanisms. Growing dissatisfaction with the Global North could shift power dynamics and impact access to technologies and economic assets. Despite these challenges, localized strategies, cross-border collaboration, and proactive risk management can help address global risks and support human security and prosperity in a fragmented world.

INDIAN MACROECONOMIC OVERVIEW

After the COVID-19 pandemic, the global economy was on the mend until the Russia-Ukraine conflict in February 2022 disrupted supply chains, tightened finances, and increased prices. This led to global economic contraction, decreased currency values, and trade imbalances, prompting the IMF to lower growth forecasts. Inflation controls slowed economies, with the IMF predicting a drop in global growth from 3.4% in 2022 to 2.8% in 2023, before a slight increase to 3% in 2024. In contrast, India's economy thrived in fiscal year 2023, growing by 7.2%, the highest among major economies. This growth exceeded expectations, with the fourth quarter of FY23 showing robust performance. Real GDP growth in Q4 was 6.1% year-on-year, a significant improvement from previous quarters. The growth was driven by increased private consumption, public sector capital expenditure, and a rebound in the manufacturing sector.

The agriculture sector achieved record-high growth in Q4 FY23, bolstered by strong rabi production estimates and favorable conditions for kharif sowing. The manufacturing sector, despite earlier slowdowns, saw a recovery in Q4 due to reduced input costs and increased demand. The services sector, especially contact-intensive services, also rebounded to pre-pandemic levels, supported by the end of mobility restrictions and strong demand. Labor markets in India showed resilience, with increasing workforce participation and decreasing unemployment rates. The labor force participation rate rose to 55.2% in FY22, and the Worker Population Ratio reached 52.9%, with a low unemployment rate of 4.1%. This growth contrasts with tighter labor markets in advanced economies, where labor force participation remains below pre-pandemic levels.

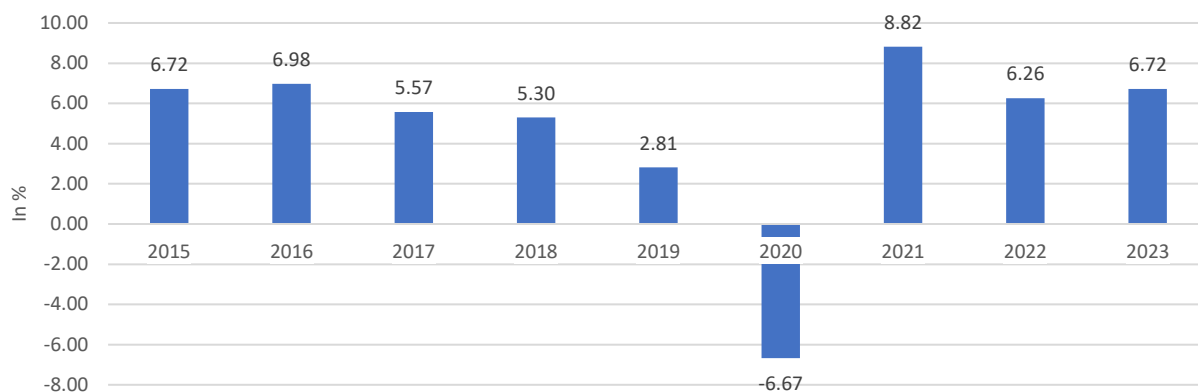
TREND IN GDP AND GVA

GROSS DOMESTIC PRODUCT, CONSTANT PRICES, 2019-2024

| Year | GDP (% Growth) |
|------|----------------|
| 2019 | 3.87% |
| 2020 | -5.83% |
| 2021 | 9.05% |
| 2022 | 7.24% |
| 2023 | 6.33% |
| 2024 | 6.29% |

Source: International Monetary Fund, World Economic Outlook Database, October 2023, Reports and Data

FIGURE 5. GDP PER CAPITA GROWTH (ANNUAL %)



Source: Central Water Commission (CWC), National Water Development Agency (NWDA), Water Resources Management Organisation, World Bank, World Development Indicators, Company Annual Report, Primary Interviews, Reports and Data

INDIAN GDP, 2022-2026

| Year | GDP (INR LAKHS) | GDP GROWTH |
|--------------|--------------------|------------|
| 2022 | 188,509,313,200.00 | 8.63% |
| 2023 | 209,467,238,000.00 | 8.39% |
| 2024E | 231,742,175,500.00 | 8.18% |
| 2025F | 256,049,744,900.00 | 8.09% |
| 2026F | 282,500,969,500.00 | 7.99% |

Source: Central Water Commission (CWC), National Water Development Agency (NWDA), Water Resources Management Organisation, World Bank Company Annual Report, Primary Interviews, Reports and Data

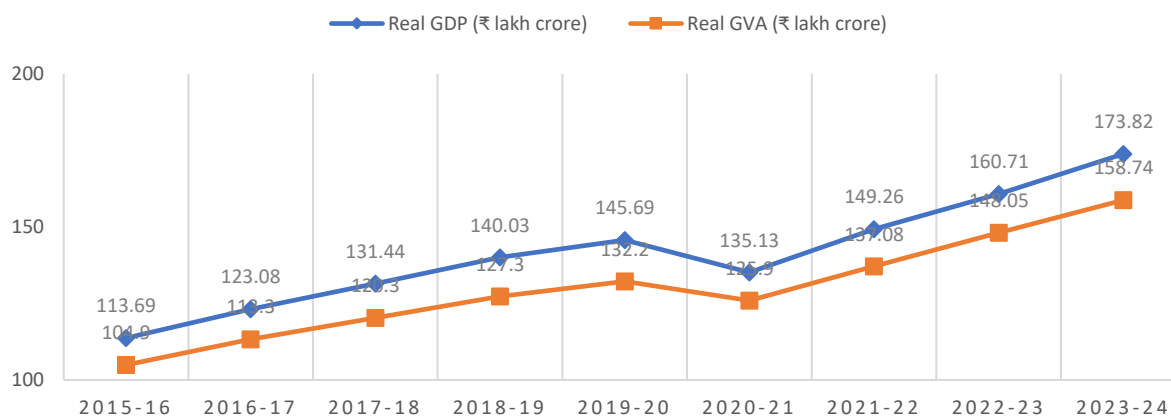
PER CAPITA GDP, INCOME AND PER CAPITA CONSUMPTION (PAST & OUTLOOK)

GDP PER CAPITA, 2017-2020 (HISTORICAL), 2021-2024E

| Year | GDP Per Capita (INR) |
|---------------|----------------------|
| 2017 | 172,628.48 |
| 2018 | 184,780.21 |
| 2019 | 202,066.75 |
| 2020 | 197,130.66 |
| 2021 | 234,963.36 |
| 2022 | 264,033.10 |
| 2023 | 302,257.16 |
| 2024-E | 228,020.66 |

Source: World Bank, Bureau of Indian Standards, Company Annual Report, Primary Interviews, Reports and Data

FIGURE 6. GDP AND GVA [AT CONSTANT (2011-12) PRICES]



Source: Central Water Commission (CWC), National Water Development Agency (NWDA), Water Resources Management Organisation, World Bank Company Annual Report, Primary Interviews, Reports and Data

Gross Domestic Product (GDP) measures the annualized change in the inflation-adjusted value of all goods and services produced by an economy and is a primary indicator of economic health. In India, the services sector is the most significant and fastest-growing, contributing over 60% of GDP. This includes trade, hotels, transport, finance, insurance, real estate, and personal services. Agriculture, forestry, and fishing make up about 12% of GDP but employ over 50% of the labor force. Manufacturing contributes 15% of GDP, construction 8%, and mining, quarrying, electricity, gas, and water supply the remaining 5%. In 2022-23, India's Real GDP (constant 2011-12 prices) is estimated at INR 159.71 lakh crore, up from INR 149.26 lakh crore in 2021-22, with a growth rate of 7.0% compared to 9.1% the previous year. Nominal GDP (current prices) is estimated at INR 272.04 lakh crore, up from INR 234.71 lakh crore in 2021-22, with a growth rate of 15.9% compared to 18.4% the previous year. In Q3 2022-23, Real GDP was INR 40.19 lakh crore (4.4% growth) and Nominal GDP was INR 69.38 lakh crore (11.2% growth). Gross Value Added (GVA) measures output minus intermediate consumption and provides insight into economic activity from the producer's side. It helps policymakers understand which sectors need incentives. However, GVA's accuracy relies on the quality and precision of data collection.

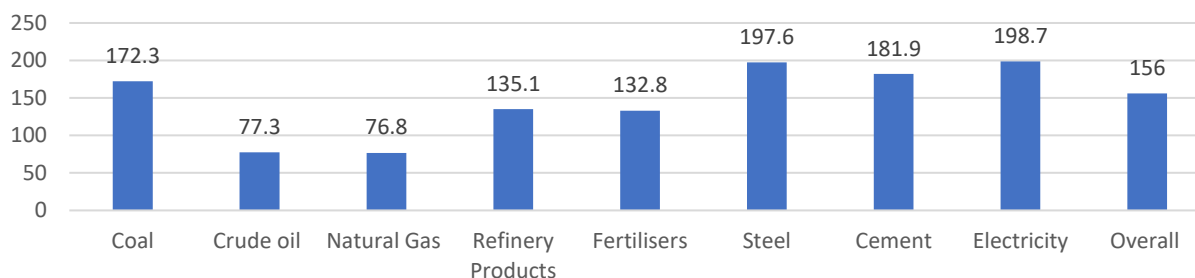
OVERVIEW OF CONSTRUCTION GVA (2012-2023)

The Indian construction market, valued at USD 1.42 trillion, is projected to grow at a compound annual growth rate (CAGR) of 17.26% from 2022 to 2027. This growth underscores the sector's critical role in India's economic development, contributing significantly to the steel, paint, and glass industries. Key growth areas include export cargo, highway construction, power generation, and cargo handling. The sector attracted USD 25.66 billion in foreign direct investment between 2000 and 2020 and is expected to become the world's third-largest construction market by 2022. The National Infrastructure Pipeline (NIP) is a major initiative aimed at improving infrastructure by streamlining project preparation and attracting private investment. The NIP seeks to enhance service quality and efficiency through modern practices and technology. Government initiatives include substantial investments in road construction, transport infrastructure, and energy sectors. Notable projects include a planned expansion of airports and connectivity under the UDAN scheme. These efforts are intended to boost economic activity, improve infrastructure, and elevate citizens' quality of life.

INFRASTRUCTURE SECTOR BUDGET ALLOCATION OVERVIEW (2023-2024)

The government's commitment to strengthening India's infrastructure continues to be evident in the Budget for the fiscal year 2023-24. With a steadfast focus on development, numerous initiatives and investments have been earmarked to transform and enhance the country's infrastructure landscape. Here are some of the key highlights from the budget allocation for the infrastructure sector:

FIGURE 7. INFRASTRUCTURE INDEX OF 8 CR. INDUSTRIES FY24 (28TH JUNE 2024)



Source: IBEF, International Water Association, Company Annual Reports, Primary Interviews, and Reports and Data

The recent budget reveals a major push towards infrastructure development in India, with several key allocations and initiatives:

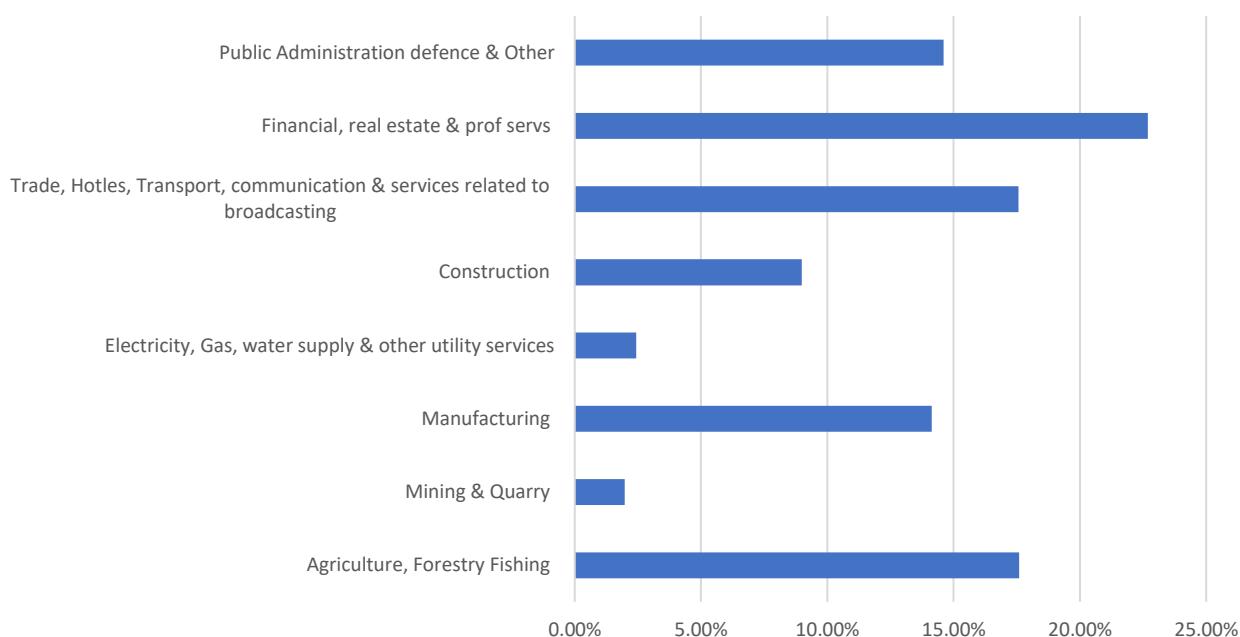
1. **Capital Investment Surge:** A substantial capital investment of Rs. 10 lakh crore (USD 122 billion) is allocated, marking a 33% increase from previous levels and representing 3.3% of GDP. This figure is nearly three times the 2019-20 allocation, highlighting the government's focus on infrastructure.
2. **Railway Sector Boost:** The Railways sector receives a record-high capital outlay of Rs. 2.40 lakh crore (USD 29 billion), about nine times the allocation from 2013-14, emphasizing modernization and expansion.
3. **Private Investment Facilitation:** An Infrastructure Finance Secretariat will be set up to attract private investment in sectors like railways, roads, urban infrastructure, and power.
4. **State Investment Incentives:** A 50-year interest-free loan of Rs. 1.3 lakh crore (USD 16 billion) will be provided to state governments to encourage infrastructure investment.
5. **Transport Connectivity:** Rs. 75,000 crores (USD 9 billion) will be invested in 100 critical transport projects to enhance connectivity for sectors such as ports and coal.
6. **Air Connectivity Improvement:** Plans include reviving 50 additional airports, heliports, and water aerodromes to boost regional air connectivity.
7. **Urban Infrastructure Development Fund (UIDF):** This fund will support infrastructure in Tier 2 and Tier 3 cities, managed by the National Housing Bank.
8. **Technology and Education Investments:** The establishment of three AI centers of excellence and a Digital Public Infrastructure for agriculture will support tech and education growth. Additionally, 157 new nursing colleges and a National Digital Library for Children and Adolescents are planned.
9. **North-Eastern Region Focus:** Significant funding is allocated for the development of the North-Eastern region through initiatives like PM DevINE and NESIDS.
10. **Global Investment:** Foreign Direct Investment (FDI) is increasing in the infrastructure sector, with collaborations like the India-Japan Coordination Forum for Northeast development.

Overall, India is investing heavily in infrastructure, aiming to spend USD 1.4 trillion from 2019-23 and Rs. 5,000,000 crores (USD 750 billion) on railways from 2018-30. The focus includes transportation, electricity, and water, with a projected GDP growth of 8% over the next three years.

Industrial growth and trend in production

Industrial production tracks output in sectors like mining, manufacturing, and electricity, using an index to measure changes in production volumes. The Government of India's initiatives, including the Aatmanirbhar Bharat Abhiyaan and the Production-Linked Incentive (PLI) Scheme, aim to boost domestic manufacturing. The PLI scheme offers financial incentives to encourage local production and reduce import dependence, benefiting industries such as blow molding, pharmaceuticals, IT hardware, and chemicals. For instance, the PLI scheme for pharmaceuticals has a budget of INR 15,000 crore, while the IT Hardware Scheme 2.0 has a budget of INR 17,000 crore and aims to create 75,000 jobs. As of February 2023, the Index of Industrial Production (IIP) stood at 138.7, with sector-specific indices for Mining, Manufacturing, and Electricity at 129.0, 136.8, and 174.0, respectively.

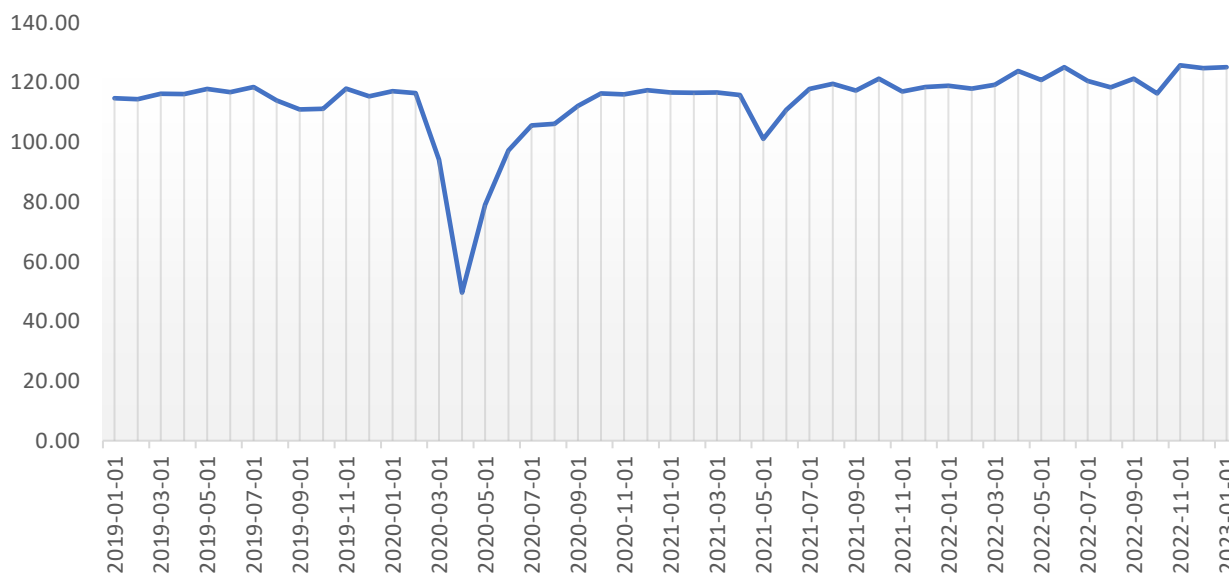
FIGURE 8. SHARE OF INDIAN GDP BY SECTOR: FY:2023-24



Source: JSTOR, Bureau of Indian Standards, Company Annual Report, Primary Interviews, Reports and Data

Manufacturing is rapidly growing in India, bolstered by government initiatives aimed at boosting production and achieving self-reliance. The "Make in India" program seeks to position India as a global manufacturing hub, targeting the creation of 10 million jobs by 2022. Major international companies like GE, Siemens, HTC, Toshiba, and Boeing are setting up facilities in India under this initiative. Additionally, to strengthen the electronics sector, the government has offered over INR 750,000 lakhs in cash incentives to companies establishing chip fabrication units, further expanding the country's smartphone assembly and electronics supply chain.

FIGURE 9. INDIA INDUSTRIAL PRODUCTION (2019-2023)

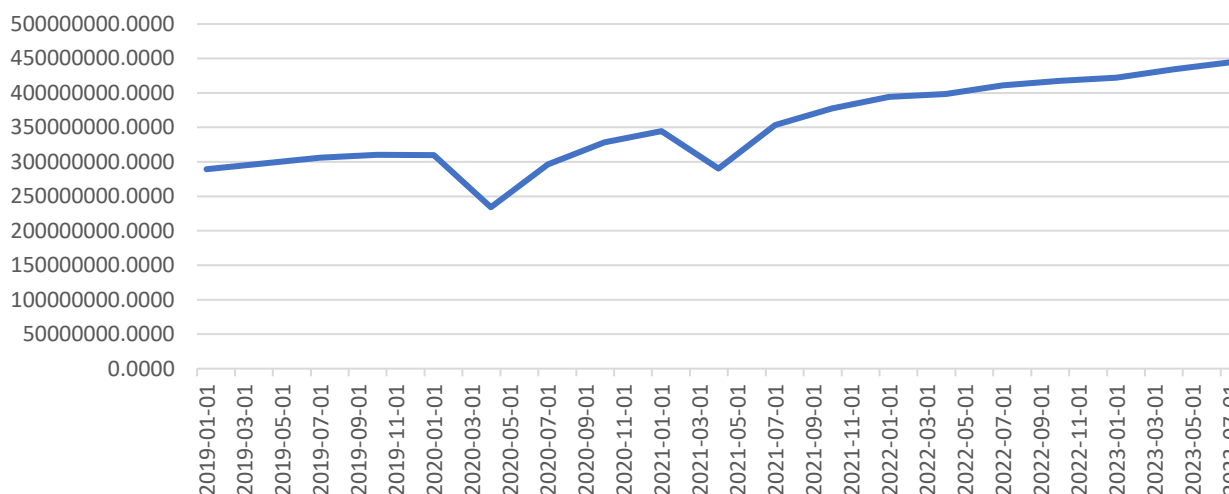


Source: Trading Economics, Central Water Commission (CWC), National Water Development Agency (NWDA), Water Resources Management Organisation, World Bank Company Annual Report, Primary Interviews, Reports and Data

The region is also gradually progressing on the road to Industry 4.0 through the Government of India’s initiatives. For instance, the Smart Advanced Manufacturing and Rapid Transformation Hubs or SAMARTH Udyog Bharat 4.0 is an Industry 4.0 initiative of Ministry of Heavy Industry & Public Enterprises, Government of India under its scheme on Enhancement of Competitiveness in Indian Capital Goods Sector. The adoption of this scheme is likely to increase productivity, efficiency and quality in processes, and also ensure greater safety for workers by reducing jobs in dangerous environments. The scheme would also aid in enhancing decision making with data-based tools and improve competitiveness by developing customized products.

TREND ANALYSIS OF PRIVATE FINAL CONSUMPTION EXPENDITURE (PFCE) AND OUTLOOK

FIGURE 10. PRIVATE FINAL CONSUMPTION EXPENDITURE IN INDIA, QUARTERLY, SEASONALLY ADJUSTED (INR LAKH)



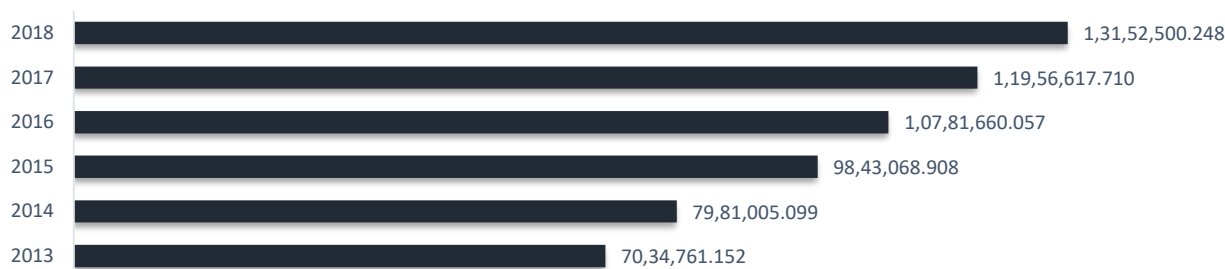
Source: Central Water Commission (CWC), National Water Development Agency (NWDA), Water Resources Management Organisation, World Bank Company Annual Report, Primary Interviews, Reports and Data

In 2020-21, India's private final consumption expenditure (PFCE) dropped by 6% to Rs.115.7 lakh crore from Rs.123.1 lakh crore in 2019-20. This decline is part of a longer trend, with PFCE growth slowing from an average of 16.2% per

year between 2010-14 to 10.5% per year from 2017-20. The PFCE's contribution to real GDP decreased from 57.1% in 2019-20 to 55.95% in 2020-21, exacerbating the fall in GDP. This reduction in consumption impacts industries such as steel, fibers, and services like transport and finance, leading to potential increases in poverty and declines in living standards. The sharp drop in PFCE highlights the urgent need for economic growth, increased employment, and rising household incomes to restore previous levels. The year 2020-21 saw significant job and income losses, with the average number of employed individuals falling from 4,089 lakhs to 3,877 lakhs, reflecting severe impacts on household incomes due to high inflation and job market disruptions.

TREND ANALYSIS OF DISPOSABLE HOUSEHOLD INCOME AND OUTLOOK

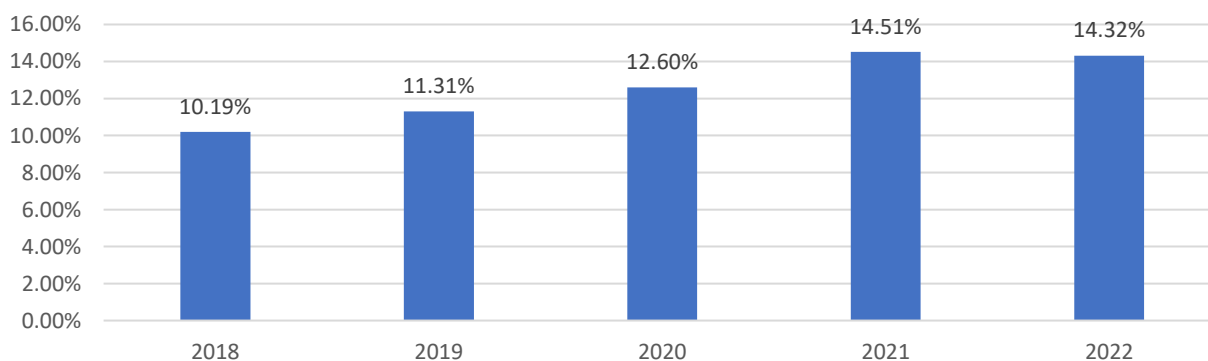
FIGURE 11. GROSS NATIONAL DISPOSABLE INCOME (INR LAKHS)



Source: GST Council of India, Central Water Commission (CWC), National Water Development Agency (NWD), Water Resources Management Organisation, World Bank Company Annual Report, Primary Interviews, Reports and Data

Disposable income is closest to the concept of income as generally understood in economics. Household disposable income is income available to households such as wages and salaries, income from self-employment and unincorporated enterprises, income from pensions and other social benefits, and income from financial investments (less any payments of tax, social insurance contributions and interest on financial liabilities). ‘Gross’ means that depreciation costs are not subtracted. Household income in India was drastically impacted due to the coronavirus (COVID-19) lockdown as of April 2020. There was a significant decrease in the level of income with households reporting a fall in income from about nine% in late February to a whopping 45.7% in mid-April. Rise in income saw a contrasting trend indicating similar results; from 31% in late February to 10.6% on April 2020.

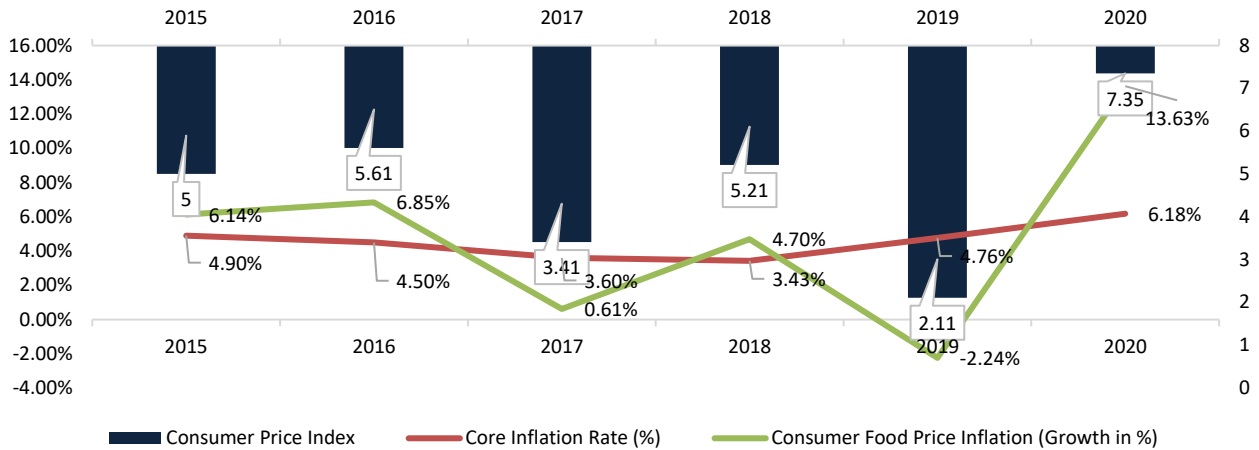
FIGURE 12. INDIA'S HOUSEHOLD DEBT: % OF GDP



Source: GST Council of India, Central Water Commission (CWC), National Water Development Agency (NWD), Water Resources Management Organisation, World Bank Company Annual Report, Primary Interviews, Reports and Data

Consumer Price Inflation with disaggregation into core and food Inflation

FIGURE 13. CONSUMER PRICE INDEX VS. CORE INFLATION RATE VS. CONSUMER FOOD PRICE INFLATION GROWTH

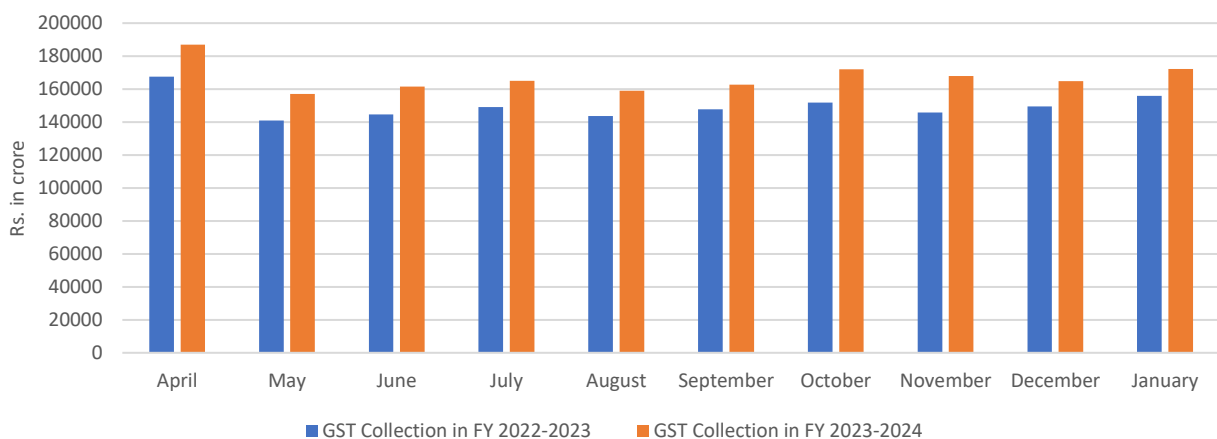


Source: GST Council of India, Central Water Commission (CWC), National Water Development Agency (NWD), Water Resources Management Organisation, World Bank Company Annual Report, Primary Interviews, Reports and Data

In 2022, India's consumer price inflation went through three phases: a peak at 7.8% until April, a plateau around 7.0% until August, and a decline to 5.7% by December. The initial rise was driven by the Russia-Ukraine war and poor crop harvests due to excessive heat. Government and Reserve Bank of India (RBI) actions helped bring inflation within the Central Bank's tolerance. In contrast, major Western countries, grappling with post-pandemic stimulus effects, faced high inflation rates. Globally, inflation spiked due to the pandemic's impact on supply chains and the Russia-Ukraine conflict, leading to high commodity prices. Developed economies saw significant inflation increases, with the US reaching 9.1% in June 2022 and later moderating to 6.5% by December. The Euro area saw 10.0% in September, while the UK and Germany reported 9.2% and 8.6% respectively in December. Emerging markets faced varying inflation rates, with Brazil showing moderation and Turkey experiencing over 80% inflation, slightly reduced to 64.3% by December. The IMF projected inflation in emerging markets and developing economies to rise from 5.9% in 2021 to 9.9% in 2022.

GST collections and their trend

FIGURE 14. TREND IN GST COLLECTION (INR CRORE)



Source: GST Council of India, Central Water Commission (CWC), National Water Development Agency (NWD), Water Resources Management Organisation, World Bank Company Annual Report, Primary Interviews, Reports and Data

In September 2023, India's gross Goods and Services Tax (GST) revenue reached ₹1,62,712 crore, reflecting a 10% year-on-year increase. The revenue comprised Central GST (CGST) of ₹29,818 crore, State GST (SGST) of ₹37,657 crore, Integrated GST (IGST) of ₹83,623 crore, and cess of ₹11,613 crore. The growth, driven by a 14% rise in domestic transaction revenues, signals a strong economic recovery and improved tax compliance. For the first half of FY 2023-24,

gross GST collections totaled ₹9,92,508 crore, an 11% increase from the previous year. Monthly averages also surpassed the previous year's figures, indicating sustained economic strength. State-wise collections varied, with significant growth in Telangana (33%), Jammu and Kashmir (32%), and Maharashtra (17%), while some states experienced declines, such as Bihar (-5%) and Lakshadweep (-45%). Post-settlement, SGST revenue showed robust growth in key states like Maharashtra, Karnataka, and Uttar Pradesh. Overall, the consistency in exceeding ₹1.60 lakh crore in monthly GST collections reflects a solid tax system and economy, with expectations of continued growth due to enhanced compliance and broader tax base initiatives.

Indian economy outlook & Economic impact

Despite geopolitical uncertainties and the economic impacts of the COVID-19 pandemic, India's economy has demonstrated strong resilience. For FY 2023-24, India's Real GDP is expected to grow by 7.3%, driven by robust domestic demand, capital expenditure, and growth in the industry and services sectors. The IMF forecasts India will become the third-largest economy by 2027 and increase its global growth contribution. The tripling of capital expenditure over four years has significantly boosted economic growth and job creation. The government plans to further enhance capital spending with an 11.1% increase in the next fiscal year, amounting to Rs. 11,11,111 crores. Additionally, Rs. 1.3 lakh crore has been allocated for fifty-year interest-free loans to states to support their capital expenditures. FDI inflows have also played a crucial role, with the period from 2014 to 2023 seeing inflows of USD 596 billion, double that of the previous decade. India is negotiating bilateral investment treaties to encourage continued foreign investment. Macroeconomic stability is supported by a moderated current account deficit, strong capital flows, and a stable rupee. The fiscal deficit for 2024-25 is projected at 5.1% of GDP, with a target to reduce it below 4.5% by 2025-26. The government is focusing on capital spending, infrastructure development, and key sectors like water, housing, and green energy for long-term, inclusive growth. Enhanced cash management systems are also being implemented to improve resource allocation.

Current Geopolitical Scenario

In 2024, global geopolitics are undergoing significant changes, with numerous military conflicts and shifting power dynamics reshaping international relations. The ongoing war in Ukraine, driven by Russia's expansionist ambitions, threatens European stability, while the Israel-Hamas conflict exacerbates the humanitarian crisis in Gaza and complicates prospects for peace. In Nagorno-Karabakh, recent ethnic cleansing has displaced thousands, but there is potential for improved Armenia-Azerbaijan relations, which could benefit global trade routes like the International North-South Transport Corridor (INSTC). This is particularly relevant given the suspension of the India-Middle East-Europe Corridor (IMEC) due to tensions in the Gulf. The Indo-Pacific region faces increased geopolitical tension, with China and Russia potentially challenging U.S. influence. Russia's collaboration with North Korea and China's military activities in the South and East China Seas contribute to this complex scenario, suggesting a new Cold War dynamic without direct military confrontation.

India, positioned between major global powers, is set to benefit from these rivalries. It is likely to attract redirected global capital and technological investments, bolstering its economic and strategic position. Increased engagement with Western countries and participation in BRICS and G20 will further enhance India's global standing, though it must navigate risks like terrorism and climate-related challenges. Europe is grappling with unprecedented turmoil, driven by political polarization, economic issues, and strained relations with China. The rise of middle powers such as Mexico, Indonesia, Brazil, and Türkiye, alongside shifting alliances between China and India, is reshaping global dynamics and diminishing Europe's central role.

INDUSTRIAL OUTLOOK FOR COMMERCIAL OFFICE SETUP MARKET

The commercial office setup market refers to the planning, design, and furnishing of office spaces tailored for business purposes, focusing on functionality, aesthetics, and adaptability. This market encompasses a wide range of services and products, including office furniture, space planning, technological infrastructure, and interior design solutions. Commercial office setups are created to meet the specific needs of businesses, enhancing employee productivity,

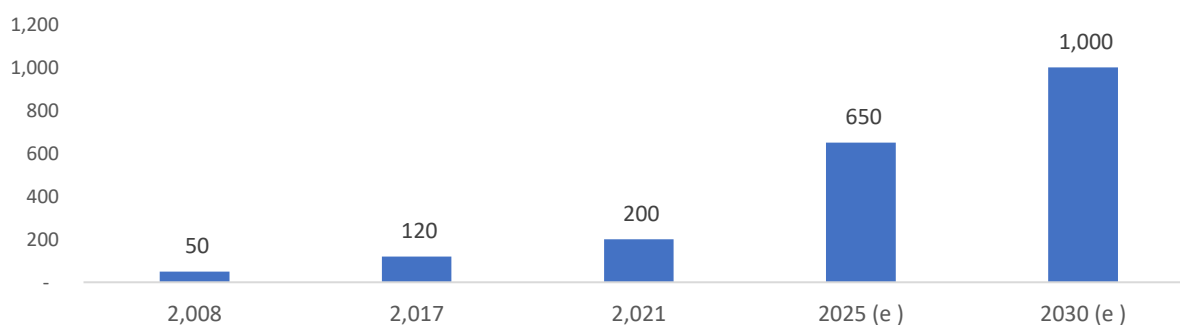
collaboration, and overall organizational efficiency. With the growing emphasis on workplace wellness and sustainability, modern office setups prioritize ergonomic designs, flexible layouts, and eco-friendly materials, contributing to the well-being of employees while reducing the carbon footprint of businesses. Key features of commercial office setups include modular furniture, open and collaborative spaces, and seamless integration of technology. Modular furniture, such as adjustable desks and partition walls, offers flexibility, allowing businesses to reconfigure layouts easily as they grow or as team structures change. Collaborative spaces, like open-plan areas, meeting rooms, and lounges, are designed to encourage teamwork, innovation, and communication among employees. The integration of technology plays a crucial role in modern office setups, with features such as smart lighting, automated climate control, and advanced communication tools becoming standard. High-speed internet connectivity, video conferencing capabilities, and digital collaboration platforms are also essential elements that support remote work and hybrid office models. The properties of a commercial office setup extend beyond just functionality. A well-designed office reflects a company's brand and culture, promoting its identity through the choice of colors, materials, and design themes. An aesthetically pleasing office can positively impact employee morale and create a welcoming environment for clients and partners. The selection of durable and sustainable materials is also important, ensuring that office furniture and fixtures can withstand long-term use while minimizing environmental impact.

Moreover, commercial office setups today are focused on creating flexible work environments that can adapt to the evolving demands of businesses, whether it's accommodating more employees, facilitating a mix of in-office and remote work, or providing spaces that cater to different work styles. The advantages of a well-executed commercial office setup are numerous. Firstly, a thoughtfully designed office can improve productivity by creating an organized and comfortable work environment that reduces distractions and fosters efficiency. Secondly, modern office designs that promote collaboration can enhance teamwork and communication, leading to greater innovation and problem-solving. Additionally, ergonomic furniture and wellness-focused office designs can reduce employee fatigue, increase job satisfaction, and ultimately improve retention rates. Another key advantage is the adaptability of these setups; businesses can easily modify their office space as their needs evolve, minimizing the need for costly overhauls. Lastly, sustainable and energy-efficient office designs can help companies reduce operational costs while contributing to their corporate social responsibility goals, further enhancing their brand reputation.

INDIA REAL ESTATE OUTLOOK

The Indian real estate market is experiencing significant growth, with projections suggesting it will expand to USD 1 trillion by 2030 from USD 200 billion in 2021. This rapid growth positions India as the third-largest real estate market globally. In FY 2018-19, the sector contributed approximately 7% to India's GDP, with its share anticipated to rise to around 13% by 2025. Industry plays a crucial role in supporting the broader economy, maintaining strong forward and backward linkages with critical sectors such as steel, cement, and other building materials. This interconnectedness impacts nearly 270 ancillary industries.

FIGURE 15. MARKET SIZE OF INDIA REAL ESTATE SECTOR (USD BILLION)



Source: IBEF

India's commercial real estate market is well-structured and fiercely competitive. Several key factors drive this growth. The expanding economy, accelerated digitalization, and the burgeoning IT/ITeS sector have been major contributors to

the rising demand for office spaces. Additionally, progressive government initiatives, such as industrial corridors, relaxed FDI policies, the Real Estate (Regulation and Development) Act (RERA), and Real Estate Investment Trusts (REITs), have fostered an environment conducive to real estate development. These reforms have attracted global investment, particularly in commercial spaces like malls, coworking offices, smart warehouses, and logistics hubs. Further, the increased focus on the digital economy and e-commerce has spurred demand for flexible, coworking office setups, designed to meet the needs of a dynamic workforce. Additionally, the rise of smart warehousing solutions and logistics centers is a direct response to the boom in e-commerce. This trend is transforming the commercial real estate landscape, making it more agile and responsive to the evolving demands of modern businesses. Overall, the Indian commercial office setup market is thriving, driven by the synergy of economic growth, government reforms, and technological advancements, creating a fertile environment for future development.

GOVERNMENT INITIATIVES AND REFORMS ADVANCING THE COMMERCIAL REAL ESTATE SECTOR

The commercial office setup market in India is experiencing significant growth, driven by several key government initiatives and reforms aimed at advancing the commercial real estate sector. Below are the major factors contributing to the sector's expansion:

- **National Industrial Corridor Development Programme (NICDP):** This government initiative focuses on developing industrial cities as smart cities using next-generation technologies. The program aims to make India a global hub for manufacturing and investment, thereby boosting the commercial real estate market. A sanctioned corpus of US\$ 2.41 billion has been allocated to develop 11 industrial corridors with 32 nodes, expected to be completed by 2024-2025. The program has already attracted significant investments, with prominent investors like HYOSUNG (South Korea) and HAIER (China) committing to projects, driving demand for commercial office spaces in industrial zones.
- **Clarity on the FDI Policy:** The government's clarification on the Foreign Direct Investment (FDI) policy has made commercial real estate a more attractive option for investors. FDI is permitted in projects such as the development of townships, residential/commercial premises, and infrastructure, excluding transactions aimed solely at land profiteering. This clarity is expected to increase foreign investment in the commercial real estate market, expanding the sector's market size and encouraging office space development.
- **Real Estate Regulation Authority (RERA):** The establishment of RERA under the Real Estate (Regulation and Development) Act, 2016, has brought transparency, accountability, and a more streamlined process for commercial real estate transactions. The act reduces delays by simplifying the approval process, ensuring that projects meet deadlines. As a result, confidence among financial institutions and foreign investors has grown, encouraging more investments in commercial office setups.
- **Real Estate Investment Trusts (REITs):** REITs have opened commercial real estate investment to a wider pool of investors. The reduction in the minimum application value to ₹10,000-15,000 (USD 120-180) has made REITs accessible to retail and small investors. This investment tool allows individuals to have fractional ownership in income-generating real estate assets, increasing the flow of funds into the commercial real estate sector. REITs are currently focused exclusively on commercial real estate, further driving the demand for office spaces across major cities.
- **The commercial office setup market in India is positioned for robust growth, supported by government policies like NICDP, FDI policy clarifications, RERA regulations, and the expansion of REITs. These reforms are not only attracting foreign investments but also improving transparency and accessibility, making the sector more organized and attractive for developers and investors. As a result, the demand for commercial office spaces is expected to increase, fueling further development in the sector.**

MARKET INFLUENCING FACTOR OF COMMERCIAL REAL ESTATE SECTOR IN INDIA.

The commercial office setup market in India is influenced by a combination of economic trends, workforce dynamics, technological advancements, and evolving business needs. Below is a detailed analysis of the key factors shaping this sector:

1. Economic Conditions: Economic performance is a major driver of the commercial office market in India. A growing economy supports business expansion, which in turn increases demand for office spaces. The following economic factors play a pivotal role:

- **Gross Domestic Product (GDP) Growth:** India's GDP growth has led to greater corporate profitability and expansion, increasing the demand for office spaces. The services sector, particularly IT, financial services, and consulting, is a significant contributor to this demand.
- **Foreign Direct Investment (FDI):** India has become a key destination for foreign investments. As more multinational corporations (MNCs) establish or expand operations in India, they seek modern, standardized office spaces that meet international standards.
- **Business Sentiment:** The commercial real estate market is also influenced by corporate confidence. Positive business sentiment encourages investment in office infrastructure, while economic slowdowns may lead to reduced demand.

2. Demographic Trends: India's demographic composition, particularly the large and growing youth workforce, is shaping the demand for innovative office spaces.

- **Young Workforce:** India's population is one of the youngest in the world, with millennials and Gen Z making up a significant portion of the workforce. This younger generation prefers modern office environments that foster collaboration, creativity, and work-life balance.
- **Rise of Hybrid Work Models:** The post-pandemic era has given rise to flexible working arrangements, with many companies adopting hybrid work models. This shift is leading to increased demand for dynamic office spaces that combine private areas for focused work with open spaces for collaboration.
- **Employee Wellness:** There is a growing focus on designing office spaces that cater to employee health and well-being. The inclusion of natural light, ergonomic furniture, and recreational zones has become a priority for companies seeking to retain talent and improve productivity.

3. Urbanization and Infrastructure Development: India is undergoing rapid urbanization, which directly impacts the demand for commercial office spaces in major cities.

- **Urban Growth:** As India urbanizes, cities such as Mumbai, Delhi-NCR, Bengaluru, Hyderabad, and Pune are witnessing significant demand for office spaces. The influx of workers into these urban centers for employment is driving the need for office setups that are both functional and adaptable.
- **Smart Cities and Infrastructure Development:** Government-led initiatives like the Smart Cities Mission are aimed at improving urban infrastructure, including better roads, transportation systems, and utilities. This makes urban areas more attractive for businesses looking to set up or expand operations.

4. Consumer Preferences and Lifestyles: Shifting consumer preferences, particularly among the younger workforce, are reshaping the commercial office market.

- **Flexible Office Spaces:** The demand for flexible office setups, including co-working and serviced offices, is on the rise. These spaces provide businesses with cost-effective solutions and flexibility in leasing terms. Startups, freelancers, and SMEs prefer these dynamic environments over traditional long-term office leases.
- **Sustainability and Green Buildings:** Increasing awareness of environmental issues has led to a demand for sustainable office setups. Companies are opting for eco-friendly office spaces with energy-efficient designs, better indoor air quality, and sustainable materials.
- **Work-life Balance:** Offices are no longer just places to work; they are designed to enhance the employee experience. Companies are incorporating recreational zones, gyms, cafeterias, and relaxation areas within office premises to promote work-life balance and employee well-being.

5. MNCs Seeking Uniform Office Setups Across Global Locations: Many multinational corporations (MNCs)

operating in India seek uniformity in their office setups to align with their global standards.

- **Standardized Office Designs:** MNCs prefer office designs that are consistent across different countries. This ensures brand uniformity and a consistent employee experience. In India, this trend is pushing demand for modern, technologically advanced office spaces that mirror the setups in global headquarters.
- **Global Expansion and Outsourcing:** India has become a global hub for IT services, business process outsourcing (BPO), and knowledge-based industries. As MNCs expand their operations in India, they require standardized, scalable office setups to manage their growing workforce efficiently.

6. Rise of Co-working and Flexible Spaces: The rise of co-working spaces has become a significant trend in the Indian office market.

- **Startups and SMEs:** Co-working spaces have become particularly popular with startups and small to medium enterprises (SMEs) due to their cost-effectiveness and flexibility. These spaces offer businesses the option to scale up or downsize quickly without being tied to long-term leases.
- **Large Corporations:** Even large corporations are opting for co-working spaces to accommodate temporary projects, overflow capacity, or remote teams. Co-working providers such as WeWork, Awfis, and Regus are catering to the growing demand for flexible office solutions.
- **Shared Amenities and Collaboration:** The collaborative nature of co-working spaces is attracting businesses that value innovation and networking. These spaces often come with shared amenities like meeting rooms, high-speed internet, and communal areas, reducing operational costs for companies.

7. Technological Advancements: Technology is playing a pivotal role in the evolution of office setups in India.

- **Smart Office Infrastructure:** The adoption of IoT (Internet of Things) and AI-driven tools is transforming traditional office spaces into "smart offices." These technologies enable better workspace management, security, and efficiency. Smart lighting, temperature control, and energy management systems are becoming common features.
- **Collaboration Tools and Remote Working Technologies:** The rise of cloud computing and remote collaboration tools has led to greater flexibility in office setups. Offices are now equipped with advanced video conferencing systems, high-speed internet, and digital collaboration platforms to support remote and hybrid work models.
- **Data Security:** As businesses rely more on digital platforms, there is a growing need for secure IT infrastructure within office spaces. Companies are investing in high-tech systems to safeguard sensitive data and ensure business continuity.

8. Government Policies and Real Estate Regulations: Government initiatives and policies are playing a crucial role in shaping the commercial real estate market.

- **Real Estate (Regulation and Development) Act (RERA):** The implementation of RERA has made real estate transactions more transparent and regulated, boosting investor confidence in the commercial office market.
- **Foreign Direct Investment (FDI) Policies:** Government policies encouraging FDI in real estate have led to increased participation from foreign investors. This has facilitated the development of world-class office infrastructure across key cities.
- **Ease of Doing Business:** India's improving ranking in the global Ease of Doing Business Index, due to regulatory reforms and infrastructure development, has made the country more attractive for businesses looking to set up operations.

The commercial office setup market in India is experiencing significant growth, driven by a combination of economic prosperity, demographic shifts, technological advancements, and changing business models. As India continues to urbanize and attract global businesses, the demand for modern, flexible, and technologically advanced office spaces is expected to rise. Companies are increasingly focusing on creating workspaces that enhance employee productivity, well-

being, and collaboration, ensuring that the commercial office market remains a dynamic and evolving sector in India.

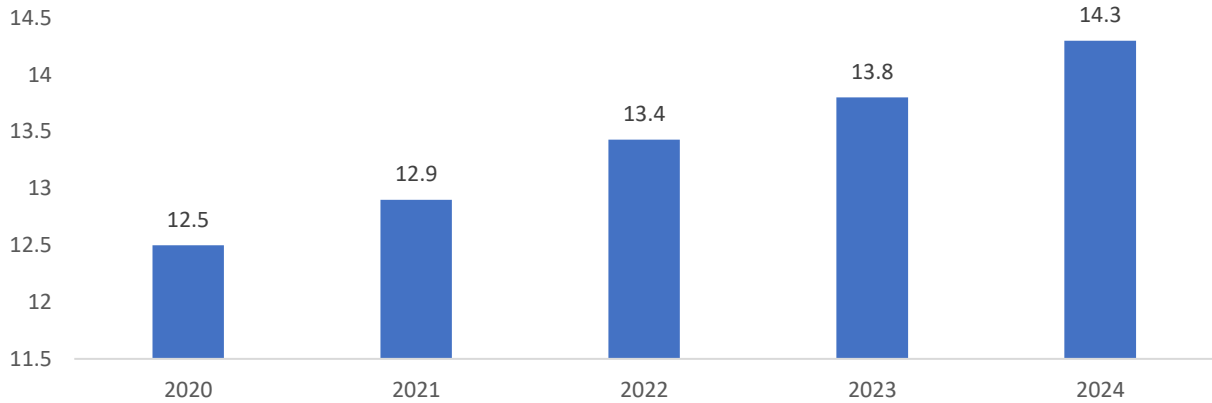
INDUSTRIAL OUTLOOK FOR MECHANICAL ELECTRICAL AND PLUMBING (MEP) SERVICES MARKET

The Mechanical, Electrical, and Plumbing (MEP) services market refers to the comprehensive solutions involved in the design, installation, and maintenance of mechanical, electrical, and plumbing systems in buildings and industrial facilities. These services are crucial for the efficient operation of buildings, encompassing heating, ventilation, air conditioning (HVAC), power distribution, lighting, water supply, drainage systems, and fire safety mechanisms. MEP systems are integral to the functionality and safety of modern infrastructure, ranging from residential homes to commercial complexes, hospitals, and industrial plants. Mechanical services in MEP focus primarily on HVAC systems, ensuring indoor air quality, thermal comfort, and energy efficiency. Properly designed mechanical systems reduce energy consumption and improve environmental sustainability, a key factor driving the demand for energy-efficient solutions. Electrical services encompass power distribution, backup power, lighting, and building automation systems. These systems ensure safe and reliable power supply and optimize energy use through modern technologies like smart grids and sensors. Plumbing services address water supply, drainage, and sanitary systems, ensuring efficient water management and compliance with health and safety standards. As urbanization and construction activities rise globally, the demand for advanced plumbing solutions that conserve water is also increasing. One of the key features of MEP services is the integration of these systems, allowing for streamlined building operations and maintenance. Modern MEP systems are increasingly designed using Building Information Modeling (BIM) technologies, which enable precise planning and coordination, reducing errors and costs during construction. BIM also enhances collaboration between architects, engineers, and contractors, ensuring that MEP systems are optimized to suit the building's design and purpose. The advantages of MEP services extend to improving building efficiency, reducing operational costs, and enhancing sustainability. MEP systems designed with energy-efficient technologies help in minimizing carbon emissions, an essential factor as governments and industries focus on green building certifications like LEED (Leadership in Energy and Environmental Design). Furthermore, MEP services play a vital role in ensuring safety through fire protection systems and emergency power setups, crucial for high-occupancy buildings such as hospitals, airports, and educational institutions. As urban infrastructure grows, the MEP services market is witnessing rapid expansion, driven by advancements in smart technologies, increased focus on sustainability, and stringent building codes. Growing demand for integrated solutions, energy-efficient systems, and automation has positioned the MEP sector as a critical component of modern construction. In addition, the rise in renovation and retrofitting projects in developed markets has fueled the need for updated MEP services to comply with new energy standards and improve the longevity of existing structures.

GLOBAL CONSTRUCTION OUTLOOK

The Mechanical, Electrical, and Plumbing (MEP) services market is integral to the construction industry, which reached nearly USD 12 trillion in spending before the COVID-19 pandemic. This sector encompasses essential services that support both residential and commercial projects, as well as infrastructure and industrial developments. MEP services include the installation and maintenance of systems that ensure buildings function effectively, including heating, ventilation, air conditioning (HVAC), electrical wiring, and plumbing systems. Furthermore, the construction industry is projected to grow at a rate of approximately 3% annually. This growth creates a robust demand for MEP services, as buildings are increasingly designed with sophisticated technologies and energy-efficient systems. The U.S. remains a leader in this sector, with a substantial investment in upgrading and modernizing MEP systems to meet evolving safety and efficiency standards. Additionally, regions like Asia Pacific are expected to experience significant growth, with urbanization and infrastructure development driving demand for advanced MEP solutions.

FIGURE 16. MARKET SIZE OF GLOBAL CONSTRUCTION MARKET (USD TRILLION)



Source: GST Council of India, Central Water Commission (CWC), National Water Development Agency (NWD), Water Resources Management Organisation, World Bank Company Annual Report, Primary Interviews, Reports and Data

- India’s commercial real estate market is well-structured and fiercely competitive. Several key factors drive this growth. The expanding economy, accelerated digitalization, and the burgeoning IT/ITeS sector have been major contributors to the rising demand for office spaces. Additionally, progressive government initiatives, such as industrial corridors, relaxed FDI policies, the Real Estate (Regulation and Development) Act (RERA), and Real Estate Investment Trusts (REITs), have fostered an environment conducive to real estate development. These reforms have attracted global investment, particularly in commercial spaces like malls, coworking offices, smart warehouses, and logistics hubs. Further, the increased focus on the digital economy and e-commerce has spurred demand for flexible, coworking office setups, designed to meet the needs of a dynamic workforce. Additionally, the rise of smart warehousing solutions and logistics centers is a direct response to the boom in e-commerce. This trend is transforming the commercial real estate landscape, making it more agile and responsive to the evolving demands of modern businesses. Overall, the Indian commercial office setup market is thriving, driven by the synergy of economic growth, government reforms, and technological advancements, creating a fertile environment for future development.

KEY FACTORS INFLUENCING THE MECHANICAL, ELECTRICAL, AND PLUMBING (MEP) SERVICES MARKET

The Mechanical, Electrical, and Plumbing (MEP) services market in India is experiencing significant growth due to a variety of interlinked factors. This write-up delves into key market influencers, including economic conditions, demographic trends, urbanization rates, consumer preferences, and the impact of multinational corporations (MNCs) seeking uniform office setups across global locations.

1. Economic Conditions

- **GDP Growth:** India’s steady GDP growth, particularly in the construction and real estate sectors, drives demand for MEP services. Infrastructure investments and government initiatives such as "Make in India" bolster the market.
- **Investment Climate:** The increasing inflow of foreign direct investment (FDI) in real estate and infrastructure projects encourages the adoption of advanced MEP technologies.
- **Cost of Materials and Labor:** Fluctuations in the prices of raw materials and labor can affect project costs and timelines, impacting overall demand for MEP services.

2. Demographic Trends

- **Population Growth:** With a burgeoning population, India faces a growing need for residential and commercial infrastructure, thereby increasing the demand for efficient MEP services.
- **Aging Infrastructure:** The necessity to upgrade aging infrastructure in urban areas calls for enhanced MEP solutions, providing a robust market opportunity.
- **Skill Development:** The youth demographic presents a dual opportunity—while they constitute a workforce that can be trained in MEP skills, their consumption patterns influence the types of facilities and services demanded.

4. Urbanization Rates

- **Rapid Urbanization:** As India continues to urbanize, with projections indicating that 600 million people will move to urban areas by 2031, the demand for MEP services in urban construction projects surges.
- **Smart Cities Initiative:** Government initiatives aimed at developing smart cities are propelling the adoption of advanced MEP systems to support energy efficiency, water conservation, and improved waste management.
- **Infrastructure Development:** Increased urbanization necessitates the development of transportation, residential, and commercial spaces, creating substantial opportunities for MEP service providers.

4. Consumer Preferences and Lifestyles

- **Sustainability Trends:** There is a growing awareness of sustainability and energy efficiency among consumers, pushing MEP service providers to incorporate green technologies and practices.
- **Smart Homes and IoT Integration:** The rise in smart home technology has led to an increased demand for sophisticated electrical and plumbing solutions that integrate with smart devices.
- **Customization and Aesthetics:** Consumers are increasingly looking for customized solutions that not only meet functional requirements but also align with aesthetic preferences, leading to a more design-oriented approach in MEP services.

5. MNCs Seeking Uniform Office Setups Across Global Locations

- **Global Standards:** MNCs are emphasizing uniformity in their office setups across global locations, creating a demand for standardized MEP solutions that can be easily replicated in different markets.
- **Advanced Technology Adoption:** MNCs often prioritize high-quality MEP services that incorporate the latest technologies, thereby driving innovation and modernization within the sector.
- **Regulatory Compliance:** As MNCs operate in multiple jurisdictions, they require MEP services that adhere to both local regulations and international standards, influencing service delivery and operational practices.

GOVERNMENT INITIATIVES IMPACTING THE MECHANICAL, ELECTRICAL, AND PLUMBING (MEP) SERVICES INDUSTRY, BOTH GLOBALLY AND IN INDIA

GLOBAL INITIATIVES

- **Energy Efficiency Programs:** Governments worldwide are launching programs aimed at enhancing energy efficiency in buildings and industrial facilities. For example, the U.S. Department of Energy's Better Buildings Initiative seeks to improve energy performance across sectors. This program encourages organizations to invest in advanced MEP systems by providing resources, technical assistance, and

recognition for those who achieve significant energy savings. Such initiatives often come with financial incentives, grants, and tax rebates that help offset the costs of upgrading MEP systems, making them more appealing to businesses.

- **Green Building Standards:** Various countries have adopted green building standards like LEED (Leadership in Energy and Environmental Design) and BREEAM (Building Research Establishment Environmental Assessment Method). These standards encourage sustainable construction practices, focusing on energy efficiency, water conservation, and the use of sustainable materials. Governments support these standards by offering incentives such as tax credits, expedited permitting processes, and grants for projects that meet green building criteria. Compliance with these standards not only helps in reducing the environmental impact but also enhances the marketability of properties.
- **Infrastructure Investments:** In response to economic challenges, many governments are investing significantly in infrastructure to stimulate recovery. Programs like the European Union's Green Deal and the U.S. Infrastructure Investment and Jobs Act allocate funding for modernizing aging infrastructure. This includes upgrading MEP systems in public buildings, transportation, and utilities. Such investments are crucial for enhancing efficiency and reliability in energy and water management, contributing to long-term sustainability goals while creating job opportunities in the construction and MEP sectors.
- **Smart City Initiatives:** Many cities are adopting smart city frameworks that integrate technology into urban planning and infrastructure management. These initiatives often focus on enhancing energy efficiency and sustainability through the use of IoT (Internet of Things) technologies. For example, smart grids, intelligent lighting systems, and automated HVAC systems are part of these frameworks. Governments may provide funding and technical support to implement these technologies, which can significantly improve the efficiency of MEP systems, reduce operational costs, and enhance the quality of life for residents.

INITIATIVES IN INDIA

- **Smart Cities Mission:** Launched in 2015, the Smart Cities Mission aims to develop 100 cities across India into smart and sustainable urban centers. This initiative focuses on modernizing infrastructure, including transportation, waste management, and utilities, with a strong emphasis on MEP systems. Projects under this mission often receive financial support from the government, which encourages the adoption of innovative and energy-efficient technologies. By promoting sustainable urban living, the Smart Cities Mission plays a vital role in shaping the future of urban infrastructure in India.
- **Atal Mission for Rejuvenation and Urban Transformation (AMRUT):** AMRUT aims to improve urban infrastructure across cities in India by focusing on basic services like water supply, sewerage, and urban transport. This mission encourages municipalities to adopt efficient MEP systems that promote sustainable development. The government provides financial assistance to states and urban local bodies for implementing projects, fostering a comprehensive approach to urban rejuvenation that includes modern MEP solutions.
- **Bureau of Energy Efficiency (BEE):** The BEE is a key regulatory body in India promoting energy efficiency across various sectors. It has established the Energy Conservation Building Code (ECBC), which sets standards for energy performance in buildings, including MEP systems. By encouraging compliance with the ECBC, the BEE helps to reduce energy consumption and greenhouse gas emissions. The bureau also runs awareness campaigns and capacity-building programs to educate stakeholders about the benefits of energy-efficient MEP practices.
- **National Electric Mobility Mission Plan (NEMMP):** The NEMMP aims to promote electric mobility in India, encouraging the adoption of electric vehicles (EVs) and the necessary infrastructure to support them. This initiative has direct implications for the electrical component of MEP services, as it necessitates the development of charging infrastructure and upgrades to existing electrical systems. The government offers

incentives for businesses and consumers to transition to electric mobility, thus driving innovation and growth in the electrical MEP sector.

- **Skill Development Initiatives:** The Indian government has launched various skill development programs targeting the construction and MEP sectors. These initiatives aim to train professionals in advanced technologies and practices, ensuring a skilled workforce capable of meeting the demands of modern construction projects. Programs like the Skill India Mission focus on enhancing employability by providing training in areas such as HVAC installation, plumbing, and electrical systems. By investing in skill development, the government is addressing labor shortages and improving the quality of services in the MEP industry.

These government initiatives, both globally and in India, play a pivotal role in shaping the MEP services market. By promoting energy efficiency, sustainability, and infrastructure modernization, governments are creating an environment conducive to innovation and growth in the MEP sector. As these initiatives continue to evolve, they will significantly impact the future of construction and infrastructure development, fostering a more sustainable and efficient built environment.

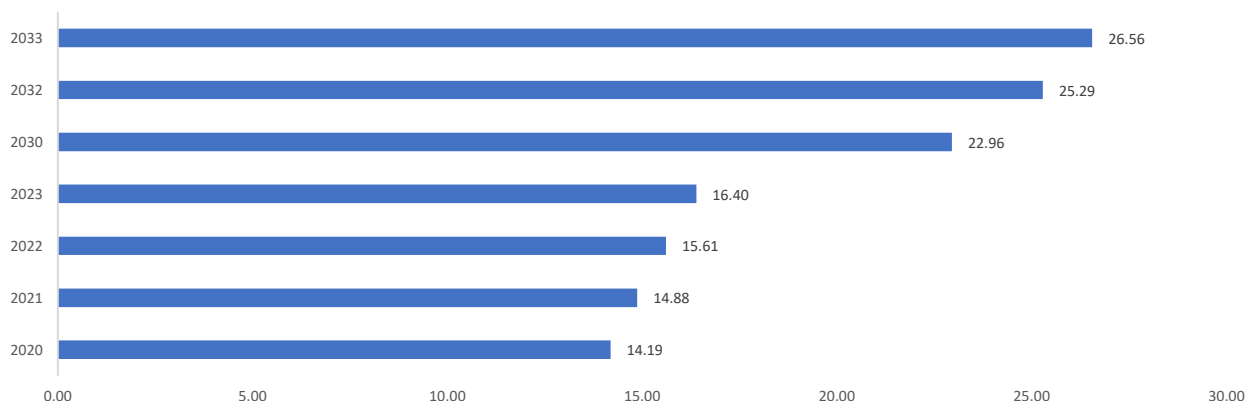
INDUSTRIAL OUTLOOK FOR TAT-BASED FIT-OUT SERVICES MARKET

TAT-based fit-out services refer to the comprehensive and timely execution of interior design and construction projects, driven by strict Turnaround Time (TAT) commitments. These services focus on the rapid delivery of fully functional and aesthetically pleasing spaces, such as offices, retail outlets, or residential units, adhering to pre-set timelines. Key features of TAT-based fit-out services include precise project management, coordinated procurement, and efficient workforce allocation to ensure swift completion. Such services are typically sought by businesses that prioritize speed, especially in industries like retail, hospitality, or real estate, where time-sensitive launches can greatly influence market success. One of the major properties of TAT-based fit-out services is their streamlined process, which involves meticulous planning and scheduling from the outset. These projects are executed through collaboration between architects, interior designers, and contractors, ensuring that all phases – from conceptualization and design to material sourcing and construction – are well-coordinated. To achieve the set timelines, many fit-out providers use advanced project management software, enabling real-time tracking of progress, resource allocation, and potential delays. The primary advantage of TAT-based fit-out services is the ability to deliver high-quality interiors in a fraction of the time compared to traditional methods. This allows businesses to start operations sooner, thus reducing opportunity costs and boosting productivity. Furthermore, the efficiency-driven nature of these services often translates to cost savings, as the reduced timeline minimizes labor and material costs. The quick execution also ensures minimal disruption, particularly for businesses upgrading existing spaces, allowing them to resume operations swiftly.

The global TAT-based fit-out services market size was USD 16.40 billion is expected to reach around USD 26.56 billion by 2033, with a growth rate of approximately 4.4%. The TAT-based fit-out services market is poised for growth both globally and in India, driven by increasing demand for rapid project completion, supported by government initiatives and technological advancements. As businesses look to minimize downtime and adapt to changing environments, TAT-based fit-out services will play a crucial role in shaping the future of commercial spaces.

Furthermore, the Atmanirbhar Bharat (Self-Reliant India) initiative emphasizes infrastructure development, indirectly supporting the fit-out sector. Increased investments in commercial spaces under schemes like Smart Cities Mission foster opportunities for fit-out services. Moreover, the Make in India initiative encourages domestic manufacturing and services, leading to a rise in demand for quality fit-out services as local businesses expand.

FIGURE 17. MARKET SIZE OF GLOBAL TAT-BASED FIT-OUT SERVICES MARKET (USD BILLION)



KEY FACTORS INFLUENCING THE TAT-BASED FIT-OUT SERVICES MARKET

The TAT (Turnaround Time)-based fit-out services market in India is witnessing significant growth, influenced by various factors. Here's a detailed analysis of the key market influencers:

1. Economic Conditions

- **GDP Growth:** India's robust economic growth, projected to remain strong in the coming years, drives demand for commercial spaces. The increase in GDP leads to higher business activities, subsequently boosting the fit-out services market.
- **Foreign Direct Investment (FDI):** Liberalization of FDI policies has encouraged international companies to establish operations in India. This surge in foreign investments necessitates tailored fit-out services to meet the specific needs of diverse industries.
- **Corporate Spending:** As businesses expand, corporate spending on office infrastructure increases. Organizations are investing in aesthetically pleasing and functional office spaces, enhancing the demand for fit-out services.

2. Demographic Trends

- **Young Workforce:** With a significant portion of the population being millennials and Gen Z, the workforce is more inclined towards modern, flexible workspaces. This demographic shift pushes companies to adopt innovative fit-out solutions that cater to the preferences of younger employees.
- **Increased Disposable Income:** Rising disposable income levels allow businesses to invest more in premium office setups, increasing the demand for high-quality fit-out services.

3. Urbanization Rates

- **Rapid Urbanization:** India is experiencing one of the fastest urbanization rates globally. As people migrate to urban areas for better job opportunities, the demand for commercial real estate grows, consequently driving the need for fit-out services.
- **Infrastructure Development:** Government initiatives to improve urban infrastructure, such as smart cities and enhanced transportation networks, create a favorable environment for commercial real estate development and fit-out projects.

4. Consumer Preferences and Lifestyles

- **Demand for Customization:** Businesses increasingly prefer customized fit-out solutions that reflect their brand identity and corporate culture. The need for personalized workspaces drives the fit-out services market.
- **Sustainability and Wellness Trends:** Growing awareness of environmental issues and employee well-being influences businesses to opt for sustainable fit-out solutions. Eco-friendly materials and designs that promote wellness are in high demand, shaping the services offered by fit-out companies.

5. MNCs Seeking Uniform Office Setups Across Global Locations

- **Global Standardization:** Multinational corporations (MNCs) often aim for a consistent office aesthetic and functionality across their global locations. This demand creates opportunities for fit-out service providers to offer standardized solutions tailored to specific local regulations and market conditions.
- **Integrated Design Solutions:** MNCs seek integrated design and fit-out services that ensure uniformity while adhering to local standards. This requirement boosts the demand for fit-out companies that can deliver both quality and compliance.

The TAT-based fit-out services market in India is shaped by a confluence of economic growth, demographic shifts, urbanization, evolving consumer preferences, and the global strategies of MNCs. As the market continues to evolve, companies that adapt to these influencing factors will be well-positioned to capitalize on emerging opportunities in this dynamic sector.

The Mechanical, Electrical, and Plumbing (MEP) services market in India is experiencing significant growth due to a variety of interlinked factors. This write-up delves into key market influencers, including economic conditions, demographic trends, urbanization rates, consumer preferences, and the impact of multinational corporations (MNCs) seeking uniform office setups across global locations.

DROC ANALYSIS: THE COMMERCIAL OFFICE SETUP MARKET

MARKET DRIVER ANALYSIS

Urbanization and economic growth, along with the expansion of IT parks and business hubs, are key drivers propelling the commercial office setup market. Rapid urbanization, particularly in developing economies, has led to a surge in demand for office spaces as more businesses are being established to cater to growing urban populations. Economic growth, driven by technological advancements, increased foreign investments, and evolving industries, is fostering a conducive environment for new and expanding enterprises, further driving the need for commercial office spaces. The expansion of IT parks and business hubs has also contributed significantly to this market's growth. The global rise of the technology and service sectors, particularly in regions like Asia-Pacific, has spurred the development of specialized zones like IT parks, which house multinational corporations, startups, and service providers. These hubs provide high-quality infrastructure, connectivity, and modern facilities, attracting businesses seeking advanced office setups. In addition, governments in various regions are supporting infrastructure development and business growth, further facilitating the expansion of commercial office spaces. Tax incentives, relaxed regulations, and strategic urban planning are aiding in the proliferation of business hubs, which, in turn, are creating robust demand for office spaces to accommodate the influx of enterprises. This combination of urbanization, economic growth, and the development of IT parks and business hubs ensures a continuous and growing need for well-designed commercial office setups globally.

MARKET RESTRAINTS ANALYSIS

The commercial office setup market faces several significant restraints, notably the high costs of architects and interior designing. Engaging qualified professionals to create functional and aesthetically pleasing office spaces can lead to

substantial expenses, particularly for businesses looking to implement modern, cutting-edge designs. These costs often limit smaller companies from fully optimizing their office environments, potentially impacting productivity and employee satisfaction. Moreover, strict regulations related to building codes, safety standards, and environmental compliance further complicate the setup process. Offices must adhere to local laws governing structural safety, fire hazards, and eco-friendly practices, which can be both time-consuming and costly. Failure to comply with these regulations can lead to hefty fines or delays in project timelines, further burdening companies with additional financial strain. Another significant challenge is the limited availability of project consultants who can execute third-party layouts. In many cases, businesses may already have a pre-designed office layout but lack the specialized consultants necessary to bring these plans to fruition. The scarcity of professionals capable of managing third-party designs adds an additional layer of complexity to the process, causing delays and making it harder to meet specific business needs. These restraints collectively impact the efficiency and cost-effectiveness of establishing commercial office setups, particularly for small to medium-sized enterprises.

MARKET OPPORTUNITY ANALYSIS

The commercial office setup market presents significant opportunities, driven by advances in building technology such as smart buildings, automation, and energy-efficient systems. These innovations are transforming traditional office environments, enabling businesses to create more efficient, sustainable, and flexible workspaces. Smart buildings, equipped with automation systems for lighting, climate control, and security, are reducing operational costs while enhancing employee productivity and comfort. Energy-efficient systems, including LED lighting and HVAC technologies, are helping companies meet sustainability goals and reduce carbon footprints, aligning with the growing emphasis on eco-friendly practices. Simultaneously, there is increasing demand for rapidly deployable office setups that offer comprehensive, all-inclusive facilities. Businesses, especially in the technology, finance, and consulting sectors, are seeking flexible office solutions that can be quickly set up and customized to meet evolving needs. These modular office spaces come with essential infrastructure, including high-speed internet, advanced communication systems, and integrated furniture, providing a seamless work environment without lengthy installation processes. The trend towards hybrid working models and the rise of co-working spaces are further fueling demand for such ready-to-use office setups, as companies seek agility in managing their office footprints. As the commercial office setup market continues to evolve, the integration of smart technologies and energy-efficient systems, combined with the need for rapidly deployable, all-in-one office solutions, creates a lucrative opportunity for businesses and investors in the real estate and construction sectors.

MARKET CHALLENGES ANALYSIS

One of the key challenges in the commercial office setup market is the rising labor costs, which directly impact the overall project budget. The increasing demand for skilled labor, coupled with shortages in certain regions, has led to higher wages and benefits, making it difficult for companies to maintain cost-effective operations. Additionally, intermediary costs have significantly increased, further straining project budgets. These intermediaries, including suppliers and subcontractors, often inflate their fees due to market fluctuations, leading to higher-than-anticipated expenses for office setup projects. As a result, companies are forced to either stretch their budgets or compromise on certain aspects of the office design and infrastructure. Moreover, elevated consultant fees are another factor that contributes to the escalating costs in this market. While consultants play a critical role in planning and advising, many times, their fees do not align with their direct involvement in project execution. This misalignment can lead to a sense of dissatisfaction for clients, as they may perceive that they are paying premium fees without seeing tangible results in the actual setup process. Together, these challenges create a financial burden for businesses seeking to establish or renovate commercial office spaces, necessitating a more strategic approach to budget management and vendor selection.

DROC ANALYSIS: MECHANICAL ELECTRICAL AND PLUMBING (MEP) SERVICES Market

MARKET DRIVER ANALYSIS

The Mechanical, Electrical, and Plumbing (MEP) services market is driven significantly by urbanization and infrastructure development. Rapid urban growth, especially in emerging economies, necessitates the construction of

modern residential, commercial, and industrial buildings, fueling demand for integrated MEP services. Innovations in HVAC, electrical systems, and plumbing technology have further propelled the market, as advancements such as energy-efficient HVAC systems, smart electrical grids, and sustainable plumbing solutions become industry standards. These innovations not only enhance operational efficiency but also meet stringent environmental regulations. The rise of smart building technology has introduced automated systems that integrate MEP services with sensors and IoT solutions, improving energy management, security, and overall functionality. Additionally, the demand for timely project completion has become a critical driver in the MEP services market. Tight construction schedules and penalties for delays push contractors to seek MEP service providers capable of executing projects on time and within budget. This focus on efficiency, combined with technological innovation, continues to shape the MEP services market, offering significant growth opportunities for companies that can deliver cutting-edge solutions and meet the increasing expectations of modern infrastructure projects.

MARKET RESTRAINTS ANALYSIS

The Mechanical, Electrical, and Plumbing (MEP) services market faces a significant restraint due to the lack of qualified professionals within the industry. As MEP systems become more complex, with increasing demands for energy efficiency, sustainability, and integrated technologies, the need for highly skilled engineers, technicians, and project managers has surged. However, there is a shortage of professionals with the requisite expertise to handle the intricacies of modern MEP systems, particularly in areas such as Building Information Modeling (BIM) and smart infrastructure. This shortage results in project delays, increased costs, and reduced overall efficiency, hampering the growth of the market. Additionally, compliance with stringent regulatory frameworks presents a further challenge. MEP systems must adhere to various building codes, environmental standards, and safety regulations, which vary across regions. Meeting these regulations requires thorough knowledge of local laws and advanced technical proficiency, adding further pressure on an already strained workforce. The combination of a talent gap and the increasing complexity of regulatory compliance creates significant barriers to the efficient execution of MEP projects, ultimately restraining the market's growth and impeding the timely completion of infrastructure and construction projects.

MARKET OPPORTUNITY ANALYSIS

The Mechanical, Electrical, and Plumbing (MEP) services market is experiencing significant growth due to an increasing emphasis on sustainable construction practices. As environmental concerns and regulations intensify, there is a notable shift towards energy-efficient systems, water conservation technologies, and sustainable materials in building projects. This transition is driving demand for MEP services that align with green building standards and certifications, such as LEED and BREEAM. Additionally, there is a growing focus on integrated project consultancy, where MEP service providers are collaborating closely with architects, interior designers, and other stakeholders. This integrated approach ensures seamless coordination, enhances project efficiency, and optimizes the overall design and functionality of buildings. In-house interior design and architecture services are becoming increasingly popular as part of comprehensive MEP solutions, offering clients a more cohesive and streamlined construction process. This trend reflects a broader industry shift towards holistic project management and design integration, which addresses both aesthetic and functional aspects of construction. Consequently, the MEP services market is poised for substantial growth, driven by the dual imperatives of sustainability and integrated design solutions.

MARKET CHALLENGES ANALYSIS

The Mechanical, Electrical, and Plumbing (MEP) services market faces significant challenges related to technological complexity and the intricacies associated with layout and time management. Technological advancements have introduced sophisticated systems and integrated solutions that require specialized knowledge and expertise. This complexity can lead to difficulties in system design, integration, and maintenance, particularly when ensuring compatibility among various MEP components. Additionally, the evolving nature of technology necessitates constant updates and training, further straining resources. Layout complexities arise from the need to accommodate diverse and often conflicting MEP requirements within the confines of building structures. Coordinating these systems involves meticulous planning and precision to avoid conflicts and ensure optimal functionality. Time constraints add another layer

of difficulty, as project timelines are often tight, and any delays in MEP installations can lead to cascading effects on overall project schedules. Effective time management requires streamlined processes and robust project management practices to mitigate risks associated with technological and layout complexities. Addressing these challenges demands a high level of expertise, advanced planning, and ongoing adaptation to emerging technologies to ensure successful MEP project execution.

MARKET DROC ANALYSIS: TAT-BASED FIT-OUT SERVICES MARKET

MARKET DRIVER ANALYSIS

The TAT-Based Fit-Out Services market is witnessing significant growth driven by several key factors. Urbanization and economic growth are primary drivers, as rapid urban expansion and robust economic development lead to increased demand for modern office spaces. This urban shift not only boosts the requirement for sophisticated fit-out solutions but also stimulates economic activities that fuel the market's expansion. Concurrently, there is a rising demand for customization and brand identity in workspace design. Companies are increasingly seeking bespoke fit-out solutions that reflect their brand ethos and meet specific operational needs, enhancing their competitive edge and employee satisfaction. Additionally, the growing demand for smart offices is shaping the market, with organizations investing in advanced technologies to create intelligent, efficient, and connected work environments. The trend towards flexible office spaces and co-working environments further drives the market, as businesses and freelancers alike prefer adaptable workspaces that offer versatility and collaborative opportunities. These dynamics collectively contribute to the flourishing of the TAT-Based Fit-Out Services market, reflecting the evolving preferences and requirements of modern workspaces.

MARKET RESTRAINTS ANALYSIS

The TAT-based fit-out services market faces significant restraints due to several factors. Firstly, the high costs associated with architects and interior designing present a major barrier. These expenses can substantially increase the overall budget of fit-out projects, making it challenging for clients to manage costs effectively. Additionally, stringent regulations related to building codes, safety standards, and environmental compliance further complicate the market landscape. Adhering to these regulations necessitates considerable investments in ensuring that projects meet the required standards, often leading to delays and increased costs. Another critical restraint is the limited availability of project consultants. A shortage of experienced consultants can lead to project inefficiencies, suboptimal outcomes, and higher costs, as clients may struggle to find the right expertise for their needs. These factors collectively impact the market by constraining project budgets, extending timelines, and increasing the complexity of managing fit-out projects.

MARKET OPPORTUNITY ANALYSIS

The TAT-Based Fit-Out Services Market is experiencing significant growth due to the increasing demand for rapidly deployable offices with comprehensive, all-inclusive facilities. Businesses are increasingly seeking solutions that offer quick setup and operational readiness to adapt to dynamic market conditions and evolving workplace needs. TAT-based (Turnkey and Time-Based) fit-out services cater to this demand by providing complete office setups that include design, construction, and furnishing, all managed within a predetermined timeline. This approach not only streamlines the process but also ensures that businesses can swiftly transition into new work environments without the delays and complexities traditionally associated with office relocations or renovations. The rise in remote and hybrid working models, coupled with the need for flexible office spaces, has further amplified the market's growth potential. Companies are prioritizing fit-out services that offer flexibility, scalability, and efficiency, aligning with the broader trend of optimizing workplace operations and enhancing employee experience. As organizations continue to focus on agility and speed in their operations, the demand for TAT-based fit-out services is expected to expand, presenting substantial opportunities for service providers to meet the evolving needs of modern businesses.

MARKET CHALLENGES ANALYSIS

The TAT-based fit-out services market is grappling with significant challenges, particularly due to rising labor costs and

increased intermediary expenses, which are adversely impacting overall project budgets. As labor costs escalate, companies in the fit-out sector face mounting pressures to manage expenses without compromising on quality or timelines. This inflationary trend in labor expenses necessitates higher budgets for project execution, which can strain financial resources and reduce profitability. Additionally, the involvement of intermediaries, such as subcontractors and consultants, adds another layer of cost. These intermediaries often charge premium fees, further inflating the overall project budget. As a result, project managers and stakeholders must navigate these financial pressures by optimizing resource allocation and seeking cost-effective solutions. Balancing the need for skilled labor with budget constraints and managing intermediary costs are critical to maintaining project viability and competitiveness in the market. Addressing these challenges requires strategic planning, efficient cost management practices, and leveraging technology to streamline operations and reduce unnecessary expenses.

Key Market Trend

COMMERCIAL OFFICE SETUP MARKET

The commercial office setup market is experiencing significant transformations with the increasing prominence of turnkey, all-inclusive projects. This trend reflects a shift towards streamlined, hassle-free solutions that offer comprehensive services under a single contract. Turnkey projects provide businesses with the convenience of a single point of contact for design, construction, and interior fit-out, ensuring efficient project execution and reducing administrative overhead. The appeal of these solutions lies in their ability to deliver a fully functional office environment quickly and with predictable costs, addressing the growing demand for faster and more integrated office setups. Simultaneously, the prevalence of time-based project consultants and executors is on the rise. These professionals focus on meeting stringent project timelines, ensuring that office setups are completed promptly to accommodate the fast-paced nature of modern business operations. Their expertise in managing schedules, resources, and deliverables is crucial in an environment where delays can impact business continuity and profitability. Additionally, there is a growing adoption of foreign layouts by multinational corporations (MNCs). As global businesses seek to standardize their office environments across various locations, they are increasingly incorporating international design and operational standards into their setups. This trend not only enhances brand consistency but also leverages global best practices in workspace design, improving overall functionality and employee satisfaction. Together, these trends underscore a dynamic shift towards more efficient, standardized, and globally aligned office setups, reflecting the evolving needs and preferences of businesses in the commercial office market.

MECHANICAL ELECTRICAL AND PLUMBING (MEP) SERVICES MARKET

The Mechanical, Electrical, and Plumbing (MEP) services market is experiencing significant evolution driven by key trends in digital transformation, sustainability and ESG (Environmental, Social, and Governance), and innovation in product development. **Digital Transformation:** The integration of digital technologies into MEP services is reshaping the industry. Advanced Building Information Modeling (BIM) and Internet of Things (IoT) technologies are enhancing design accuracy, operational efficiency, and predictive maintenance. Digital tools enable real-time monitoring and data analysis, leading to more informed decision-making and optimized performance. **Sustainability and ESG:** There is a growing emphasis on sustainability within the MEP sector, driven by global ESG standards and regulations. Companies are increasingly adopting energy-efficient systems and green building practices to reduce carbon footprints and meet regulatory requirements. Innovations like smart grids, renewable energy systems, and water-efficient plumbing solutions are becoming integral to modern MEP services, reflecting a commitment to environmental stewardship and social responsibility. **Innovation and Product Development:** The MEP market is witnessing rapid advancements in product development. New technologies and materials are being introduced to enhance energy efficiency and operational performance. For instance, smart HVAC systems, advanced lighting solutions, and integrated plumbing systems are becoming more prevalent. Innovations in these areas not only improve building functionality but also contribute to long-term cost savings and sustainability goals.

TAT-BASED FIT-OUT SERVICES MARKET

The market for time-based (TAT-based) fit-out services is experiencing significant growth, driven by the rise of all-inclusive facilities, the emergence of time-based project consultants, and the growing adoption of foreign layouts by multinational corporations (MNCs). **All-Inclusive Facilities:** The shift towards all-inclusive facilities, where a single provider manages multiple aspects of a project, is reshaping the fit-out services market. This model streamlines project management by integrating design, construction, and operational services, thereby enhancing efficiency and reducing costs. Clients benefit from a unified approach that minimizes coordination issues and accelerates project delivery. **Emergence of Time-Based Project Consultants:** Time-based project consultants are gaining prominence due to their focus on delivering projects within specified timelines. These consultants employ advanced project management techniques and tools to ensure that fit-out services adhere to tight schedules. Their expertise in time management is crucial for clients seeking to minimize downtime and achieve rapid project completion. **Growing Adoption of Foreign Layouts:** MNCs are increasingly adopting foreign layouts to align their facilities with international standards and corporate branding. This trend is driven by the need for consistency across global operations and the desire to enhance workplace aesthetics and functionality. The integration of foreign layouts requires specialized fit-out services that cater to diverse design requirements and regulatory standards.

COMMERCIAL OFFICE SETUP MARKET BY REGIONAL INSIGHTS & TRENDS

India

India's commercial office setup market is experiencing rapid growth, driven by a combination of expanding industries, a surge in entrepreneurial activity, and the rise of flexible working models. Major cities like Bengaluru, Mumbai, and Delhi NCR remain the core hubs for commercial office spaces, attracting multinational companies and start-ups alike. This growth is supported by robust demand for co-working spaces, shared office facilities, and tech-enabled workplaces. Additionally, the increasing number of foreign direct investments (FDIs) and the establishment of global offices further drive the market's momentum.

A shift towards sustainability and smart office solutions is also gaining traction, with businesses seeking eco-friendly, energy-efficient spaces that enhance employee productivity. The Indian government's policies, such as the Smart Cities Mission and the development of special economic zones (SEZs), are encouraging the creation of modern office infrastructure, particularly in Tier II and Tier III cities. Moreover, with the rise of hybrid working models, office setups are being redefined to focus on flexibility, employee collaboration, and digital integration. As companies continue to prioritize employee wellness and space optimization, the commercial office setup market in India is expected to witness sustained growth in the coming years, presenting lucrative opportunities for real estate developers and service providers.

INDIA COMMERCIAL OFFICE SETUP MARKET REVENUE ESTIMATES AND FORECAST, BY TYPE OF OFFICE, 2020-2033 (USD BILLION)

INDIA COMMERCIAL OFFICE SETUP MARKET REVENUE ESTIMATES AND FORECAST, BY TYPE OF OFFICE, 2020-2033 (USD BILLION)

| Type of Office | 2020 | 2021 | 2022 | 2023 | 2030 | 2032 | 2033 | CAGR% (2024-33) |
|------------------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------------|
| New Construction | 1.513 | 1.637 | 1.773 | 1.923 | 3.512 | 4.153 | 4.531 | 7.97% |
| Renovation and Refurbishment | 0.923 | 0.996 | 1.076 | 1.164 | 2.087 | 2.456 | 2.672 | 7.72% |
| Total | 2.436 | 2.634 | 2.849 | 3.087 | 5.599 | 6.610 | 7.203 | 7.87% |

Source: World Bank, Organisation for Economic Co-operation and Development, Global Infrastructure Facilities and Project Managers Association (GIFPMA), India Brand Equity Foundation, Brickwork Ratings, Press Releases, Company Websites, Investor Presentations And Whitepapers, Annual Reports, Primary Interviews, & Reports and Data

INDIA COMMERCIAL OFFICE SETUP MARKET REVENUE ESTIMATES AND FORECASTS, BY OFFICE SIZE, 2020-2033, (USD BILLION)

INDIA COMMERCIAL OFFICE SETUP MARKET REVENUE ESTIMATES AND FORECASTS, BY OFFICE SIZE, 2020-2033, (USD BILLION)

| Type of Office | 2020 | 2021 | 2022 | 2023 | 2030 | 2032 | 2033 | CAGR% (2024-33) |
|----------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------------|
| Small Office | 1.417 | 1.535 | 1.664 | 1.807 | 3.324 | 3.939 | 4.302 | 8.07% |
| Medium Office | 0.324 | 0.351 | 0.380 | 0.412 | 0.749 | 0.886 | 0.966 | 7.93% |
| Large Offices | 0.694 | 0.748 | 0.805 | 0.869 | 1.526 | 1.785 | 1.936 | 7.42% |
| Total | 2.436 | 2.634 | 2.849 | 3.087 | 5.599 | 6.610 | 7.203 | 7.87% |

Source: World Bank, Organisation for Economic Co-operation and Development, Global Infrastructure Facilities and Project Managers Association (GIFPMA), India Brand Equity Foundation, Brickwork Ratings, Press Releases, Company Websites, Investor Presentations And Whitepapers, Annual Reports, Primary Interviews, & Reports and Data

INDIA TAT-BASED FIT-OUT SERVICES MARKET REVENUE ESTIMATES AND FORECAST, BY SERVICE TYPE, 2020-2033 (USD MILLION)

INDIA TAT-BASED FIT-OUT SERVICES MARKET REVENUE ESTIMATES AND FORECAST, BY SERVICE TYPE, 2020-2033 (USD MILLION)

| Service Type | 2020 | 2021 | 2022 | 2023 | 2030 | 2032 | 2033 | CAGR % (2024-33) |
|-----------------------------|----------------|----------------|----------------|----------------|------------------|------------------|------------------|---------------------|
| MEP Services | 175.927 | 186.372 | 197.568 | 209.762 | 330.274 | 374.403 | 399.878 | 5.95% |
| Electrical Fit Outs | 137.928 | 145.914 | 154.462 | 163.759 | 255.044 | 288.251 | 307.377 | 5.81% |
| Civil and Interior Fit Outs | 295.099 | 312.535 | 331.222 | 351.566 | 552.368 | 625.799 | 668.169 | 5.93% |
| Total | 608.954 | 644.821 | 683.252 | 725.088 | 1,137.686 | 1,288.453 | 1,375.424 | 5.91% |

Source: World Bank, Organisation for Economic Co-operation and Development, Global Infrastructure Facilities and Project Managers Association (GIFPMA), India Brand Equity Foundation, Brickwork Ratings, Press Releases, Company Websites, Investor Presentations And Whitepapers, Annual Reports, Primary Interviews, & Reports and Data

INDIA TAT-BASED FIT-OUT SERVICES MARKET REVENUE ESTIMATES AND FORECASTS, BY PROJECT TYPE, 2020-2033, (USD MILLION)

INDIA TAT-BASED FIT-OUT SERVICES MARKET REVENUE ESTIMATES AND FORECASTS, BY PROJECT TYPE, 2020-2033, (USD MILLION)

| Project Type | 2020 | 2021 | 2022 | 2023 | 2030 | 2032 | 2033 | CAGR % (2024- |
|--------------|------|------|------|------|------|------|------|------------------|
|--------------|------|------|------|------|------|------|------|------------------|



| | | | | | | | | |
|------------------------------|----------------|---------------------|---------------------|---------------------|-----------------------|-----------------------|-----------------------|--------------|
| New Construction | 396.551 | 420.25 8 | 445.68 1 | 473.37 9 | 747.621 | 848.230 | 906.344 | 6.00% |
| Renovation and Refurbishment | 212.403 | 224.56 3 | 237.57 1 | 251.70 9 | 390.065 | 440.224 | 469.080 | 5.74% |
| Total | 608.954 | 644.82 1 | 683.25 2 | 725.08 8 | 1,137.68 6 | 1,288.45 3 | 1,375.42 4 | 5.91% |

Source: World Bank, Organisation for Economic Co-operation and Development, Global Infrastructure Facilities and Project Managers Association (GIFPMA), India Brand Equity Foundation, Brickwork Ratings, Press Releases, Company Websites, Investor Presentations And Whitepapers, Annual Reports, Primary Interviews, & Reports and Data

INDIA MECHANICAL ELECTRICAL AND PLUMBING (MEP) SERVICES MARKET REVENUE ESTIMATES AND FORECAST, BY COMPONENT, 2020-2033 (USD MILLION)

INDIA MECHANICAL ELECTRICAL AND PLUMBING (MEP) SERVICES MARKET REVENUE ESTIMATES AND FORECAST, BY COMPONENT, 2020-2033 (USD MILLION)

| Component | 2020 | 2021 | 2022 | 2023 | 2030 | 2032 | 2033 | CAGR% (2024-33) |
|--------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|--------------------|
| Mechanical Systems | 68.418 | 72.541 | 76.964 | 81.786 | 129.624 | 147.212 | 157.379 | 6.04% |
| Electrical Systems | 78.604 | 83.178 | 88.075 | 93.402 | 145.775 | 164.851 | 175.843 | 5.84% |
| Plumbing Systems | 28.905 | 30.653 | 32.529 | 34.575 | 54.875 | 62.340 | 66.656 | 6.06% |
| Total | 175.927 | 186.372 | 197.568 | 209.762 | 330.274 | 374.403 | 399.878 | 5.95% |

Source: World Bank, Organisation for Economic Co-operation and Development, Global Infrastructure Facilities and Project Managers Association (GIFPMA), India Brand Equity Foundation, Brickwork Ratings, Press Releases, Company Websites, Investor Presentations And Whitepapers, Annual Reports, Primary Interviews, & Reports and Data

INDIA MECHANICAL ELECTRICAL AND PLUMBING (MEP) SERVICES MARKET REVENUE ESTIMATES AND FORECASTS, BY PROJECT TYPE, 2020-2033, (USD MILLION)

INDIA MECHANICAL ELECTRICAL AND PLUMBING (MEP) SERVICES MARKET REVENUE ESTIMATES AND FORECASTS, BY PROJECT TYPE, 2020-2033, (USD MILLION)

| Project Type | 2020 | 2021 | 2022 | 2023 | 2030 | 2032 | 2033 | CAGR % (2024-33) |
|------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|---------------------|
| New Construction | 107.632 | 114.086 | 121.009 | 128.552 | 203.298 | 230.742 | 246.599 | 6.01% |
| Renovation and Refurbishment | 68.295 | 72.286 | 76.560 | 81.210 | 126.976 | 143.661 | 153.279 | 5.86% |
| Total | 175.927 | 186.372 | 197.568 | 209.762 | 330.274 | 374.403 | 399.878 | 5.95% |

Source: World Bank, Organisation for Economic Co-operation and Development, Global Infrastructure Facilities and Project Managers Association (GIFPMA), India Brand Equity Foundation, Brickwork Ratings, Press Releases, Company Websites, Investor Presentations And Whitepapers, Annual Reports, Primary Interviews, & Reports and Data

COMPANY PROFILES

(1) Archee Group Contracts Limited

Archee Group
Contracts Limited

Type: Public

Industry: Civil cum interior, MEP and Electrical Fit-out

Founded: 2001

Headquarters: Haryana, India

Website: www.archeegroup.com

COMPANY SUMMARY

Standing at the pinnacle of office completion excellence, the company distinguishes itself through the meticulous creation of exceptional workspaces. The company is engaged in providing the turnkey civil cum interior services and also delivering office fit-outs for clients including comprehensive MEP (Mechanical, Electrical, and Plumbing) service and electrical fit-out services. The company is committed to deliver a project from conceptualization to completion with turnaround time. The company has delivered the transformation of the office space of a company within the timelines stipulated in their agreements or purchase orders, which varies from project to project, such as 60 days, 90 days, etc.

The company also provide a comprehensive range of services encompassing interior design, project management and consultancy on a project basis. For instance, in 2016, they provided interior design services to one of the Fortune 500 company. The Company bids for tenders issued by large domestic and multi-national corporations. Projects are awarded to the company on a work order basis. The company has its in-house personnel who build and execute the Civil cum interior and Electrical fit out Projects. The clientele of company spans across diverse industry sectors, including banks, multinational corporations (MNCs), IT, educational institutions etc.

The company started its business in the year 2001 in the form of sole proprietorship which was later on taken over by the newly formed company in 2012. The company helps in transforming spaces to enhance productivity and create inspiring environments tailored to their clients' specific needs. With this approach of planning and execution, the company deliver workspace solutions.

The company also places a strong emphasis on value engineering and sustainability, integrating eco-friendly practices into their operations. From concept to completion, the company ensure seamless project management and exceptional results. The company prioritizes Environmental, Health, and Safety (EHS) standards. Archee Group is an ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 accredited company.

SERVICE INSIGHTS

1. **Civil Cum Interior Office Fit Outs:** The Civil cum interior office fit out refers to the planning, design, and furnishing of office spaces tailored for business purposes, as per requirement of client functionality, aesthetics, and adaptability. Key features of civil cum interior office fit outs include modular furniture, open and collaborative spaces, and seamless integration of technology. Modular furniture, such as adjustable desks and partition walls, offers flexibility, allowing businesses to reconfigure layouts easily as they grow or as team structures change. Collaborative spaces, like open-plan areas, meeting rooms, and lounges, are designed to encourage teamwork, innovation, and communication among employees. The integration of technology plays a crucial role in modern office setups, with features such as smart lighting, automated climate control, and advanced communication tools becoming standard. High-speed internet connectivity, video conferencing capabilities, and digital collaboration platforms are also essential elements that support remote work and hybrid office models.

- **Civil Work**

The company is delivering civil works tailored to meet the diverse needs of its clients. The civil services include paving, wall cladding, gypsum board partitions, POP plastering or punning, painting, mirror and veneer paneling, gypsum ceilings, plumbing, and more, all executed with a focus on durability, safety, and compliance with industry standards. The skilled professionals are dedicated to completing projects on time and within budget, while upholding the highest levels of craftsmanship and quality. The company tries to maintain the health and safety of our site employees, initiating project with thorough pest control before commencing any civil work.

- **Flooring**

The company provides flooring solutions that enhance both the functionality and visual impact of any space. It offers a wide range of flooring options, including hardwood, laminate, tile, and carpet, tailored to meet the specific needs and style preferences of the clients.

- **Reinforcing Client's Brand Identity:**

The company provides branding solutions that transform workspaces to reflect and reinforce the clients' brand identity. They achieve this by designing and installing signage and logos throughout the workplace, using custom graphics and murals to tell the brand's story and convey its message values, and integrating digital displays to showcase dynamic brand-related content. Additionally, they incorporate the brand's color palette, logos, and visual elements into the interior design. The branding solutions strengthen brand identity and create a more engaging brand experience for the clients.

- **Acoustic Panels**

The company provides installation of acoustic panels to significantly improve the sound quality and ambience of any environment. The skilled team handles every aspect of the installation process, from precise panel placement to secure mounting, ensuring optimal sound absorption and noise reduction.

- **3D Installations**

The company provides the design and installation of three-dimensional structures or artworks (3D installations) that are not only visually striking but also serve as focal points within a given space. These installations can range from sculptures and art pieces to architectural elements that add depth, texture, and a unique dimension to interiors or outdoor settings.

- **Wall Arts, Frames and Hand Painting**

The company offers a range of framing solutions to meet various needs, whether for preserving and displaying artwork, photographs, or important documents. They provide a diverse selection of frame styles, materials, and sizes to accommodate different preferences and the specific requirements of the clients. They also employ a variety of techniques, including mural painting, stenciling, faux finishes etc.

- **Soft Furnishings**

Soft furnishings refer to the textile-based elements and accessories used to decorate and enhance the comfort and aesthetics of interior spaces. These items include cushions, curtains, drapes, upholstery, rugs, bed linens, and another fabric-based décor. The company is engaged in providing a wide range of soft furnishings to transform and personalize interior spaces. They offer a selection of fabrics, designs, and styles to suit various preferences and design schemes.

2. **Mechanical, Electrical And Plumbing (MEP):** The Mechanical, Electrical, and Plumbing (MEP) services refers to the comprehensive solutions involved in the design, installation, and maintenance of mechanical, electrical, and plumbing systems in buildings and industrial facilities. These services are crucial for the efficient operation of buildings, encompassing heating, ventilation, air conditioning (HVAC), power distribution, lighting, water supply, drainage systems, and fire safety mechanisms. MEP systems are integral to the functionality and safety of modern infrastructure, ranging from residential homes to commercial complexes, hospitals, and industrial plants.

- **Mechanical Systems:** Mechanical services in MEP focus primarily on HVAC systems, ensuring indoor air quality, thermal comfort, and energy efficiency. Properly designed mechanical systems reduce energy consumption and improve environmental sustainability, a key factor driving the demand for energy-efficient solutions.
- **Electrical Systems:** Electrical services encompass power distribution, backup power, lighting, and building automation systems. These systems ensure safe and reliable power supply and optimize energy use through modern technologies like smart grids and sensors. Electrical services also cover fire alarm systems, security systems, and communication networks, which are vital for the safety and operation of the building.
- **Plumbing Systems:** Plumbing services address water supply, drainage, and sanitary systems, ensuring efficient water management and compliance with health and safety standards. This involves the installation and maintenance of systems that provide water supply, drainage, and waste management.

Electrical Fit-Out

- **Electrical Work:** Our company offers comprehensive electrical work services including all aspects of electrical installations, including wiring, circuit design, and the setup of lighting fixtures and electrical panels, ensuring safety and efficiency throughout the process. By integrating our electrical services with our civil and interior design solutions, we deliver a cohesive approach that streamlines project execution and enhances overall functionality.

VALUE PROPOSITION

1. **Comprehensive turnkey solutions** - Turnkey civil and interior office-fit-out services, including MEP facilities and electrical fit-out.
2. **Rapid Project Completion**- Demonstrated ability to complete large-scale projects within the timelines stipulated in their agreements or purchase orders or work orders, typically ranging from 60 to 120 days, ensuring timely delivery and client satisfaction.
3. **Long-Term Client Relationships** - Dedicated to fostering long-lasting client relationships by delivering high-quality services.
4. **Strong Vendor and Supplier Network** - Established relationships with reliable vendors and suppliers, ensuring timely procurement and quality of materials.
5. **Commitment to Health and Safety** - Adherence to stringent health and safety standards across all projects, ensuring a safe working environment.
6. **Post-Project Support and Maintenance** - Ongoing support and maintenance services post-project completion, ensuring long-term satisfaction and reliability.

COMPANY'S CERTIFICATIONS

| Certificate | Description |
|---|--|
| ISO 45001: 2018 (Occupational Health & Safety Management System) | Scope: Providing interior designing & interior fit-out works, design & build including civil, plumbing, firefighting, furniture, electrical, HVAC & low voltage works. |
| ISO 14001: 2015 (Environment management system) | Scope: Providing interior designing & interior fit-out works, design & build including civil, plumbing, firefighting, furniture, electrical, HVAC & low voltage works. |

| | |
|---|--|
| ISO 9001:2015 (Quality Management system) | Scope: Providing interior designing & interior fit-out works, design & build including civil, plumbing, firefighting, furniture, electrical, HVAC & low voltage works. |
|---|--|

Source: Annual Reports, Primary Interviews, and Reports and data

COMPANY'S RECOGNITIONS AND ACCOLADES

| Projects/Company | Description |
|--|---|
| Project_Sametam_AMEX Project Gurugram | The company has received achievement of 2 million Safe Man Hours without LTI award. |
| Project_Sametam_AMEX_New_Campus | The company has received certificate of appreciation for HSE performance for continual improvement and excellent performance in occupational health, safety & environment for the period 2023-2024. |
| Thermal Power Power Automation & Control | The company has received certificate of appreciation for turnkey office fit and out solutions and its creative approach in year 2014 |
| FieldFresh Foods Pvt Ltd | The company has received certificate of appreciation for his services in year 2010-2011. |

Source: Annual Reports, Primary Interviews, and Reports and data

SWOT ANALYSIS

| S STRENGTHS | W WEAKNESS | O OPPORTUNITIES | T THREATS |
|---|--|---|---|
| <ul style="list-style-type: none"> The company has established reputation in office space. Nationwide presence with ISO certifications and strong credit rating. Strong focus on high-quality finishes and safety standards. Time oriented delivery of services | <ul style="list-style-type: none"> Heavy reliance on the Indian market; limited international exposure Project delays could impact reputation and client satisfaction. | <ul style="list-style-type: none"> Growing demand for sustainable and eco-friendly office set up or office fit-out. Expanding into international markets. | <ul style="list-style-type: none"> Rising competition in the contracting sector. Economic fluctuations impacting the construction industry. |

Source: Company Website, Annual Report, News & Press Releases

COMPETITIVE ADVANTAGES

1. Time oriented delivery of services
2. Strong client relationships
3. Focus on Health, Safety and Environmental (HSE) standards
4. Promoter-led company with a dedicated team of Architectures and technical manpower
5. Strong Vendor and Supplier Network

(2) **Varicon Engineering Services Pvt. Ltd**

Variscon
Engineering
Services Pvt. Ltd

Type: Private

Industry: Electrical contractor and Allied Engineering Services

Founded: 2002

Headquarters: Delhi, India

Website: www.variscon.com

COMPANY SUMMARY

Variscon is a leading electrical contractor and allied services provider with a national presence across India. Established in February 2002, Variscon was founded by industry experts dedicated to delivering top-tier services to a diverse range of clients, including public and private organizations, institutions, and corporate entities. The company offer high-quality electrical and allied engineering services at competitive rates, specializing in Corporate Electrical Interior Projects, Hotels, Multistory Buildings, Schools, High-Tension Installations, and Banks. Further, the company is professionally managed, with a dedicated team of 50 skilled professionals. Operating in 1,800-square-foot office in Okhla, Phase-2, New Delhi, the company prioritize staff training and motivation to ensure the delivery of value-added services using the latest technology.

SERVICE INSIGHTS

| Services | Description |
|---------------------|--|
| Security Services | <p>Variscon offers comprehensive security services to a wide range of clients, including corporate offices, hotels, hospitals, malls, schools, industrial facilities, public spaces, and home automation systems across India. The company specializes in the design, integration, and support of advanced electronic security systems, ensuring tailored solutions for every environment.</p> <ul style="list-style-type: none"> • Analog Video Surveillance System • IP Video Surveillance System • Door Access Cum Attendance Recording System • Intrusion Alarm System • Video Door Phone • Public Address (PA) system • Building Management System (BMS) • Hospital Management Information System • Conventional & Addressable Fire Alarm Systems • Annual Maintenance Contracts (AMCs) |
| Electrical Services | The company offers Electrical High Tension (HT) and Low Tension (LT) services. |
| Turnkey Solution | From 2015, Variscon as an electrical contractor has started taking orders & providing its services such as Civil Electrical, Air Conditioning, Plumbing, and Securities Solutions. |

Source: Annual Reports, Primary Interviews, and Reports and data

COMPANY'S CERTIFICATIONS

| Certificate | Description |
|-------------------|---|
| ISO 9001:2015 | <ul style="list-style-type: none"> The ISO 9001:2015 accreditation issued by RIR is a proof of its commitment towards quality control. The company has continually improving quality management system as per ISO 9001:2015 requirements. Scope: Integration of electrical and allied engineering systems including operations and maintenance of industrial and commercial projects |
| OHSAS 18001: 2007 | <ul style="list-style-type: none"> The company has adopt a comprehensive occupational Health and Safety Management system to continually improve their occupational Health and Safety performance by prevention of occupational illness & accidents and elimination of occupational health & safety risks at all levels and at all times Scope: Integration of electrical and allied engineering systems including operations and maintenance of industrial and commercial projects |
| ISO 14001:2015 | <ul style="list-style-type: none"> Scope: Integration of electrical and allied engineering systems including operations and maintenance of industrial and commercial projects |

Source: Annual Reports, Primary Interviews, and Reports and data

(3) Anj Group

| | |
|-----------|--|
| Anj Group | Type: Private |
| | Industry: Architecture and Planning |
| | Founded: 1993 |
| | Headquarters: Maharashtra, India |
| | Website: www.anj.co.in |

COMPANY SUMMARY

ANJ Group is one of leading premier Design and Build firm in India, serving top-tier Indian and global corporations. The company has 150 designers and architects, along with a state-of-the-art furniture manufacturing facility supported by an in-house R&D team, ANJ exemplifies excellence in the industry. Further, it has delivered over 100 million square feet of office space across India, ANJ's impressive portfolio includes over 1,800 projects spanning 60+ cities. With 40+ years of experience and a robust team of 2,500+ professionals, the company has been a trailblazer since its inception in 1979. ANJ has consistently introduced global design trends and innovative manufacturing practices to the Indian furniture industry. The company's growth is a testament to its strong vision, collective talent, and the passion of its craftsmen. ANJ's Design Studios in Mumbai, Pune, Bengaluru, and Hyderabad continue to delight a diverse clientele by integrating the latest global design concepts into their projects.

SERVICE INSIGHTS

1. Workspaces designed and Build
2. General Contracting

3. General Contracting

(4) Rolif India

| | |
|-------------|---|
| Rolif India | Type: Private |
| | Industry: Contracting Company |
| | Founded: 2013 |
| | Headquarters: Uttar Pradesh, India |
| | Website: www.rolifindia.com |

COMPANY SUMMARY

Established in 2013, Rolif India focused on providing Lighting Solutions. Over time, the company expanded its scope, transitioning into an EPC (Engineering, Procurement, and Construction) electrical contracting firm. This division plays a critical role in executing projects, supporting other service areas within the organization. The company provides a wide range of electrical services, including internal and external electrification, power distribution, low voltage systems, HT & LT works, panels, and transformers. Its team of engineers, designers, supervisors, and technicians brings extensive industry knowledge and technical proficiency to meet project-specific requirements. Rolif India Pvt. Ltd. is known for its ability to handle complex projects with a focus on timely delivery and adherence to high-quality standards. The company's offerings cover the entire project lifecycle, including applied engineering, in-house design, project management, operations, maintenance, planning, and commissioning.

SERVICE INSIGHTS

The company offers comprehensive Electrical and Lighting solutions tailored to a diverse range of projects. Its expertise spans various sectors, including:

- **Corporate Projects:** Customized electrical and lighting solutions for office spaces and commercial buildings.
- **Industrial Projects:** Robust and efficient systems designed for industrial facilities and manufacturing environments.
- **High-Rise Projects:** Specialized solutions for high-rise buildings, ensuring optimal performance and safety.
- **Facade Projects:** Innovative lighting designs to enhance the visual appeal and functionality of building facades.
- **Street Light Projects:** Effective and sustainable street lighting solutions for urban and rural areas.

The services are designed to meet the unique needs of each project, ensuring high-quality and reliable performance.

COMPARATIVE ANALYSIS WITH PEER GROUP

| | Archee Group Contracts Limited | Variscon Engineering Services Pvt. Ltd | Anj Group | Rolif India |
|--------------|-----------------------------------|--|-------------|---------------|
| Founded | 2001 | 2002 | 1993 | 2013 |
| Headquarters | Haryana | Delhi | Maharashtra | Uttar Pradesh |



| | | | | |
|-----------------------------------|--|---|---|---|
| Other Locations | <ul style="list-style-type: none"> • Delhi • Chandigarh • Punjab • West Bengal • Uttar Pradesh • Karnataka • Telangana • Maharashtra | <ul style="list-style-type: none"> • Delhi • Gurgaon • Mangalore • Chandigarh • Others | <ul style="list-style-type: none"> • Mumbai • Bengaluru • Hyderabad • Noida • Pune | <ul style="list-style-type: none"> • Gurgaon |
| Revenue (F.Y 2023-24) | INR 112.41 Cr. | INR 3.96 Cr. | INR 1141.12 Cr. | INR 15.47 Cr. |
| EBITDA (F.Y 2023-24) | INR 8.84 Cr. | INR -0.44 Cr. | INR 75.09 Cr. | INR 1.73 Cr. |
| Profit After Tax (F.Y 2023-24) | INR 5.66 Cr. | INR -0.54 Cr. | INR 42.54 Cr. | INR 0.87 Cr. |
| Civil cum Interior work | ✓ | ✓ | ✓ | ✓ |
| MEP | ✓ | ✓ | ✓ | ✓ |
| Electrical Fit-out | ✓ | ✓ | ✓ | ✓ |

OUR BUSINESS

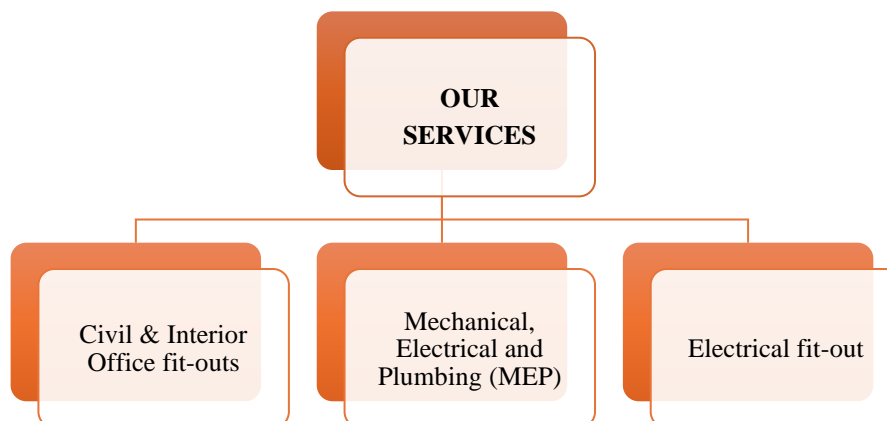
OVERVIEW

Our Company was originally incorporated in the name and style of “Archee Group Contracts Private Limited” a private limited company under the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana pursuant to a certificate of incorporation dated May 16, 2011, bearing Corporate Identification Number (CIN) U70200HR2011PTC042960. Subsequently, our Company acquired the entire running business along with assets and liabilities of “M/s. Archee Group”, a sole proprietorship concern of our Promoter Ms. Monika Dhaka, which was in existence for over 11 years vide a Business Transfer Agreement dated February 23, 2012. The acquisition of the proprietorship concern enabled our Company to effectively build a successful business legacy, strengthened our brand, enhanced our workforce, and expanded our customer base. Later, our company was converted into a public company “Archee Group Contracts Limited” vide fresh certificate of incorporation dated August 09, 2024, issued by Central Processing Centre bearing CIN U70200HR2011PLC042960.

OUR BUSINESS OFFERINGS

We are engaged in providing the turnkey civil cum interior services and also delivering office fit-outs for clients including comprehensive MEP (Mechanical, Electrical, and Plumbing) service and electrical fit-out services. We are committed to deliver a project from conceptualization to completion with turnaround time. We have delivered the transformation of the office space of a company within the timelines stipulated in our agreements or purchase orders, which varies from project to project, such as 60 days, 90 days, etc.

We also provide a comprehensive range of services encompassing interior design, project management and consultancy on a project basis. For instance, in 2016, we provided interior design services to one of the Fortune 500 company. Our Company bids for tenders issued by large domestic and multi-national corporations. Projects are awarded to us on a work order basis. We have our in-house personnel who build and execute the Civil cum interior and Electrical fit out Projects. Our clientele spans across diverse industry sectors, including banks, multinational corporations (MNCs), IT, educational institutions etc. We are building long-term client relationships by delivering quality products and services.



OUR EVOLUTION

We started our business in the year 2001 in the form of sole proprietorship which was later on taken over by our newly formed company in 2012. Over the past three financial and for the period as on December 23, 2024, the company has enhanced its execution capabilities and completed 20 projects having more than 1 million sq. ft. of area. Our current order book value stands at ₹ 2,727.09 Lakhs for pending work as on December 23, 2024. Our company helps in transforming spaces to enhance productivity and create inspiring environments tailored to our clients' specific needs. With our approach of planning and execution, we deliver workspace solutions.

We are an ISO 9001:2015 (Quality Management System), ISO 14001: 2015 (Environment Management System) and ISO 45001:2018 (Occupational Health & Safety Management System) certified company.

We are led by our experienced promoters Ms. Monika Dhaka, Mr. Nitin Sahjwani and Mr. Abhishek Dhaka who bring over an experience of 20, 12 and 12 years, respectively in the business of civil cum interior, MEP and electrical fit-out industry. Our Promoters are the guiding force behind the success of our company. The experience of our Promoters has been instrumental in determining the vision and growth strategies for our Company. We further believe that our market position has been achieved by adherence to the vision of our Promoters and their experience of the industry. Our resources together with our management team have enabled us to implement our plans.

Details of the projects undertaken by the Company

We have delivered projects for esteemed corporate sectors such as IT Companies, Private Sector, Banks, MNCs, in past. Some of our completed projects in the last 3 financial years and for the period as on December 20, 2024 include:

| S. No | Masked Name* | Direct/ Subcontract | Location of work | Project Size (in sq. ft.) | Value of Project* (₹ in Lakhs) | Period |
|-------|--------------|---------------------|------------------|------------------------------|-----------------------------------|---------|
| 1 | A | Direct | Gurgaon | 700,000 | 5,547.08 | 2024-25 |
| 2 | A | Direct | Gurgaon | 10,000 | 135.72 | 2023-24 |
| 3 | B | Direct | Gurgaon | 250,000 | 4,743.78 | 2023-24 |
| 4 | C | Direct | Delhi | 36,000 | 606.70 | 2023-24 |
| 5 | D | Subcontract | Chandigarh | 20,000 | 814.05 | 2023-24 |
| 6 | A | Subcontract | Gurgaon | 215,000 | 874.80 | 2022-23 |
| 7 | B | Subcontract | Gurgaon | 75,000 | 1,366.73 | 2022-23 |
| 8 | C | Direct | Gurgaon | 75,000 | 658.66 | 2022-23 |
| 9 | D | Subcontract | Gurgaon | 70,000 | 3,349.61 | 2022-23 |
| 10 | E | Direct | Noida | 100,000 | 838.00 | 2022-23 |
| 11 | A | Subcontract | Gurgaon | 35,000 | 935.00 | 2021-22 |
| 12 | B | Direct | Noida | 32,000 | 619.00 | 2021-22 |
| 13 | C | Direct | Gurgaon | 35,000 | 732.49 | 2021-22 |
| 14 | D | Subcontract | Gurgaon | 28,000 | 334.99 | 2021-22 |
| 15 | E | Subcontract | Gurgaon | 35,000 | 226.41 | 2021-22 |
| 16 | F | Subcontract | Gurgaon | 15,000 | 252.18 | 2021-22 |
| 17 | G | Direct | Hyderabad | 55,000 | 289.50 | 2021-22 |
| 18 | H | Subcontract | Noida | 15,000 | 124.93 | 2021-22 |
| 19 | I | Subcontract | Mohali | 55,000 | 1,815.00 | 2021-22 |
| 20 | J | Direct | Noida | 100,000 | 410.00 | 2021-22 |

*Exclusive of tax

**The masked name has been mentioned on yearly basis.

Our Order Book

Our Company's Order Book as of a particular date comprises the estimated revenues/ from the unexecuted portions of all the existing contracts. Further, our Company's Order Book as of a particular date is calculated based on the aggregate contract value of our ongoing projects as of such date, reduced by the value of work executed by us until that date. The manner in which we calculate our Order Book is therefore not comparable to the way our revenue from operations is accounted for, which includes revenue from work related to changes in the scope of work for our projects. In our business,

changes to the scope of a project are quite common as the project progresses, which can impact the final project value. As a result, the overall value of our projects may vary by the time they are completed. The way we calculate and present our Company’s Order Book information may differ from the practices of other companies, including our competitors. The Order Book information included in this Draft Red Herring Prospectus is not audited and does not necessarily indicate our future earnings. We may not be able to achieve our expected margins, may suffer losses on one or more contracts, or may not realize the anticipated revenues from these projects. For further details, see “*Risk Factors – Our current Order Book does not guarantee full realization of future income. Some orders may be subject to modifications, cancellations, delays, holds, or partial payments by customers, which could have adverse effects on our operational results*” on page 38.

Details of our Order Book as on 23rd December, 2024 are set out below:

(Amount in Lakhs)

| S. No | Masked Name | Direct/ Sub-contract | Location | Contract Amount | PO/WO Date | Estimated Completion Time** | Work Pending (in %) |
|--------------|-------------|----------------------|-----------|-----------------|------------|-----------------------------|---------------------|
| 1 | Project 1 | Direct | Noida | 1,700.35 | 19/7/2024 | 25/03/2025 | 52.95 % |
| 2 | Project 2 | Direct | Kolkata | 3,109.96 | 16/08/2024 | 20/12/2024 | 0.00 %*** |
| 3 | Project 3 | Sub-contract | Rajasthan | 1,774.02 | 19/12/2024 | 19/04/2025 | 100.00 % |
| 4 | Project 4 | Direct | Gurugram | 52.17 | 23/12/2024 | 31/01/2025 | 100.00 % |
| Total | | | | 6,637.05 | | | |

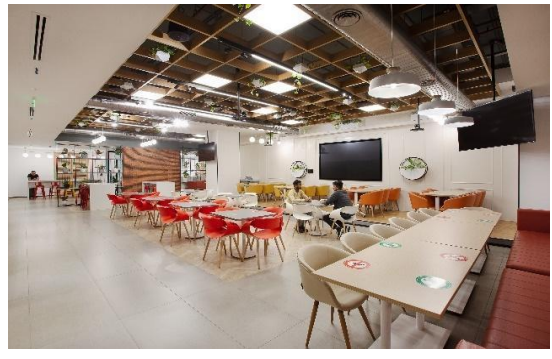
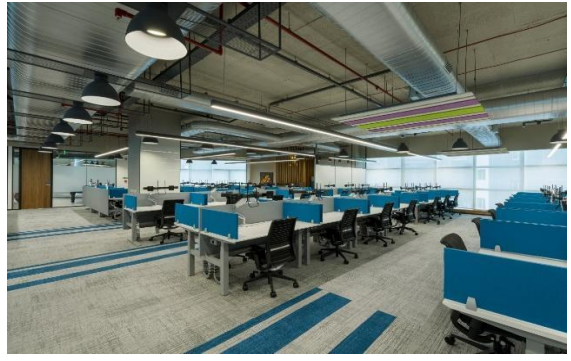
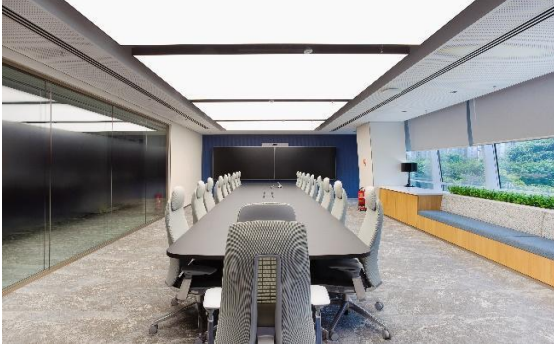
**Estimated Completion date means the tentative target date of completion.

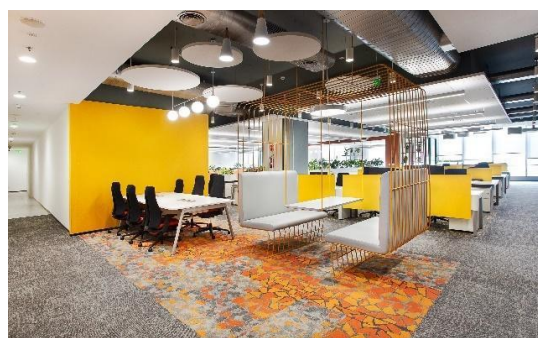
***The work of Project 2 has been completed. However, the invoice has not been issued for the final payment.

Our Major Projects

Some of the key projects undertaken by us are as under:







KEY PERFORMANCE INDICATORS

Financial Key Performance Indicators

(Amount in lakh, except EPS, % and ratios)

| Particulars | For the period ended as at June 30, 2024 | Financial Year ended March 31st, 2024 | Financial Year ended March 31st, 2023 | Financial Year ended March 31st, 2022 |
|---|--|---------------------------------------|---------------------------------------|---------------------------------------|
| Revenue from operations ⁽¹⁾ | 2,418.03 | 11,141.83 | 9,474.35 | 7,296.07 |
| Revenue CAGR (%) from F.Y. 2022-2024 ⁽²⁾ | | | 23.57% | |
| EBITDA ⁽³⁾ | 257.24 | 852.95 | 578.04 | 258.02 |
| EBITDA (%) Margin ⁽⁴⁾ | 10.64% | 7.66% | 6.10% | 3.54% |
| EBITDA CAGR (%) from F.Y. 2022-2024 ⁽⁵⁾ | | | 81.82% | |
| EBIT ⁽⁶⁾ | 230.01 | 1,009.45 | 532.95 | 258.91 |
| ROCE (%) ⁽⁷⁾ | 9.28% | 48.84% | 31.93% | 15.36% |
| Current ratio ⁽⁸⁾ | 1.31 | 1.27 | 1.23 | 1.28 |
| Operating cash flow ⁽⁹⁾ | (99.03) | 355.63 | (366.08) | 101.33 |
| PAT ⁽¹⁰⁾ | 115.92 | 566.83 | 161.55 | 33.00 |
| PAT Margin ⁽¹¹⁾ | 4.79% | 5.09% | 1.71% | 0.45% |
| Net Worth ⁽¹²⁾ | 2,262.74 | 2,146.82 | 1,579.99 | 1,418.45 |
| ROE/ RONW ⁽¹³⁾ | 5.26% | 30.42% | 10.78% | 2.35% |
| EPS ⁽¹⁴⁾ | 3.86 | 18.89 | 5.38 | 1.10 |
| Basic and Diluted Earnings per share as Restated- Impact of Bonus (even occurring after Balance Sheet Date but before date of signing (not Annualized for stub period) ^{(15)*} | 1.29 | 6.30 | 1.79 | 0.37 |
| Net Asset Value per Equity share ⁽¹⁶⁾ | 75.42 | 71.56 | 52.67 | 47.28 |

Note: Pursuant to the certificate dated December 30, 2024, issued by Peer Review Auditor of our Company, M/s Kapish Jain & Associates, Chartered Accountants vide UDIN:24521888BKCEZR1631

Notes:

- (1) Revenue from operations is the revenue generated from operations by our Company.
- (2) Revenue CAGR: The three-year compound annual growth rate in Revenue.

$$[(\text{Ending Value}/\text{Beginning Value})^{(1/N)}]-1$$
- (3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (4) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

- (5) **EBITDA CAGR:** The three-year compound annual growth rate in EBITDA.
 $[(Ending\ Value/Beginning\ Value)^{(1/N)}]-1$
- (6) **EBIT** is Earnings before Finance Cost and taxes.
ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as
- (7) shareholders' equity plus Non-current liabilities.
- (8) **Current Ratio:** Current Asset over Current Liabilities
- (9) **Operating Cash Flow:** Net cash inflow from operating activities
- (10) **PAT** is mentioned as profit after tax for the period.
- (11) **PAT Margin** is calculated as PAT for the period/year divided by revenue from operations.
- (12) **Net Worth** means the aggregate value of the paid-up share capital and reserves and surplus of the company.
- (13) **ROE:** Return on Equity is calculated as PAT divided by average shareholders' equity
- (14) **EPS:** Earning per share is calculated as PAT divide by Weighted No. of equity shares.
- (15) **Basic and Diluted Earnings per share as Restated- Impact of Bonus** is calculated as PAT divide by Weighted No. of equity shares after impact of bonus issue.
- (16) **NAV** is calculated as net worth as at the end of the year / period, as restated, divided by the number of Equity Shares outstanding at the end of the year / period.

Explanation of KPIs

| KPI | Explanation |
|-------------------------------|---|
| Revenue from operation | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business. |
| Revenue CAGR % | Revenue CAGR informs the management of compounded annual growth rate i.e. Rate at which Company's revenue are growing on annual basis. |
| EBITDA | EBITDA provides information regarding the operational efficiency of the business |
| EBITDA Margin (%) | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business |
| EBITDA CAGR % | EBITDA CAGR indicate our compounded growth of the business |
| ROCE % | ROCE provides how efficiently our Company generates earnings from the capital employed in the business. |
| Current Ratio | Current ratio indicates the company's ability to bear its short-term obligations |
| Operating Cash Flow | Operating cash flow shows whether the company is able to generate cash from day-to-day business |
| PAT | Profit after Tax is an indicator which determine the actual earning available to equity shareholders |
| PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of the business. |
| Net Worth | Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity. |
| ROC/RONW | ROC/RONW (%) is an indicator which shows how much company is generating from its available shareholders' funds |
| EPS | Earning per shares is the company's earnings available of one share of the Company for the period |
| NAV | Net Asset Value is the total net assets of a company or fund, divided by the total number of outstanding shares or units, representing the underlying value of one share or unit. |

Operational Key Performance Indicators

(Amount in lakh, except numbers)

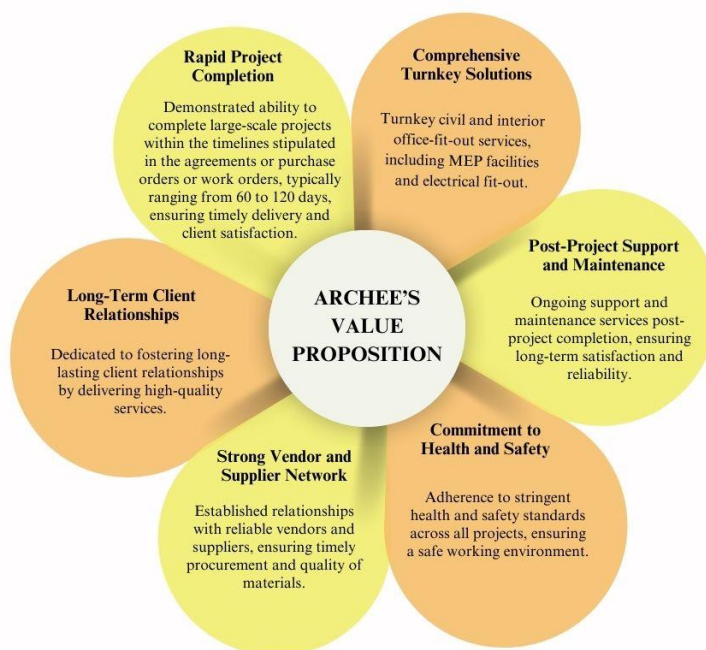
| Particulars | For the period as on June 30, | For the year ended on 31- | For the year ended on 31- | For the year ended on 31- |
|-------------|----------------------------------|------------------------------|------------------------------|------------------------------|
|-------------|----------------------------------|------------------------------|------------------------------|------------------------------|



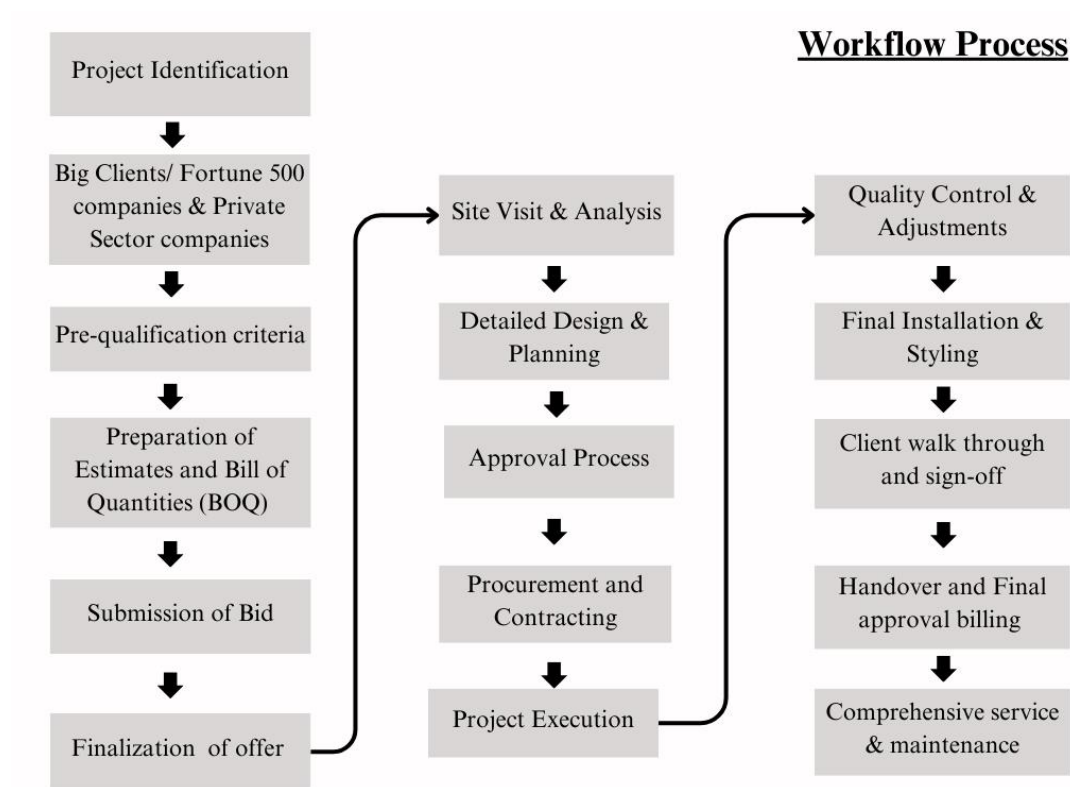
| | 2024 | Mar-2024 | Mar-2023 | Mar-2022 |
|--|----------|-----------|----------|----------|
| No. of Projects completed | 1 | 4 | 5 | 10 |
| Largest Value project | 5,547.08 | 4,743.78 | 3,349.61 | 1,815.00 |
| Workforce strength | 106 | 110 | 92 | 80 |
| Direct Contract | 2,204.56 | 10,052.67 | 2,669.91 | 4,579.17 |
| In percentage (%) | 91.17% | 90.22% | 28.18% | 62.76% |
| Subcontract | 213.47 | 1,089.86 | 6,804.44 | 2,716.90 |
| In percentage (%) | 8.83% | 9.78% | 71.82% | 37.24% |
| Contribution to revenue from operations of top 1 / 5 / 10 customers | | | | |
| Top 1 Customers (%) | 59.53% | 42.66% | 61.60% | 35.89% |
| Top 3 Customers (%) | 97.84% | 87.72% | 77.87% | 65.20% |
| Top 5 Customers (%) | 99.98% | 95.66% | 89.75% | 81.93% |
| Top 10 Customers (%) | 100.00% | 98.86% | 98.34% | 90.00% |

Note: Pursuant to the certificate dated December 30, 2024, issued by Peer Review Auditor of our Company, M/s Kapish Jain & Associates, Chartered Accountants vide UDIN:24521888BKCEZR1631

ARCHEE'S VALUE PROPOSITION



OUR WORKFLOW PROCESS



1. Project Identification

This initial stage involves recognizing potential project opportunities by assessing market demand, client requirements. It sets the foundation for engaging with prospective clients and stakeholders.

2. Big Clients/Fortune 500 Companies and Private Sector Companies

Focuses on targeting major clients, such as Fortune 500 companies or renowned companies.

3. Pre-qualification Criteria

Pre-qualification criteria are standards set by clients to assess if a company is eligible to bid for a project. They usually include factors like financial stability, relevant experience, and technical capabilities. Meeting these criteria is essential to be considered for the project.

4. Preparation of Estimates and Bill of Quantities (BOQ)

Involves creating detailed cost estimates and a comprehensive Bill of Quantities that outlines the materials, labor, and time required for the project. This step is crucial for accurate budget planning and project feasibility.

5. Submission of Bid

The prepared proposal and BOQ are submitted as part of the bidding process. This is a competitive stage where the aim is to secure the project by showcasing the company's value proposition.

6. Finalization of Offer

After negotiations and clarifications, the final offer is agreed upon, detailing the scope, cost, and timelines of the project. This step solidifies the commitment between the company and the client.

7. Site Visit & Analysis

A thorough site visit is conducted to assess the project location and gather necessary data. This information is used

to refine project plans and ensure alignment with client expectations.

8. Detailed Design & Planning

Develops in-depth designs and project plans, incorporating architectural, structural, and aesthetic elements. This stage is critical for visualizing the project and ensuring all specifications are met.

9. Approval Process

After completing the aforementioned steps, the detailed design is presented. This step involves multiple iterations and modifications based on feedback to achieve final consent.

10. Procurement and Contracting

Involves sourcing and ordering materials and services. We negotiate with suppliers and contractors, finalize contracts, establish timelines and ensure all resources are available for project execution.

11. Project Execution

The actual fit-out phase, where the project plan is implemented on-site. It requires coordination of resources, adherence to timelines, and quality management. We conduct regular site visits and meetings to monitor progress.

12. Quality Control & Adjustments

Ongoing monitoring and quality checks are conducted to ensure that the work meets predefined standards. Adjustments are made as necessary to align with client requirements and specifications.

13. Final Installation & Styling

Focuses on the finishing touches, including installation of fixtures, furnishings, and stylistic elements. This stage ensures the project is aesthetically complete and ready for presentation.

14. Client Walkthrough and Sign-off

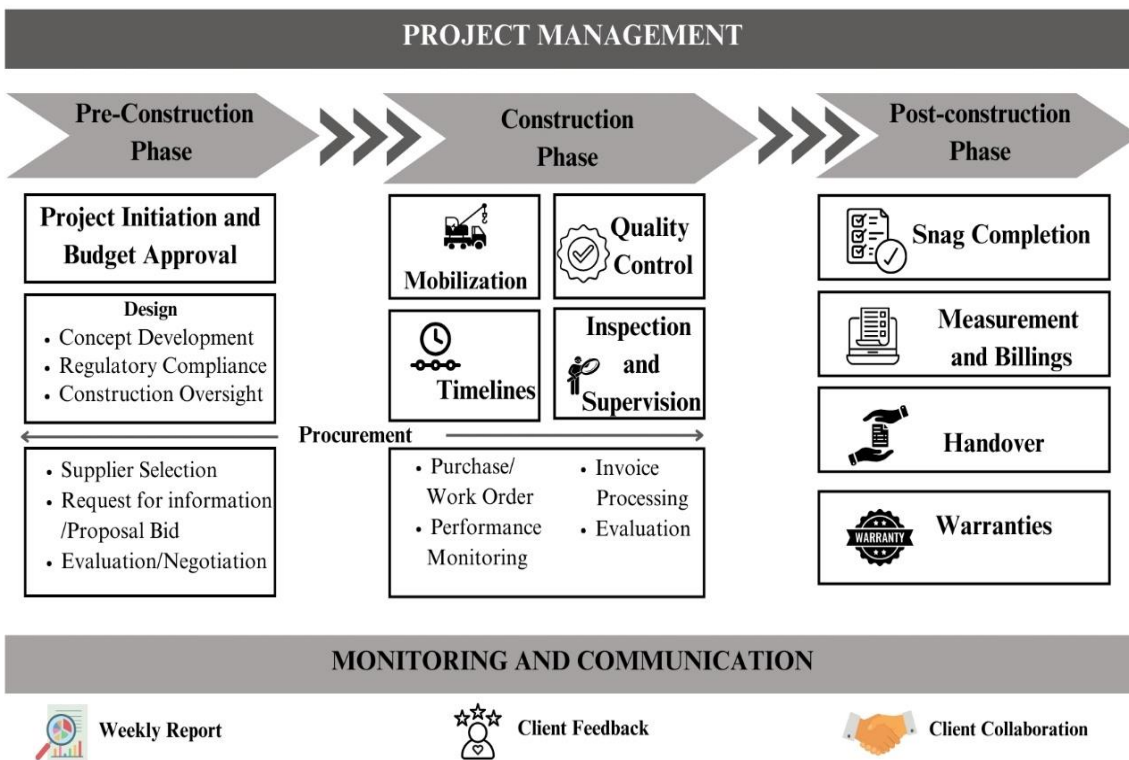
The completed project is presented to the client for review. A detailed walkthrough is conducted, and any final adjustments are made before obtaining client approval and sign-off.

15. Handover and Final Approval Billing

The project is officially handed over to the client, along with all necessary documentation. Following the handover, invoices are generated and presented for payment.

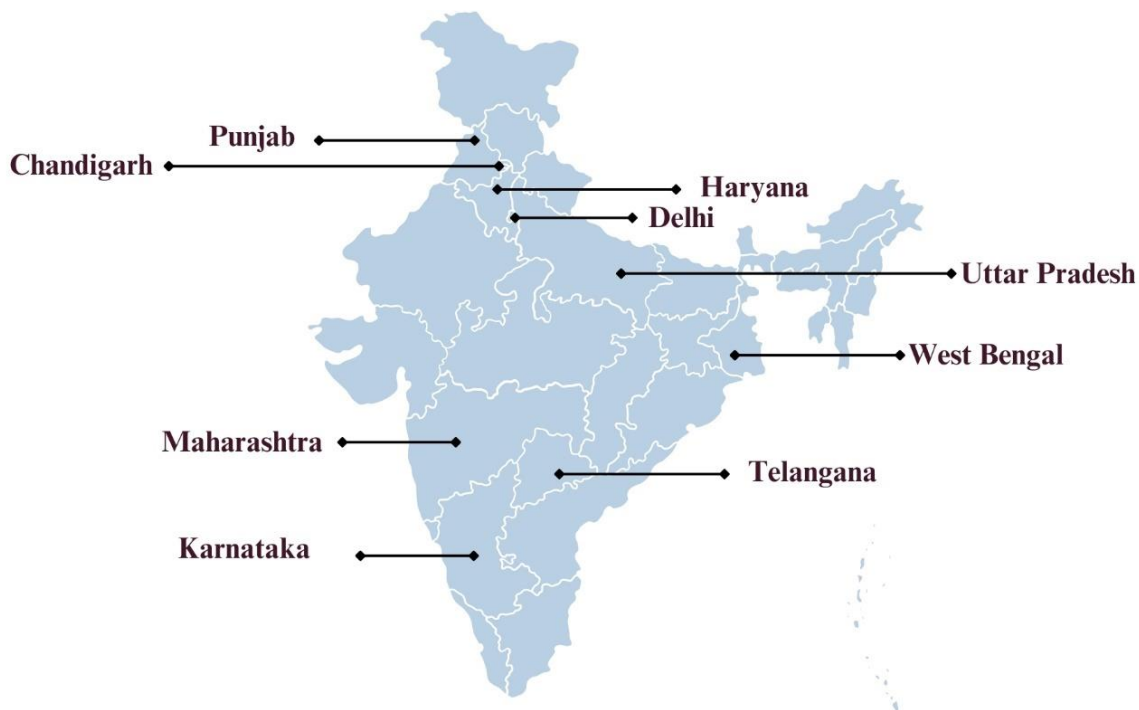
16. Comprehensive Service & Maintenance

We provide post-project support and address any issues that arise after project completion to ensure client satisfaction and the longevity of our work. This service, referred to as the Defects Liability Period (DLP), extends one year. During this time, we promptly resolve any defects or concerns to maintain the integrity of our projects. Our commitment to post-project support reinforces our relationships with our clients.



OUR PRESENCE

At present, we have a presence in 9 states i.e. Delhi, Haryana, Punjab, Chandigarh, Uttar Pradesh, Maharashtra, Telangana, Karnataka and West Bengal. As on December 23, 2024, we have 4 ongoing projects worth ₹ 6,637.05 Lakhs across 4 states.



DESCRIPTION OF OUR BUSINESS

1) CIVIL CUM INTERIOR OFFICE FIT OUTS

The Civil cum interior office fit out refers to the planning, design, and furnishing of office spaces tailored for business purposes, as per requirement of client functionality, aesthetics, and adaptability. Key features of civil cum interior office fit outs include modular furniture, open and collaborative spaces, and seamless integration of technology. Modular furniture, such as adjustable desks and partition walls, offers flexibility, allowing businesses to reconfigure layouts easily as they grow or as team structures change. Collaborative spaces, like open-plan areas, meeting rooms, and lounges, are designed to encourage teamwork, innovation, and communication among employees. The integration of technology plays a crucial role in modern office setups, with features such as smart lighting, automated climate control, and advanced communication tools becoming standard. High-speed internet connectivity, video conferencing capabilities, and digital collaboration platforms are also essential elements that support remote work and hybrid office models. The following is a detailed list of the services we offer in the domain of C&I.

Civil Work

We are delivering civil works tailored to meet the diverse needs of our clients. Our civil services include paving, wall cladding, gypsum board partitions, POP plastering or punning, painting, mirror and veneer paneling, gypsum ceilings, plumbing, and more, all executed with a focus on durability, safety, and compliance with industry standards. Our skilled professionals are dedicated to completing projects on time and within budget, while upholding the highest levels of craftsmanship and quality.

We try to maintain the health and safety of our site employees, initiating project with thorough pest control before commencing any civil work.

Flooring

We are providing flooring solutions that enhance both the functionality and visual impact of any space. We offer a wide range of flooring options, including hardwood, laminate, tile, and carpet, tailored to meet the specific needs and style preferences of our clients.

Reinforcing client's brand identity

Our company provides branding solutions that transform workspaces to reflect and reinforce our clients' brand identity. We achieve this by designing and installing signage and logos throughout the workplace, using custom graphics and murals to tell the brand's story and convey its message values, and integrating digital displays to showcase dynamic brand-related content. Additionally, we incorporate the brand's color palette, logos, and visual elements into the interior design. Our branding solutions strengthen brand identity and create a more engaging brand experience for our clients.

Acoustic Panels

We are providing installation of acoustic panels to significantly improve the sound quality and ambience of any environment. Our skilled team handles every aspect of the installation process, from precise panel placement to secure mounting, ensuring optimal sound absorption and noise reduction. We provide tailored recommendations on panel selection and arrangement. Our approach ensures that each panel not only enhances acoustic performance but also integrates with the overall design of the space.

3D Installations

Our company is in the design and installation of three-dimensional structures or artworks (3D installations) that are not only visually striking but also serve as focal points within a given space. These installations can range from sculptures and art pieces to architectural elements that add depth, texture, and a unique dimension to interiors or outdoor settings. From concept development and design to precise installation, we deliver 3D creations as per client requirement.

Wall Arts, Frames and Hand Painting

Our company offers a range of framing solutions to meet various needs, whether for preserving and displaying artwork, photographs, or important documents. We provide a diverse selection of frame styles, materials, and sizes to accommodate different preferences and the specific requirements of our clients. We also employ a variety of techniques, including mural painting, stenciling, faux finishes etc. Whether it's a single accent wall or an entire room, we deliver our clients requirement into reality.

Soft Furnishings

Soft furnishings refer to the textile-based elements and accessories used to decorate and enhance the comfort and aesthetics of interior spaces. These items include cushions, curtains, drapes, upholstery, rugs, bed linens, and another fabric-based décor. Our company is engaged in providing a wide range of soft furnishings to transform and personalize interior spaces. We offer a selection of fabrics, designs, and styles to suit various preferences and design schemes.

Below is a snapshot illustrating the transformation of several projects undertaken by us:





2) MECHANICAL, ELECTRICAL AND PLUMBING (MEP)

The Mechanical, Electrical, and Plumbing (MEP) services refers to the comprehensive solutions involved in the design, installation, and maintenance of mechanical, electrical, and plumbing systems in buildings and industrial facilities. These services are crucial for the efficient operation of buildings, encompassing heating, ventilation, air conditioning (HVAC), power distribution, lighting, water supply, drainage systems, and fire safety mechanisms. MEP systems are integral to the functionality and safety of modern infrastructure, ranging from residential homes to commercial complexes, hospitals, and industrial plants. Here's a brief overview of each component:

- a) **Mechanical Systems:** Mechanical services in MEP focus primarily on HVAC systems, ensuring indoor air quality, thermal comfort, and energy efficiency. Properly designed mechanical systems reduce energy consumption and improve environmental sustainability, a key factor driving the demand for energy-efficient solutions.
- b) **Electrical Systems:** Electrical services encompass power distribution, backup power, lighting, and building automation systems. These systems ensure safe and reliable power supply and optimize energy use through modern technologies like smart grids and sensors. Electrical services also cover fire alarm systems, security systems, and communication networks, which are vital for the safety and operation of the building.
- c) **Plumbing Systems:** Plumbing services address water supply, drainage, and sanitary systems, ensuring efficient water management and compliance with health and safety standards. This involves the installation and maintenance of systems that provide water supply, drainage, and waste management.

3) ELECTRICAL FIT-OUT

Electrical Work

Our company offers comprehensive electrical work services including all aspects of electrical installations, including wiring, circuit design, and the setup of lighting fixtures and electrical panels, ensuring safety and efficiency throughout the process. By integrating our electrical services with our civil and interior design solutions, we deliver a cohesive approach that streamlines project execution and enhances overall functionality.

OUR COMPETITIVE STRENGTHS

Our key competitive strengths include the following:

1. *Time oriented delivery of services*

Time-oriented delivery of services is a fundamental aspect of our operational philosophy. We understand that timely project completion is crucial to our clients' success, and we believe we are meeting deadline without compromising on quality. Our planning, efficient resource management, and streamlined execution processes enable us to adhere to strict timelines, even on the most complex projects. We consistently try to deliver projects

within the targeted timeframes (typically ranging from 60 to 120 days), so that our clients may move forward with their business objectives without delay.

2. *Our esteemed clientele:*

Over the years, we have developed enduring relationships with a diverse client base, which includes entities such as IT companies, banks, multinational corporations (MNCs) etc. Based on our work, we have developed an established relationship with them which has helped in getting repeated business. Our business and growth are significantly dependent on our ability to maintain client relationships and offer better & innovative design solutions to our customers within their budgets. Over the years, we have developed projects of various sizes as per the needs and requirements of our clients. Our portfolio includes projects completed for some Fortune 500 companies. We intend to provide qualitative services and maintain the quality of our services, which will help us to maintain the good track record of our Company in future. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

3. *Focus on Health, Safety and Environmental (HSE) standards:*

Our company places emphasis on Health, Safety and Environmental (HSE) standards. By prioritizing HSE considerations in our projects, we enhance workplace safety, minimize environmental impact, and build trust with clients who prioritize sustainability and safety in their operations. Our Company has complied with the occupational Health and Safety Management system in accordance with ISO 45001:2018 as certified by Criterion Assessment Private Limited. We have been recognized for achieving 2 million safe man-hours without any Lost Time Injuries (LTI) and have received appreciation for our Health, Safety, and Environment (HSE) performance at the Sametam Amex New Campus Project in Gurugram.

4. *Promoter-led company with a dedicated team of Architectures and technical manpower*

Our Promoters Ms. Monika Dhaka, Mr. Nitin Sahjwani and Mr. Abhishek Dhaka who bring over an experience of 20, 12 and 12 years, respectively in the business of civil cum interior, MEP and electrical fit-out industry. Mr. and Mrs. Dhaka hold the degree of Bachelor's in Architecture from the Guru Jambheshwar University in the year 1997, while Mr. Sahjwani hold the degree of Bachelor of Engineering from the Nagpur University in the year 1996. We have a professional and experienced architecture team and technical manpower with significant industry experience who have delivered growth and profitability. Our operations are guided by a dedicated team of architects, whose industry knowledge and professional experience are instrumental in our success. We believe that the knowledge and experience of our Promoters and architecture team provides us with a significant competitive advantage as we continue to expand and grow our business.

5. *Strong Vendor and Supplier Network*

Archee Group's strong vendor and supplier network is one of the strengths, which helps us to deliver projects on time and within budget. Over the years, we have developed enduring relationships with the suppliers and vendors who provides quality products. This network allows us to access the materials, technologies, and specialized services essential for complex and large-scale projects. We ensure that every project phase, from procurement to final delivery, is executed within time. This synergy enhances our operational efficiency and also strengthens our capacity to deliver project-specific requirements, ensuring client expectations. However, we do not have any long-term contracts with our suppliers/vendors. For more details, see Risk Factor- *We do not have long term contracts with our suppliers. Also, any rise in costs or a deficiency in the availability of the materials we procure could impact on our company's sales, profitability and operational results in an adverse manner*, on page 35.

OUR BUSINESS STRATEGIES

Our Business Strategies are as follows:

a) Create a Pan-India Client Base, with a Focus on Entering into Additional States

We have delivered civil cum interior, MEP and electrical fit-out services across India. At present, we have a presence in 9 states i.e. Delhi, Haryana, Punjab, Chandigarh, Uttar Pradesh, Maharashtra, Telangana, Karnataka and West Bengal. Of these, as of June 30, 2024, our clients are primarily from the Chandigarh, Haryana and West Bengal region. Accordingly, we intend to expand by acquiring more clients from other Indian states to diversify our geographical reach. With a scalable and proven business model which is capable of handling civil cum interior, MEP and electrical fit-out needs. Accordingly, our endeavor is to create a client base in each of the states where we do not presently have clients. We intend to build on our existing capabilities, where we have already operated in several states while serving clients with pan-India operations, to acquire clients and grow our national presence.

State-wise revenue for the period ended on June 30, 2024 and for the financial year ending on 2023-24, 2022-23 and 2021-22 is as follows:

| Particulars | For the stub period ended on 30 June, 2024 | % of Revenue from Operations | <i>(Amount in ₹ Lakhs)</i> | | | | | |
|---------------|--|------------------------------|---|------------------------------|---|------------------------------|---|------------------------------|
| | | | For the year ended on 31 st March 2024 | % of Revenue from Operations | For the year ended on 31 st March 2023 | % of Revenue from Operations | For the year ended on 31 st March 2022 | % of Revenue from Operations |
| Haryana | 854.23 | 35.33% | 9,382.25 | 84.21% | 7,264.68 | 76.68% | 3791.24 | 51.96% |
| Delhi | - | - | 565.18 | 5.07% | 33.22 | 0.35% | 40.00 | 0.55% |
| Punjab | 2.13 | 0.09% | 88.54 | 0.79% | 675.25 | 7.13% | 1,041.83 | 14.28% |
| Chandigarh | 122.11 | 5.05% | 691.94 | 6.21% | - | - | - | - |
| Uttar Pradesh | - | - | 319.27 | 2.87% | 780.90 | 8.24% | 954.84 | 13.09% |
| Telangana | - | - | 94.65 | 0.85% | 614.46 | 6.49% | 913.12 | 12.52% |
| West Bengal | 1,439.56 | 59.53% | - | - | 105.84 | 1.12% | 555.04 | 7.61% |

b) Up-sell and Cross-sell our Offerings to Increase Revenue

We intend to grow capitalize on opportunities in the growing civil cum interior, MEP and electrical fit-out market, and charge more square feet area as we provide additional services. We intend to continue to engage in up-selling and cross-selling activities to entrench our relationship with our clients. We have historically been able to successfully undertake up-selling and cross-selling of our solutions and deliver value-added services. For instance, for our civil cum interior offering, we have been able to cross-sell our MEP services to a client. Through similar endeavors, we intend to leverage our existing relationships with our clients and their comfort with our services to offer other solutions. We expect this to contribute to growth in our business and revenues.

c) Pursue opportunities in partnering with synergistic businesses to increase revenue diversification

To enhance revenue diversification, we will proactively seek opportunities in synergistic businesses that align with our core services. By partnering with companies that complement our existing offerings, we plan to broaden our service portfolio and access new revenue streams. These strategic moves will allow us to provide integrated solutions, boosting our market presence and lessening our reliance on a single sector. We expect that expanding into these related areas will both raise our revenue and grow our business.



d) Capitalize on upward trend of commercial office setup market in India and government policy initiatives in the sector

India's commercial office setup market is experiencing rapid growth, driven by a combination of expanding industries, a surge in entrepreneurial activity, and the rise of flexible working models. Major cities like Bengaluru, Mumbai, and Delhi NCR remain the core hubs for commercial office spaces, attracting multinational companies and start-ups alike. This growth is supported by robust demand for co-working spaces, shared office facilities, and tech-enabled workplaces. Additionally, the increasing number of foreign direct investments (FDIs) and the establishment of global offices further drive the market's momentum. *(Source: R&D Report)*

A shift towards sustainability and smart office solutions is also gaining traction, with businesses seeking eco-friendly, energy-efficient spaces that enhance employee productivity. The Indian government's policies, such as the Smart Cities Mission and the development of special economic zones (SEZs), are encouraging the creation of modern office infrastructure, particularly in Tier II and Tier III cities. Moreover, with the rise of hybrid working models, office setups are being redefined to focus on flexibility, employee collaboration, and digital integration. As companies continue to prioritize employee wellness and space optimization, the commercial office setup market in India is expected to witness sustained growth in the coming years, presenting lucrative opportunities for real estate developers and service providers. *(Source: R&D Report)*

Table: India Commercial Office Setup Market Revenue Estimates and Forecast, By Type of Office, 2020-2033 (USD Billion)

| Type of Office | 2020 | 2021 | 2022 | 2023 | 2030 | 2032 | 2033 | CAGR% (2024-33) |
|------------------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------------|
| New Construction | 1.513 | 1.637 | 1.773 | 1.923 | 3.512 | 4.153 | 4.531 | 7.97% |
| Renovation and Refurbishment | 0.923 | 0.996 | 1.076 | 1.164 | 2.087 | 2.456 | 2.672 | 7.72% |
| Total | 2.436 | 2.634 | 2.849 | 3.087 | 5.599 | 6.610 | 7.203 | 7.87% |

Table: India commercial office setup market revenue estimates and forecasts, by office size, 2020-2033, (USD billion)

| Type of Office | 2020 | 2021 | 2022 | 2023 | 2030 | 2032 | 2033 | CAGR% (2024-33) |
|----------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------------|
| Small Office | 1.417 | 1.535 | 1.664 | 1.807 | 3.324 | 3.939 | 4.302 | 8.07% |
| Medium Office | 0.324 | 0.351 | 0.380 | 0.412 | 0.749 | 0.886 | 0.966 | 7.93% |
| Large Offices | 0.694 | 0.748 | 0.805 | 0.869 | 1.526 | 1.785 | 1.936 | 7.42% |
| Total | 2.436 | 2.634 | 2.849 | 3.087 | 5.599 | 6.610 | 7.203 | 7.87% |

Overall, we believe that the above-mentioned factors will give us a strong position to take advantage of the industry's growth and expand our market reach.

END USER

End users of our services are corporate clients.

REVENUE BIFURCATION

Contract Wise Revenue

(Amount in ₹ Lakhs)

| Particulars | For the stub period | % of Revenue from | For the year ended | % of Revenue from | For the year ended | % of Revenue from | For the year ended | % of Revenue from |
|-------------|---------------------|-------------------|--------------------|-------------------|--------------------|-------------------|--------------------|-------------------|
| | | | | | | | | |



ARCHFEE GROUP

| | ended on 30 June, 2024 | Operations | on 31 st March 2024 | Operations | on 31 st March 2023 | Operations | on 31 st March 2022 | Operations |
|------------------|------------------------|------------|--------------------------------|------------|--------------------------------|------------|--------------------------------|------------|
| Direct Contracts | 2,204.56 | 91.17 % | 10,052.67 | 90.22% | 2,669.91 | 28.18% | 4,579.17 | 62.76% |
| Sub-contracts | 213.47 | 8.83 % | 1,089.16 | 9.78 % | 6,804.44 | 71.82 % | 2,716.90 | 37.24 % |

Service Wise Revenue

(Amount in lakhs)

| Particulars | For the stub period ended on 30 June, 2024 | % of Revenue from Operations | For the year ended on 31 st March 2024 | % of Revenue from Operations | For the year ended on 31 st March 2023 | % of Revenue from Operations | For the year ended on 31 st March 2022 | % of Revenue from Operations |
|-------------------------------------|--|------------------------------|---|------------------------------|---|------------------------------|---|------------------------------|
| Civil & interior office fit-out | 1,892.79 | 78.28 % | 4,757.52 | 42.70 % | 7,830.26 | 82.65 % | 5,878.77 | 80.57 % |
| Mechanical, Electrical and Plumbing | 167.78 | 6.94 % | 209.09 | 1.88 % | 104.35 | 1.10 % | 87.40 | 1.20 % |
| Electrical fit-out | 357.46 | 14.78 % | 6,175.22 | 55.42 % | 1,539.74 | 16.25 % | 1,329.90 | 18.23 % |

OUR MAJOR CUSTOMERS AND SUPPLIERS

Top 10 Customers

For Stub period ended on June 30, 2024

(Amount in Lakhs)

| Particulars* | For the period ended on June 30, 2024 | % of revenue from operation |
|--------------|---------------------------------------|-----------------------------|
| Customer-A | 1,439.57 | 59.53% |
| Customer-B | 759.50 | 31.41% |
| Customer-C | 166.86 | 6.90% |
| Customer-D | 46.61 | 1.93% |
| Customer-E | 5.00 | 0.21% |
| Customer-F | 0.49 | 0.02% |
| Total | 2,418.03 | 100.00% |

*The masked name has been mentioned on yearly basis.

For F.Y 2023-24

(Amount in Lakhs)

| Particulars* | For the year ended on March 31, 2024 | % of revenue from operation |
|--------------|--------------------------------------|-----------------------------|
|--------------|--------------------------------------|-----------------------------|



ARCHEE GROUP

| | | |
|--------------|------------------|---------------|
| Customer-A | 4,752.81 | 42.66% |
| Customer-B | 4,025.02 | 36.13% |
| Customer-C | 995.32 | 8.93% |
| Customer-D | 565.05 | 5.07% |
| Customer-E | 319.27 | 2.87% |
| Customer-F | 93.85 | 0.84% |
| Customer-G | 120.79 | 1.08% |
| Customer-H | 64.12 | 0.58% |
| Customer-I | 57.30 | 0.51% |
| Customer-J | 21.53 | 0.19% |
| Total | 11,015.06 | 98.86% |

*The masked name has been mentioned on yearly basis.

For F.Y 2022-23

(Amount in lakhs)

| Particulars* | For the year ended on March 31, 2023 | % of revenue from operation |
|--------------|---|--------------------------------|
| Customer-A | 5,836.44 | 61.60% |
| Customer-B | 800.12 | 8.45% |
| Customer-C | 740.87 | 7.82% |
| Customer-D | 658.66 | 6.95% |
| Customer-E | 467.27 | 4.93% |
| Customer-F | 444.05 | 4.69% |
| Customer-G | 105.84 | 1.12% |
| Customer-H | 95.69 | 1.01% |
| Customer-I | 91.53 | 0.97% |
| Customer-J | 76.35 | 0.81% |
| Total | 9,316.83 | 98.34% |

*The masked name has been mentioned on yearly basis.

For F.Y 2021-22

(Amount in lakhs)

| Particulars* | For the year ended on March 31, 2022 | % of revenue from operation |
|--------------|---|--------------------------------|
| Customer-A | 2,618.48 | 35.89% |
| Customer-B | 1,225.60 | 16.80% |
| Customer-C | 913.12 | 12.52% |
| Customer-D | 649.50 | 8.90% |
| Customer-E | 570.72 | 7.82% |
| Customer-F | 203.70 | 2.79% |
| Customer-G | 140.55 | 1.93% |
| Customer-H | 104.31 | 1.43% |
| Customer-I | 73.52 | 1.01% |
| Customer-J | 66.62 | 0.91% |
| Total | 6,566.12 | 90.00% |

*The masked name has been mentioned on yearly basis.

Top 10 Suppliers

(Amount in lakhs)

For stub period ended on June 30, 2024

| Particulars* | For the period ended on | % of Total net |
|--------------|-------------------------|----------------|
|--------------|-------------------------|----------------|



ARCHEE GROUP

| | June 30, 2024 | purchase |
|--------------|---------------|---------------|
| Supplier-A | 117.30 | 10.01% |
| Supplier-B | 53.61 | 4.57% |
| Supplier-C | 57.72 | 4.92% |
| Supplier-D | 91.81 | 7.83% |
| Supplier-E | 30.10 | 2.57% |
| Supplier-F | 56.24 | 4.80% |
| Supplier-G | 115.61 | 9.86% |
| Supplier-H | 11.00 | 0.94% |
| Supplier-I | 52.49 | 4.48% |
| Supplier-J | 20.61 | 1.76% |
| Total | 606.49 | 51.73% |

*The masked name has been mentioned on yearly basis.

For F.Y 2023-24

(Amount in lakhs)

| Particulars* | For the F.Y ended on March 31 2024 | % of Total net purchase |
|--------------|---------------------------------------|----------------------------|
| Supplier-A | 883.63 | 10.34% |
| Supplier-B | 458.87 | 5.37% |
| Supplier-C | 326.97 | 3.83% |
| Supplier-D | 290.61 | 3.40% |
| Supplier-E | 247.38 | 2.90% |
| Supplier-F | 244.05 | 2.86% |
| Supplier-G | 215.77 | 2.53% |
| Supplier-H | 189.37 | 2.22% |
| Supplier-I | 179.58 | 2.10% |
| Supplier-J | 177.19 | 2.07% |
| Total | 3,213.42 | 37.61% |

*The masked name has been mentioned on yearly basis.

For F.Y 2022-23

(Amount in lakhs)

| Particulars | For the F.Y ended on March 31 2023 | % of Total net purchase |
|--------------|---------------------------------------|----------------------------|
| Supplier-A | 329.49 | 5.44% |
| Supplier-B | 258.98 | 4.28% |
| Supplier-C | 194.50 | 3.21% |
| Supplier-D | 193.51 | 3.19% |
| Supplier-E | 120.65 | 1.99% |
| Supplier-F | 120.04 | 1.98% |
| Supplier-G | 108.65 | 1.79% |
| Supplier-H | 106.50 | 1.76% |
| Supplier-I | 101.67 | 1.68% |
| Supplier-J | 98.00 | 1.62% |
| Total | 1,631.99 | 26.94% |

*The masked name has been mentioned on yearly basis.

For F.Y 2021-22

(Amount in lakhs)

| Particulars* | For the F.Y ended on March 31 2022 | % of Total net purchase |
|--------------|---------------------------------------|----------------------------|
| Supplier-A | 316.97 | 5.76% |
| Supplier-B | 306.88 | 5.58% |
| Supplier-C | 274.99 | 5.00% |
| Supplier-D | 236.58 | 4.30% |
| Supplier-E | 134.25 | 2.44% |
| Supplier-F | 127.96 | 2.33% |
| Supplier-G | 120.29 | 2.19% |
| Supplier-H | 85.52 | 1.56% |
| Supplier-I | 83.18 | 1.51% |
| Supplier-J | 53.00 | 0.96% |
| Total | 1,739.62 | 31.64% |

*The masked name has been mentioned on yearly basis.

INSTALLED CAPACITY & CAPACITY UTILIZATION

Our Company is operating into service sector, hence existing installed capacities and capacities utilization for past three years are not applicable on our company.

COLLABORATIONS/TIE UPS/ JOINT VENTURES

As on date of the Draft Red Herring Prospectus, our Company does not have any Collaborations/Tie-ups/Joint Ventures.

EXPORT OBLIGATION

Our Company does not have any export obligation, as on date of this Draft Red Herring Prospectus.

SALES AND MARKETING

For the success of the Company, marketing and client network is crucial. Our Company has a strong relationship with our clients who have been associated with our Company for a long period. Our sales & marketing team has experienced personnel who continuously communicate with the clients in order to understand their concerns and needs. This also helps Company in developing and improving the services offered along with enhancement of customer experience. We actively engage with our customers to gather feedback on the quality of our work and use this valuable input to make improvements.

COMPETITION

Our competition varies by market, geographic areas and type of services. We face fair competition from both organized and unorganized players in the market. We believe that our experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players. Further being no entry barriers in the industry and growing Industry is attracting people towards it, which direct that there may be stiff competition in future. We believe that we are able to compete effectively in the market with our quality of services and our reputation. We believe that the principal factors affecting competition in our business include client relationships, reputation, and the relative quality and price of the services.

INFRASTRUCTURE & UTILITIES

- a. **Materials** - Timely material supply is a critical factor in ensuring the punctual completion of projects. Our material requirements are contingent on project-specific designs, customer specifications, and on-site work necessities. The primary material used by our company for all the services includes wood, metal, glass films, bonded level screeding, wall tiles, MDF, plywood among others, PVC conduit pipes and fittings, electrical switches, wires and cables, boxes and enclosures and other electrical accessories. Most of our material procurement involves direct engagement with suppliers, and the materials are subsequently delivered directly to project sites. This approach ensures the prompt and precise supply of the required materials.
- b. **Power** - Our company relies on a power supply from Suncity Projects Private Limited, to meet routine office requirements, such as lighting and system operations. Furthermore, for project sites, power requisites are arranged by customers.
- c. **Water** - At project sites, water requirements are arranged in cooperation with our clients, ensuring that an adequate water supply is available. Water needs for offices and other purposes are entirely met through local sources at our existing premises.
- d. **Software:** The company uses ZWCAD software. ZWCAD is a Computer-Aided Design (CAD). It is used for creating 2D and 3D drawings and designs.

HEALTH, SAFETY AND CERTIFICATIONS

We are committed to globally accepted best practices and compliance with applicable health, safety and environmental legislation and other requirements in our operations. We hold ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018 certifications, which are internationally recognized standards that showcase our dedication to excellence across multiple domains.

ISO 9001:2015: Quality management system.

ISO 14001:2015: Environmental management system.

ISO 45001:2018 Occupational health and safety management.

HUMAN RESOURCES

Our employees are key contributors to the success of our business. As on November 30, 2024, we had 114 permanent employees, who look after our day-to-day business operations, marketing and accounting functions. Below are the details of the department-wise employee of the Company.

| Department | No. of employees |
|------------------------|------------------|
| Accounts and Finance | 3 |
| Legal & Compliance | 2 |
| Admin and HR | 9 |
| Billing | 2 |
| Design | 4 |
| Sales & Marketing | 2 |
| Health & Safety | 5 |
| Procurement / Purchase | 3 |
| Project Sites | 84 |
| Total | 114 |

Employees and Related Costs/ Expenses

The following table presents the details of the number of employees and related costs / expenses for the fiscal years period up to June 30, 2024 and for the financial year 2023-24, 2022-23 and 2021-22, as per the guidelines issued by the Association of Investment Bankers of India:

(Amount in lakhs)

| Particulars | For the stub period ended on 30 June, 2024 | As at | | |
|------------------------------|--|------------|------------|------------|
| | | FY 2023-24 | FY 2022-23 | FY 2021-22 |
| Number of Employees | 106 | 110 | 92 | 80 |
| Employee Benefit Expenses | 234.93 | 1,031.38 | 817.49 | 541.91 |
| Revenue from Operations | 2,418.03 | 11,141.83 | 9,474.35 | 7,296.07 |
| % of Revenue from Operations | 9.72 % | 9.26 % | 8.63 % | 7.43 % |

INSURANCE

We are subject to various risks inherent in the industry in which we operate, as well as personal injuries, fires, natural disasters, spread of communicable diseases, acts of terrorism and other unforeseen events. Accordingly, we have obtained insurance policies covering losses due to fire, burglary, terrorism, earthquake and allied perils. When we undertake a project, we are contractually obligated to obtain insurance coverage for the specific sites. However, it's important to note that we currently do not possess a Key Men Insurance policy for our Key Managerial Persons. While our existing insurance provides a level of protection, there is no guarantee that these policies will fully cover potential losses resulting from any business interruptions.

The following table sets forth details of our insurance coverage as on March 31, 2024, March 31, 2023, March 31, 2022:

(Amount in lakhs unless specified otherwise)




| Particulars | Net Book Value of Tangible Fixed Assets | | | Inventory including Finished Goods, Traded Goods, Work in Progress and Raw material | | |
|---|---|----------------|----------------|---|----------------|----------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2022 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Net value of Assets (A) | 616.73 | 468.93 | 419.59 | 4,998.25 | 2,625.00 | 2,565.59 |
| Insurance Coverage on Assets (B) | 523.03 | 423.20 | 165.71 | 6,817.35 | 4,232.54 | 3,989.40 |
| Percentage of Insurance Coverage (C) [B/A] | 84.81% | 90.25% | 39.49% | 136.39% | 161.24% | 155.50% |

See "Risk Factors – Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business." on page 50.

INTELLECTUAL PROPERTY

Our Company has made the below applications for the registration of our name and logo with the Trademarks Registry under Class 36, 37 & 42 which are pending for approval as on the date of this Draft Red Herring Prospectus.

| S. No | Trademark | Class | TM Category | Owner | Certificate/ Application | Issuing Authorit | Status |
|-------|-----------|-------|-------------|-------|--------------------------|------------------|--------|
|-------|-----------|-------|-------------|-------|--------------------------|------------------|--------|

| | | | | No. & Date | | y | |
|----|--|----|--|---|--|----------------------------------|-------------------------|
| 1. |  | 36 | Financial, monetary and banking services; Insurance services; Real estate services | Archee Group Contracts Private Limited | App. No.: 6565499 App. Date: 08/08/2024 | Registrar of Trademark | Formalities Chk Pass |
| 2. | Archee Group | 36 | Financial, monetary and banking services; Insurance services; Real estate services | Archee Group Contracts Private Limited | App. No.: 6565496 App. Date: 08/08/2024 | Registrar of Trademark | Formalities Chk Pass |
| 3. |  | 37 | Construction services; Installation and repair services; Mining extraction, oil and gas drilling | Archee Group Contracts Private Limited | App. No.: 6565500 App. Date: 08/08/2024 | Registrar of Trademark | Formalities Chk Pass |
| 4. | Archee Group | 37 | Construction services; Installation and repair services; Mining extraction, oil and gas drilling | Archee Group Contracts Private Limited | App. No.: 6565497 App. Date: 08/08/2024 | Registrar of Trademark | Formalities Chk Pass |
| 5. |  | 42 | Scientific and technological services and research and design relating thereto; Industrial analysis, industrial research and industrial design services; Quality control and authentication services; Design and development of computer hardware and software | Archee Group Contracts Private Limited | App. No.: 6565501 App. Date: 08/08/2024 | Registrar of Trademark | Formalities Chk Pass |
| 6. | Archee Group | 42 | Scientific and technological services and research and design relating thereto; Industrial analysis, industrial research and industrial design services; Quality control and authentication services; Design and development of computer hardware and software | Archee Group Contracts Private Limited | App. No.: 6565498 App. Date: 08/08/2024 | Registrar of Trademar k | Formalities Chk Pass |

WEBSITE

Our Company has domain name "www.archeegroup.com" registered in its name.

| Sr. No. | Domain Name and ID | Sponsoring Registrar | Creation date | Expiry Date |
|---------|---|------------------------|-----------------------|-----------------------|
| 1. | Domain Name: www.archeegroup.com Domain ID: 1518258392 | Wild West Domains, LLC | September 07, 2008 | September 07, 2025 |

LAND & PROPERTIES

The details of the key properties used by our Company for our operations are set forth below:

| S. No | Owner | Address of the property | Owned/ Leased | Date of Agreement | Purpose |
|-------|--|--|---|-----------------------|----------------------|
| 1. | Archee Group Contracts Private Limited | Unit 205, Floor 2, 2027 SQ. FTs. Suncity Trade Tower, Sector - 21, Gurugram - 122016 | Owned | August 2, 2019 | Registered office |
| 2. | Archee Group Contracts Private Limited | Unit 206, Floor 2, 1429 SQ. FTs. Suncity Trade Tower, Sector - 21, Gurugram - 122016 | Owned | August 2, 2019 | Registered office |
| 3. | Anil Kataria | Khasra no. 2017, Old Delhi Road, sukhrali Enclave, Atul Kataria Chowk, Gurugram, Haryana. | Leased for a period of 11 years | August 27, 2024 | Warehouse |
| 4. | Rohit Kataria & Mohit Kataria | Warehouse No.04, Khasra no. 2017, Old Delhi Road, sukhrali Enclave, Atul Kataria Chowk, Gurugram, Haryana. | Leased for a period of 11 months | September 2, 2024 | Warehouse |
| 5. | Sanjay Singh | H. No-75, Uttaranchal Enclave, Street No-2, Kamalpur, Burari, North Delhi, Delhi, 110084 | Leased for a period of 11 months | August 17, 2024 | Branch office |
| 6. | Darshana Kaushal | Shop no. 36/4, Pipli Wala Town, Manimajra, Chandigarh-160101 | Leased for a period of 11 months | May 30, 2024 | Branch office |
| 7. | Anil Jamanlal Sahjwani | 1, Mandar, 193 Turner Road, Bandra West, Mumbai City, Maharashtra, 400050 | Leased for a period of 11 months | August 28, 2024 | Branch office |
| 8. | Suman Lata | Cabin No. 11, Second Floor, SCF 103, Phase- XI, Mohali, Punjab | Leased for a period of 11 months | August 21, 2024 | Branch office |
| 9. | Abhay K Deshpande | Flat 203, 3-3-61/1/A/203, Yash Kirti Nivas, Gokhale Nagar, Ramnathpur, Hyderabad, Telangana, 500013 | Leased for a period of 11 months | August 10, 2024 | Branch office |
| 10. | Nitin Sahjwani | 351, ATS Greens, Village Sec -93 A, Uttar Pradesh, 201301 | Leased for a period of 11 months | August 20, 2024 | Branch office |
| 11. | AWFIS Space Solutions Ltd. | 11 th Floor, BP Block, Sector-5, Bidhannagar, North 24 Parganas, Salt Lake, Kolkata, West Bengal | Leased for a period of 11 months and 20 days | September 16, 2024 | Branch office |
| 12. | Proworks coworking space | 235, Binnamangala, 2 nd Floor, 13 th Crossroad, Indira Nagar, 2 nd Stage Bengaluru - 560038 | Leased for a period 11 months 27 days | September 17, 2024 | Branch office |

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and other Statutory Approvals” on page 263.

STATUTORY AND COMMERCIAL LAWS

The Companies Act, 2013 & Companies Act, 1956

The Companies Act, 2013, has replaced the Companies Act, 1956, in a phased manner. The Companies Act, 2013 received the assent of the President of India on August 29, 2013. The Ministry of Corporate Affairs has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Companies Act primarily regulates the formation, financing, functioning, and winding up of companies. The Companies Act, 2013 prescribes regulatory mechanisms regarding all relevant aspects including organizational, financial and managerial aspects of companies.

Indian Contract Act, 1872

The Indian Contract Act, 1872 (“**Contract Act**”) codifies the way in which a contract is entered, executed, and implemented and the implications of a breach of a contract. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced, as amended from time to time. It determines the circumstances in which a promise made by the parties to a contract shall be legally binding on them. Each contract creates some rights and duties upon the contracting parties. The Contract Act deals with the enforcement of these rights and duties upon the parties. The Contract Act also lays down provisions of indemnity, guarantee, bailment, and agency. Provisions relating to the sale of goods and partnerships which were originally in the Act are now the subject matter of separate enactments viz., the Sale of Goods Act, 1930 and the Indian Partnership Act 1932. The objective of the Contract Act is to ensure that the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

The Arbitration & Conciliation Act, 1996

The Arbitration and Conciliation Act, 1996 (“**A&C Act**”) provides a framework for the resolution of disputes through arbitration and conciliation. The main aim of A&C Act is to promote alternative dispute resolution mechanisms and offer cost-effective, and private alternative to court litigation. Arbitration or conciliation is initiated based on an agreement between the parties or by a court order. In arbitration proceedings the tribunal conducts hearings, gathers evidence, and issues an award based on the proceedings. In conciliation proceedings, the conciliator engages with the parties to help them reach a mutually acceptable resolution. The arbitral award is the final decision of the arbitrator(s), which is binding on the parties. The arbitral award has the same force of decree as that the court decree.

Consumer Protection Act, 2019

The Consumer Protection Act, 2019 (“**Consumer Act**”), has repealed Consumer Protection Act, 1986 and provides for the protection of the interest of the consumers and the settlement of disputes raised by the consumers. The provisions of the Consumer Protection Act, 2019 have been made effective vide notification no. F. No. J-9/1/2020-CPU dated July 23, 2020, and notification no. F. No. J-9/1/2020-CPU dated July 15, 2020, as issued by the Central Government. The Consumer Act sets out a mechanism for consumers to file complaints against, inter alia, service providers in cases of

deficiencies in services, unfair or restrictive trade practices, and excessive pricing. A three-tier consumer grievance redressal mechanism has been implemented pursuant to the Consumer Act, at the national, state, and district levels. Further, the Consumer Act established a Central Consumer Protection Authority to promote, enforce, and protect the rights of consumers. If the allegations specified in a complaint about the services provided are proved, the service provider can be directed to inter alia remove the deficiencies in the services in question, return to the complainant the charges paid by the complainant, and pay compensation, including punitive damages, for any loss or injury suffered by the consumer. Non-compliance with the orders of the authorities may attract criminal penalties in the form of fines and/or imprisonment.

Competition Act, 2002

The Competition Act, 2002 aims to anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The act deals with the prohibition of agreements and anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the act. The prima facie duty of the Competition Commission established under the act is to eliminate practices having adverse effects on competition, promote and sustain competition, protect the interests of the consumer, and ensure freedom of trade.

Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 was enacted in order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“MSME”). As per the notification no. F. No. 2/1(5)/2019-P&G/Policy (Pt.-IV) dated June 01, 2020, the Central Government notified the following criteria for the classification of MSME with effect from July 01, 2020: as a micro-enterprise, where the investment in plant and machinery or equipment does not exceed One Crore Rupees and turnover does not exceed Five Crore Rupees; a small enterprise, where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed Fifty Crore Rupees; and a medium enterprise, where the investment in plant and machinery or equipment does not exceed Fifty Crore Rupees and turnover does not exceed Two Hundred and Fifty Crore Rupees.

Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899 and other State specific stamp legislations (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property and other instruments specified therein. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

Municipality Laws

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

The Negotiable Instruments Act, 1881

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881 (“NI Act”). The NI Act provides effective legal provision to restrain persons from issuing cheques without having sufficient funds in their account and any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the NI Act creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker.

LEGISLATIONS RELATING TO LABOUR AND EMPLOYMENT

Employees State Insurance Act, 1948

Employees State Insurance Act, 1948 (“**ESI Act**”) as amended, provides for certain benefits to employees in case of sickness, maternity, and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Employees Provident Fund and Miscellaneous Provisions Act, 1952, and the schemes formulated there under

This Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“**EPF Act**”) provides for the institution of provident funds, family pension funds, and deposit-linked insurance funds for the employees in factories and other establishments. Accordingly, the following schemes are formulated for the benefit of such employees:

- (i) **The Employees Provident Fund Scheme, 1952:** As per this scheme, a provident fund is constituted and both the employees and employer contribute to the fund at the rate of 12% (or 10% in certain cases) of the basic wages, dearness allowance and retaining allowance, if any, payable to employees per month.
- (ii) **The Employees’ Pension Scheme, 1995:** The employees’ pension scheme is a pension scheme for survivors, old aged and disabled persons. This scheme derives its financial resources by partial diversion from the provident fund contribution, the rate is 8.33%. Thus, a part of the contribution representing 8.33% of the employee’s pay shall be remitted by the employer to the employee’s pension fund within fifteen (15) days of the close of every month by a separate bank draft or cheque on account of the employees’ pension fund contribution in such manner as may be specified in this behalf by the appropriate authority constituted under the EPF Act.
- (iii) **The Employees Deposit Linked Insurance Scheme, 1976:** As per this scheme, the contribution by the employer shall be remitted by him together with administrative charges at such rate as the Central Government may fix from time to time under Section 6C (4) of the EPF Act, to the insurance fund within fifteen (15) days of the close of every month by a separate bank draft or cheque or by remittance in cash in such manner as may be specified in this behalf by the appropriate authority constituted under the EPF Act.

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

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

The Payment of Wages Act, 1936

The Payment of Wages Act applies to the persons employed in the factories and to persons employed in industrial or other

establishments, either directly or indirectly through a sub-contractor, where the monthly wages payable to such persons is less than ₹ 24,000/-. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

The Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965, as amended (“**PoB Act**”) provides for payment of minimum bonuses to factories, and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due. The minimum bonus to be paid to each employee is 8.33% of the annual salary or wage or ₹100, whichever is higher.

The Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 (“**Maternity Act**”) provides for leave and the right to payment of maternity benefits to women employees in case of confinement or miscarriage, etc. The Maternity Act is applicable to every establishment being a factory, mine, or plantation inter alia to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the State Government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the provisions of the Maternity Act to any specific establishments or class of establishments, industrial, commercial, agricultural or otherwise. The Maternity Benefit (Amendment) Act, 2017 amended the Maternity Act to provide for the increase of paid maternity leave from 12 to 26 weeks unless the mother has two or more surviving children and introduced a mandatory provision for creche facilities for employers with more than 50 employees.

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948, as amended (“**Minimum Wages Act**”) provides a framework for State Governments to stipulate the minimum wage applicable to a particular industry. The minimum wage may consist of a basic rate of wages and a special allowance, or a basic rate of wages and the cash value of concessions in respect of supplies of essential commodities, or an all-inclusive rate allowing for the basic rate, the cost-of-living allowance and the cash value of the concessions, if any. Workmen are to be paid for overtime at overtime rates stipulated by the appropriate government.

In order to rationalize and reform all labour laws in India, the Government of India has notified four labour codes that are yet to come into force as of the date of this Draft Red Herring Prospectus, which are as follows:

- (i) The Code on Social Security, 2020*
- (ii) The Code on Wages, 2019*
- (iii) Industrial Relations Code, 2020*
- (iv) Occupational Safety, Health and Working Conditions Code, 2020*

** These codes have become partly applicable and shall become fully effective on the day that the Government shall notify for this purpose.*

Shops and Establishment Laws

The shops and establishment laws govern a company in the states where it has offices/godowns/shops. It regulates the conditions of work and employment in shops and commercial establishments and generally prescribes obligations in respect of registration, opening and closing hours, daily and weekly working hours, health and safety measures, and wages for overtime work.

Contract Labour (Regulation and Abolition) Act, 1970, as amended (the “CLRA”)

The CLRA requires establishments that employ or have employed on any day in the previous 12 months, 20 or more workmen as contract labour to be registered and prescribes certain obligations with respect to the welfare and health of contract labour. The CLRA places an obligation on the principal employer of an establishment to which the CLRA applies to make an application for registration of the establishment. In the absence of registration, contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a licence and not to undertake or execute any work through contract labour except under and in accordance with the licence issued. To ensure the welfare and health of contract labour, the CLRA imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities, and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period.

The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 (“Construction Workers Act”)

The Construction Workers Act provides for the establishment of ‘Boards’ at the state level to regulate the administration of the Construction Workers Act. All enterprises involved in construction are required to be registered within 60 days from the commencement of the construction works. The Construction Workers Act also provides for regulation of employment and conditions of service of building and other construction workers including safety, health and welfare measures in every establishment which employs or employed during the preceding year, 10 or more workers in building or other construction work. However, it does not apply in respect of residential houses constructed for one’s own purpose at a cost of less than ₹ 0.1crore and in respect of other activities to which the provisions of the Factories Act, 1948 and the Mines Act, 1952 apply.

Child and Adolescent Labour (Prohibition and Regulation) Act, 1986

The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986 (“**Child Labour Act**”) prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

Other Labour law legislations:

In addition to the aforementioned material legislations that are applicable to our Company, some of the other labour legislations that may be applicable to our Company include the following:

- (i) Payment of Gratuity Act, 1972;
- (ii) State-wise Labour welfare fund legislations and rules made thereunder;
- (iii) Industrial Disputes Act, 1947
- (iv) The Employees’ Compensation Act, 1923
- (v) The Apprentices Act, 1961

TAX LAWS

The Income Tax Act, 1961

The Income Tax Act, 1961 (“**Tax Act**”) deals with the taxation of individuals, corporate, partnership firms, etc. As per the provisions of the Tax Act, the rates at which they are required to pay tax are calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of books of accounts and relevant supporting documents and registers are mandatory under the Tax Act. Filing of returns of income is compulsory for all assesses. The maintenance of books of accounts and relevant supporting

documents and registers are mandatory under the Tax Act.

Goods and Services Tax

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by central on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the central and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen-digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon. GST has replaced following indirect taxes and duties at the central and state levels.

The Customs Act, 1962, and Customs Tariff Act, 1975.

The stipulations prescribed by the Customs Act of 1962 and its corresponding regulations are enforceable during the importation of goods into India from foreign territories, as well as during the exportation of goods from India to foreign destinations. Additionally, the Customs Tariff Act of 1975 establishes the applicable rates for the imposition of customs duties as per the provisions outlined in the Customs Act of 1962.

Professional Tax

Professional tax is a state level tax which is imposed on income earned by way of profession, trade, calling or employment. At present, professional tax is imposed only in Karnataka, Bihar, West Bengal, Andhra Pradesh, Telangana, Maharashtra, Tamil Nadu, Gujarat, Assam, Kerala, Meghalaya, Odisha, Tripura, Madhya Pradesh, and Sikkim.

INTELLECTUAL PROPERTY LAWS

The Trademarks Act, 1999

The Trademarks Act, 1999 (“**TM Act**”) provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the TM Act is to grant exclusive rights to marks such as a brand, label, and to obtain relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits the registration of deceptively similar trademarks and provides for penalties for infringement, falsifying, and falsely applying trademarks.

FOREIGN INVESTMENT REGULATIONS

Foreign Trade (Development and Regulation) Act, 1992, and the Foreign Trade Policy of India, 2023

The Foreign Trade (Development and Regulation) Act, 1992 (“**FTA**”) seeks to increase foreign trade by regulating imports and exports to and from India. It authorizes the Government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The Foreign Trade Policy of India, 2023 is notified by Central Government, in the exercise of powers conferred under Section 5 of the FTA, as amended. In accordance with



Policy 2023, an entity is required to mandatorily apply for the Importer-Exporter Code (“**IEC**”) for undertaking import/export activities.

Foreign Exchange Management Act, 1999, and rules and regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) which relates to regulation primarily by the RBI and the rules, regulations, and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations (as defined hereunder), no prior consents and approvals are required from the RBI, for foreign direct investment (“**FDI**”) under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in the exercise of its power under the FEMA, has notified the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 vide notification F.No. 1/14/EM/2015 dated October 17, 2019 (“**FEMA Regulations**”) which governs transfer by or issue security to a person resident outside India. FEMA Regulations repealed the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, and Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018.

Foreign Direct Investment Policy, 2020

With the intent and objective of the Government of India to attract and promote foreign direct investment in order to supplement domestic capital, technology, and skills, for accelerated economic growth. The Government of India has put in place a policy framework on Foreign Direct Investment, which is transparent, predictable, and easily comprehensible. This framework is embodied in the Circular on Consolidated FDI Policy, which may be updated every year, to capture and keep pace with the regulatory changes, effected in the interregnum. The Department of Industrial Policy and Promotion (DIPP), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through press notes/press releases which are notified by the RBI as amendments to the Foreign Exchange Management (Transfer or Issue of Security by Persons Resident Outside India) Regulations, 2000. These notifications take effect from the date of issue of press notes/ press releases unless specified otherwise therein. In case of any conflict, the relevant FEMA Notification will prevail. The procedural instructions are issued by the RBI vide A.P. (DIR Series) Circulars. The regulatory framework, over a period, thus, consists of Acts, Regulations, Press Notes, Press Releases, Clarifications, etc.

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OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Brief history of our Company:

Our Company was originally incorporated in the name and style of “Archee Group Contracts Private Limited” a private limited company under the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana pursuant to a certificate of incorporation dated May 16, 2011, bearing Corporate Identification Number (CIN) U70200HR2011PTC042960. Subsequently, our Company acquired the entire running business along with assets and liabilities of “M/s. Archee Group”, a sole proprietorship concern of our Promoter Ms. Monika Dhaka, which was in existence for over 11 years vide a Business Transfer Agreement dated February 23, 2012. The acquisition of the proprietorship concern enabled our Company to effectively build a successful business legacy, strengthened our brand, enhanced our workforce, and expanded our customer base. Later, our company was converted into a public company “Archee Group Contracts Limited” vide fresh certificate of incorporation dated August 09, 2024, issued by Central Processing Centre bearing CIN U70200HR2011PLC042960.

For information on our Company’s profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, please refer the sections titled “*Our Business*”, “*Our Industry*”, “*Our Management*”, “*Financial information of the Company*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” on pages 165, 126, 201, 225, and 233, respectively.

Changes in the Registered Office of the Company since Incorporation:

The Registered office of the Company is presently situated at 205-206, Second Floor, Suncity Trade Tower, Sector 21, Old Delhi Gurugram Road, Industrial Complex Dundahera, Gurgaon, Haryana, India, 122016. The details of change of Registered Office of the Company are as follows:

| S. No. | Date of Change | Shifted From | Shifted To |
|--------|--------------------|--|---|
| 1. | November 04, 2017 | GH-1/5B, Gurgaon One Apartments Sector 22 -23, Gurgaon, Haryana – 122001, India | Villa No. 10 Gurgaon, 1 Apartment Sector 22 -23, Gurgaon, Gurgaon, Haryana, India, 122001, India |
| 2. | September 05, 2024 | Villa No. 10 Gurgaon, 1 Apartment Sector 22 -23, Gurgaon, Gurgaon, Haryana, India, 122001, India | Second Floor, Plot No 18, Wing B Sector 32 Gurugram, Gurgaon, Gurgaon, Sadar Bazar, Haryana, India, 122001 |
| 3. | November 06, 2024 | Second Floor, Plot No 18, Wing B Sector 32 Gurugram, Gurgaon, Gurgaon, Sadar Bazar, Haryana, India, 122001 | 205-206, Second Floor, Suncity Trade Tower, Sector 21, Old Delhi Gurugram Road, Industrial Complex Dundahera, Gurgaon, Haryana, India, 122016 |

Main Objects of our Company as per the Memorandum of Association:

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

- To acquire by purchase, lease, exchange or otherwise deal in India or abroad in land, estates, buildings, hereditaments flats, garages, houses, halls, godowns, mills, factories, chawls, dwelling houses, or other landed properties of any description and any estate or interest therein or rights connected therewith and to turn the same to account as may be expedient and in particular by laying out and preparing building site by plating, paving, draining, and cultivating land and by demolishing, constructing, reconstructing, altering, improving, decorating, furnishing, maintaining, administering, equipping the same and to do various types of construction of buildings, houses, garages, halls, flats, office premises, shops, residential accommodation, Cinema halls, hotels, clubs, godown, warehouses, mills, factories, chawls, dwelling houses, bridges or other landed properties and construction jobs, works and conveniences of all kinds and by consolidation and connecting and subdividing properties by leasing*

or otherwise disposing of the same and to advance money and to enter into contracts and agreements of lands with builders, tenants, occupiers and others.

2. To Issue design and planning consultancy, vastu-kala and feng-shui consultancy, green- design consultancy and project management consultancy services for all types of architectural, interior, building services, landscape, heritage conservation and urban projects of different scales and of different types (Residential/ Institutional/Corporate/ Hospitality/Healthcare/Transport/Retail/Entertainment/Masterplans).
3. To promote and undertake the work of constructing buildings, offices, ware houses, godowns, stores, open ware houses, ware housing complex, cold storage, safe deposit vaults, garages, tin shares, structures meant for storing, keeping, or preserving any goods, articles or things and to carry on business in any of its branches as ware housing, storekeeping, godown keeping, transporting, trafficking, handling, loading, and unloading, clearing, forwarding, dumping, preserving any goods, commodities, articles or things by whatever name called and to issue receipts, certificate and warrants to persons warehousing goods and articles with the company.
4. To carry on the business of contractors, sub-contractors, quasi contractors whether for government or for semi government bodies or corporation or company or society or body corporate or firms or individuals or schools or clubs or other bodies or private works and to undertake contracts and sub contracts relating to construction, modification, repairing, alteration, construction, removal, redecoration, redesigning, enlarging, improving and designing of civil work, building for whatever use, roads, approach roads, streets, circles, squares, parks, gardens, statues, parking places, bridges, dams, water courses and reservoirs, tunnels, earth works, sewers, tanks, drains, sewage, light houses, towers, transmission towers, pipe lines, underground cables, railway tracks, railway sidings, run ways ship yards, stock yards, culverts, channels whether on turnkey basis or on labour contracts or otherwise.
5. To carry on the business of engineering contractors undertaking and executing contract works or construction of building-residential, commercial, or industrial or roads, bridges and other super structures and installation or all types of structures, foundations including pilling on behalf of various organizations, contractors, engineers, architects, surveyors, designers, decorators and of government (state and central) government undertaking, local bodies in any part of India or of the world or otherwise assist or take part in construction, maintenance, development, working, control and management thereof.

Amendments to the Memorandum of Association:

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

| Date of Meeting | Type of Meeting | Nature of Amendments |
|--------------------|-----------------|---|
| February 20, 2012 | EGM | Memorandum of Association of our company was amended to reflect the increase in the authorized share capital of the Company from 10.00 Lakhs divided into 1,00,000 Equity Shares of ₹10/- each to ₹150.00 Lakhs divided into 15,00,000 Equity Shares of ₹10/- each. |
| September 30, 2013 | EGM | Memorandum of Association of our company was amended to reflect the increase in the authorized share capital of the Company from 150.00 Lakhs divided into 15,00,000 Equity Shares of ₹10/- each to ₹300.00 Lakhs divided into 30,00,000 Equity Shares of ₹10/- each. |
| June 27, 2024 | EGM | Clause I of the Memorandum of Association was amended to reflect change in the name of Archee Group Contracts Private Limited to Archee Group Contracts Limited pursuant to conversion of company from private limited to public limited. Adoption of new set of Memorandum of Association as per provision of Companies Act, 2013 |



| | | |
|-----------------|-----|---|
| August 12, 2024 | EGM | Memorandum of Association of our company was amended to reflect the increase in the authorized share capital of the Company from 300.00 Lakhs divided into 30,00,000 Equity Shares of ₹10/- each to ₹1,500.00 Lakhs divided into 1,50,00,000 Equity Shares of ₹10/- each. |
|-----------------|-----|---|

Adopting New Set of Articles of Association of the Company

Our Company was originally incorporated on May 16, 2011 under the provisions of the Companies Act, 1956. Since then, the Articles of Association were modified only once in the Extraordinary General Meeting held on June 27, 2024.

Major Key Events, Milestone and Achievements of our Company:

The Table below sets forth some of the major key events, milestones and achievements in the history of our company:

| Year | Key Events / Milestone / Achievements/ Awards/ Recognitions/ Accreditations |
|------|--|
| 2011 | Incorporation of the Company under the name Archee Group Contracts Private Limited. |
| 2012 | Takeover of running business of “Archee Group”, a sole proprietorship of Ms. Monika Dhaka |
| 2017 | The Labour Department of the Government of NCT of Delhi issued the Electrical Contractors License. |
| 2022 | Received ISO accreditation ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018. |
| 2023 | Certification of appreciation for health, safety, and occupational performance on the Project Sametam_Amex_New_Campus |
| | Awarded for achieving 2 million safe man-hours without any Lost Time Injuries (LTI) on the Project Sametam_Amex_New_Campus |
| 2024 | Conversion of the Company from Private Limited to Public Limited Company. |

Credit Rating

CRISIL Ratings has, reaffirmed its 'CRISIL BB+/Stable' rating on the long-term bank facility of our company via certificate dated July 18, 2024.

Other details about our Company:

For details of our Company’s activities, services, growth, awards & recognitions, marketing strategy, competition and our customers, please refer section titled “**Our Business**”, “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” and “**Basis for Offer Price**” on pages 165, 233 and 115, respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “**Our Management**” and “**Capital Structure**” beginning on page 201 and 86, respectively.

Capital Raising (Debt / Equity)

For details in relation to our capital raising activities through equity, please refer to the chapter titled “**Capital Structure**” beginning on page 86, of this Draft Red Herring Prospectus. For details of our Company’s debt facilities, see “**Statement of Financial Indebtedness**” on page 226.

Lock-out or Strikes

There have been no lock-outs or strikes in our Company since inception.

Changes in activities of our Company during the last five (5) Years

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Draft Red Herring Prospectus.

Our Holding Company

As of the date of the Draft Red Herring Prospectus, our Company is not a subsidiary of any company.

Our Subsidiary

Our company does not have any subsidiary or associate or joint venture. For details in relation to Our Group Companies, please refer to the chapter titled “*Our Promoters and Promoter Group*” on page 217.

Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.

Except as disclosed in this Draft Red Herring Prospectus, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Injunction or Restraining Order

Except as disclosed in the section titled “*Outstanding Litigation and Material Developments*” beginning on page 256, there are no injunctions/restraining orders that have been passed against the Company.

Number of shareholders of our Company

Our Company has 14 (Fourteen) shareholders as of the date of this Draft Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “*Capital Structure*” beginning on page 86.

Changes in the Management

For details of change in Management, please see chapter titled “*Our Management*” on page 201.

Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company

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

Shareholders Agreements

There are no subsisting shareholder agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Red Herring Prospectus.

Collaboration Agreements

As on date of this Draft Red Herring Prospectus, Our Company is not a party to any collaboration agreements.

Material Agreement

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

Strategic or Financial Partners

Except as disclosed in this Draft Red Herring Prospectus, Our Company does not have any strategic or financial partners as on the date of this Draft Red Herring Prospectus.

Time and Cost Overruns in Setting up Projects

There has been no time / cost overrun in setting up projects by our Company.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Draft Red Herring Prospectus.

Other Agreements

i. Non-Compete Agreement:

Our Company has not entered into any No- compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

ii. Joint Venture Agreement:

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Red Herring Prospectus.

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OUR MANAGEMENT

Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus:

| Name, Father's Name Designation, Age, Date of Birth, Address, Occupation, Nationality, Qualification, Current term, Period of Directorship and DIN | Other directorships |
|--|---|
| <p>Nitin Sahjwani Father's Name: Hari Krishan Sahjwani Designation: Managing Director Age: 51 years Date of Birth: September 5, 1973 Address: Flat no. 0351, A.T.S. Green Village, Sector 93A, Noida, Gautam Buddha Nagar, Uttar Pradesh- 201304 Occupation: Business Nationality: Indian Qualification: Bachelor of Engineering Current Term: Change in designation as Managing Director of the company for a period of 5 years, w.e.f. August 10, 2024, not liable to retire by rotation Period of Directorship: w.e.f. May 16, 2011 DIN: 03349163</p> | <p>1. Signage Technology Private Limited</p> |
| <p>Abhishek Dhaka Father's Name: Ram Phall Dhaka Designation: Whole Time Director Age: 49 Years Date of Birth: November 15, 1974 Address: House no. – GG- 10, Gurgaon One Apartment Old Delhi Jaipur Road, Sector – 22, Palam Road, Gurgaon, Haryana, 122015 Nationality: Indian Occupation: Business Qualification: Bachelor's in architecture Current Term: Re-appointed as Whole-Time Director for 5 years w.e.f December 10, 2023, shall be liable to retire by rotation. Period of Directorship: w.e.f. May 16, 2011 DIN: 03331946</p> | <p>1. Signage Technology Private Limited</p> |
| <p>Monika Dhaka Father's Name: Late Mr. Sham Lal Tuli Designation: Whole Time Director Age: 49 Years Date of Birth: July 13, 1975 Address: House no. – GG- 10, Gurgaon One Apartment Old Delhi Jaipur Road, Sector – 22, Palam Road, Gurgaon, Haryana, 122015 Nationality: Indian Occupation: Business Qualification: Bachelor of Architecture and Master of Business Administration (Real Estate) Current Term: Change in designation as Whole-Time Director w.e.f. August 10, 2024, and shall be liable to retire by rotation Period of Directorship: w.e.f. May 16, 2011 DIN: 03420143</p> | <p>1. Organic Kitchen Grocery Supplies Private Limited 2. OK Drona Private Limited</p> |



| Name, Father's Name Designation, Age, Date of Birth, Address, Occupation, Nationality, Qualification, Current term, Period of Directorship and DIN | Other directorships |
|---|---|
| Maanvita Dhaka Father's Name: Abhishek Dhaka Designation: Non-executive Director Age: 24 Years Date of Birth: September 26, 2000 Address: House no. – GG- 10, Gurgaon One Apartment Old Delhi Jaipur Road, Sector – 22, Palam Road, Gurgaon, Haryana, 122015 Nationality: Indian Occupation: Employment Qualification: Bachelor of Arts Current Term: Appointed as Non-Executive Director of the Company, w.e.f. August 10, 2024, and shall be liable to retire by rotation Period of Directorship: w.e.f. August 10, 2024 DIN: 10730670 | N.A. |
| Rajiv Chhikara Father's Name: Medhavrat Chhikara Designation: Independent Director Age: 52 Years Date of Birth: March 4, 1972 Address: W2B093, Wellington Estate, DLF – Phase 5, Galleria DLF IV, Gurgaon, Haryana 122009. Nationality: Indian Occupation: Employment Qualification: Bachelor of Science and Master of Arts Current Term: Appointed as Independent Director of the Company, w.e.f. August 10, 2024 and shall not be liable to retire by rotation Period of Directorship: w.e.f. August 10, 2024 DIN: 09047168 | N.A. |
| Ravi Kumar Shingari Father's Name: Shiv Kumar Shingari Designation: Independent Director Age: 45 Years Date of Birth: March 13, 1979 Address: Villa no. 19, Monada, Emaar Marbella villa, Sector 66, Badshahpur, Gurgaon, Haryana – 122101 Nationality: Indian Occupation: Employment Qualification: Chartered Accountant Current Term: Appointed as Independent Director of the Company, w.e.f. August 10, 2024 and shall not be liable to retire by rotation Period of Directorship: w.e.f. August 10, 2024 DIN: 08912955 | <ol style="list-style-type: none">1. Millenium Developers and Consultants Private Limited2. Trusted Mobility Services Limited3. Classic Industries and Exports Limited4. Apollo Tyres Global Business Services Limited |

Brief Profile of the Directors:

Nitin Sahjwani – Managing Director



Nitin Sahjwani aged 51 years, is the Promoter and Managing Director of our company w.e.f. August 10, 2024. He has been associated with our company since its incorporation. He holds a bachelor's degree in engineering from Nagpur University. Prior to joining our company, he was associated with companies like Softek Limited, HCL Perot Systems, Tech Span India Limited and Tech Mahindra Limited. With over 12 years of experience, he is currently responsible for managing the business development and marketing department of the company. In F.Y 2023-2024, he received an aggregate compensation of Rs. 158.17 lakhs.

Abhishek Dhaka – Whole Time Director



Abhishek Dhaka aged 49 years, is the Promoter and Whole-Time Director of our company. He has been associated with our company since its incorporation. He holds a degree of Bachelor of Architecture from the Guru Jambheshwar University. With over 12 years of experience, he currently oversees the operations of our company which includes project management, procurement/ purchase department. In F.Y 2023-24, he received an aggregate compensation of Rs. 142.00 lakhs.

Monika Dhaka – Whole Time Director



Monika Dhaka aged 49 years, is the Promoter and Whole Time Director of our Company w.e.f. August 10, 2024. She has been associated with our company since its incorporation. She holds a degree of Bachelor of Architecture from Guru Jambheshwar University and the degree of Master of Business Administration (Real Estate) from the Guru Gobind Singh University. Prior to this, she established and operated a proprietorship firm under the name "Archee Group" in 2001. With over 20 years of experience, she currently oversees the Design and Administration & Human Resources department of the company. In F.Y 2023-24, she received an aggregate compensation of Rs. 8.00 lakhs.

Maanvita Dhaka – non-executive director

Maanvita Dhaka aged 25 years is the Promoter and Non-Executive Director of our company w.e.f. August 10, 2024. She holds degree of Bachelor of Arts (Honors) with Economics from University of Delhi. She has associated with effect from August 10, 2024, with our company. Also, she has worked as a research support to the economics team at Koan Advisory Group.

Rajiv Chhikara – Independent Director

Rajiv Chhikara aged 52 years is the Non-Executive Independent Director of our company w.e.f. August 10, 2024. He holds the degree of Bachelor of Science from the Maharshi Dayanand University and the degree in Master of Arts from Maharshi Dayanand University. In the past, he was associated with the Central Government and retired as Superintendent administrative Officer, Central Tax, GST. With over 22 years of experience in the taxation field.

Ravi Kumar Shingari – Independent Director

Ravi Kumar Shingari aged 45 years is the Non-Executive Independent Director of our company w.e.f. August 10, 2024. He holds the degree of Chartered Accountant from the Institute of Chartered Accountants of India and a degree in Law from Kalinga University and a degree of Bachelor of Commerce from University of Delhi. He is currently associated with Apollo Tyres Global Business Services Limited, as “Group Head – Corporate Taxation & Accounts”.

Confirmations:

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- c) None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d) None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our directors were selected as Director.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides benefits upon termination of their employment.

Details of Borrowing Powers of Directors

Pursuant to a special resolution passed at an extra Ordinary General Meeting of our Company held on August 12, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have been authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 200 crores (Rupees One Hundred Crores Only).

Compensation of our Managing Director & Whole-Time Director

The compensation payable to our Managing Director and Whole-time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director and Whole Time Director

Nitin Sahjwani: Managing Director

Pursuant to the resolutions passed by our Board and our Shareholders on August 10, 2024, and August 12, 2024, respectively, Nitin Sahjwani designated as Managing Director for a period of 5 years with effect from August 10, 2024, at a remuneration of Rs 1,10,00,000/- per annum, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Abhishek Dhaka: Whole Time Director

Pursuant to the resolutions passed by our Members on September 30, 2023, respectively, Abhishek Dhaka was re-appointed as Whole Time Director with effect from December 10, 2023 and pursuant to the resolutions passed by our Board and our Shareholders on August 10, 2024, and August 12, 2024, respectively, for remuneration of Rs 50,00,000/- per annum, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Monika Dhaka: Whole Time Director

Pursuant to the resolutions passed by our Board and our Shareholders on August 10, 2024, and August 12, 2024, respectively, Monika Dhaka was designated as Whole Time Director with effect from August 10, 2024, at a remuneration of up to Rs 50,00,000/- per annum, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Payments or benefits to Directors

The remuneration paid to our Directors for FY 2023-24 is as follows:

| Name of Directors | Remuneration (₹ In lakhs) |
|--------------------------|----------------------------------|
| Nitin Sahjwani | 158.17 |
| Abhishek Dhaka | 142.00 |
| Monika Dhaka | 8.00 |

Bonus or Profit-Sharing plan for our directors

Apart from the salary, bonus may be provided to our directors as the discussion of the board and depending upon the performance of the company. However, the amount of the bonus provided shall not be more than 100% of their remuneration and we do not have any profit-sharing plan for our directors.

Sitting Fees:

As per Articles of Association of our Company and pursuant to Board Resolution dated August 13, 2024. The remuneration payable in terms of sitting fees to the Directors (including Independent Directors) for attending the Meetings of the Board and Committee thereof shall be 5,000 per meeting as per prescribed limits under Section 197(5) of the Companies Act, 2013.

Shareholding of our Directors as on the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Directors | No. of Shares held | Holding in % |
|----------------|------------------------------|---------------------------|---------------------|
| 1. | Monika Dhaka | 57,37,380 | 57.03% |
| 2. | Nitin Sahjwani | 29,25,000 | 29.07% |
| 3. | Maanvita Dhaka | 3,37,520 | 3.35% |
| Total | | 89,99,900 | 89.45% |

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Red Herring Prospectus.

Interest of Directors

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. Furthermore, directors may be regarded as having an interest in the rent received for properties they have leased/ rented to the company. For further details, please refer to Chapter titled “**Our Management**” beginning on page 201. Additionally, one of our promoter and director, Mr. Nitin Sahjwani, has an interest in the rent payable to him for a property leased by the company from him.

Our directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by the Directors towards Financial facilities of our Company please refer to “**Statement of Financial Indebtedness**” on page 226.

Except as stated otherwise in this Draft Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section “**Our Management**” or the section titled “**Financial information – Related Party Disclosure**” beginning on page 201 and 225 respectively and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

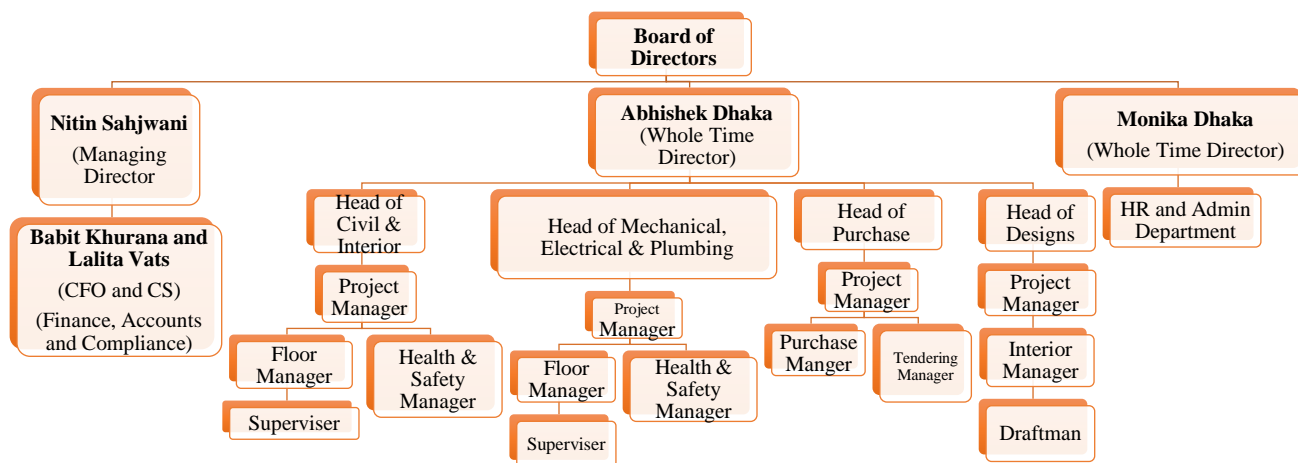
Interest in the property of Our Company

Except as mentioned in this Draft Red Herring Prospectus, our directors do not have any interest in any property acquired by our Company during the period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

Changes in Board of Directors in last 3 Years

| Sr. No. | Name of Directors | Date of Appointment / Re- appointment/ Change in designation | Reason |
|---------|---------------------|--|---|
| 1 | Nitin Sahjwani | Change in designation as Managing Director w.e.f. August 10, 2024 | To ensure better Corporate Governance. |
| 2 | Monika Dhaka | Change in designation as Whole Time Director w.e.f. August 10, 2024 | To ensure better Corporate Governance |
| 3 | Maanvita Dhaka | Appointed as Non-Executive Director w.e.f. August 10, 2024 | To ensure better Corporate Governance |
| 4 | Rajiv Chhikara | Appointed as Non-Executive Independent Director w.e.f. August 10, 2024 | To ensure better Corporate Governance |
| 5 | Ravi Kumar Shingari | Appointed as Non-Executive Independent Director w.e.f. August 10, 2024 | To ensure better Corporate Governance |
| 6 | Nitin Sahjwani | Re-appointed as Whole-time director for 5 years w.e.f. 10 December, 2023 | Pursuant to expiry of the term of appointment |
| 7 | Abhishek Dhaka | Re-appointed as Whole-time director for 5 years w.e.f. 10 December, 2023 | Pursuant to expiry of the term of appointment |

Management Organizational Chart



COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on Stock Exchange. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee, by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act, the SEBI (LODR) Regulations, 2015 as amended. The Board of Directors function either as a full board or through various committees constituted to oversee specific operational areas.

Our Board of Directors consist of Six (6) Directors of which two (2) are Independent Directors, and we have two women directors on the Board. In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Committees of the Board:

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Details of the Committees as on the date of this Draft Red Herring Prospectus are set forth below

1. Audit Committee

Our Company at its Board Meeting held on August 13, 2024 has Constituted an Audit Committee ("Audit Committee") in compliance with the provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

| Name of the Directors | Status in Committee | Nature of Directorship |
|-----------------------|---------------------|------------------------|
| Rajiv Chhikara | Chairman | Independent Director |
| Ravi Kumar Shingari | Member | Independent Director |
| Nitin Sahjwani | Member | Managing Director |

The Company Secretary of the Company shall act as a Secretary to the Audit Committee. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher subject to minimum two independent director. The Chairman of the Audit Committee shall attend the Extra Ordinary General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to accounts.

C. Role and Powers:

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

The Audit Committee shall have powers, including the following:

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee;
- c) to obtain outside legal or other professional advice;
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.

The role of the Audit Committee shall include the following:

- 1) oversight the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 2) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 4) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 5) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions; and
 - g) Qualifications and modified opinions in the draft audit report.



- 6) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 7) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- 13) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 14) Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 15) Discussing with internal auditors on any significant findings and follow up thereon;
- 16) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 17) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 18) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors;
- 19) Reviewing the functioning of the whistle blower mechanism;
- 20) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 22) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- 23) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law; and
- 24) Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

Further, the Audit Committee shall mandatorily review the following information:

- a) management discussion and analysis of financial condition and results of operations;
- b) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) internal audit reports relating to internal control weaknesses;
- e) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- f) statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;

- ii. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

2. Nomination and Remuneration Committee

Our Company at its Board Meeting held on August 13, 2024, has constituted the Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Nomination and Remuneration Committee comprises following members:

| Name of the Directors | Status in Committee | Nature of Directorship |
|-----------------------|---------------------|------------------------|
| Ravi Kumar Shingari | Chairman | Independent Director |
| Rajiv Chhikara | Member | Independent Director |
| Maanvita Dhaka | Member | Non-Executive Director |

The Company Secretary of the Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings:

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

C. Scope and terms of reference:

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

- 1) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. Consider the time commitments of the candidates.
- 3) formulation of criteria for evaluation of the performance of independent directors and the Board;
- 4) devising a policy on diversity of our Board;
- 5) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
- 6) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- 7) recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;

- 8) recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- 9) recommending to the Board, all remuneration, in whatever form, payable to senior management;
- 10) performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
- 11) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- 12) analyzing, monitoring and reviewing various human resource and compensation matters;
- 13) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- 14) framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - a) The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - b) The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- 15) Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

3. Stakeholders Relationship Committee

Our Company at its Board Meeting held on August 13, 2024, has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Stakeholders Relationship Committee comprises the following:

| Name of the Directors | Status in Committee | Nature of Directorship |
|-----------------------|---------------------|------------------------|
| Rajiv Chhikara | Chairman | Independent Director |
| Maanvita Dhaka | Member | Non-executive Director |
| Monika Dhaka | Member | Whole-Time Director |

The Company Secretary of our Company shall act as a Secretary to the Stakeholder Relationship Committee. The scope and function of the Stakeholder Relationship Committee and its terms of reference shall include the following:

A. Tenure:

The Stakeholder Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder Relationship Committee as approved by the Board.

B. Meetings:

The Stakeholder Relationship Committee shall meet at least once in a year, and shall report to the Board on a quarterly basis regarding the status of re-dressal of the complaints received from the shareholders of the Company. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

C. Scope and terms of reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

- 1) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- 2) Review of measures taken for effective exercise of voting rights by shareholders;
- 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- 4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- 5) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 6) To approve, register, refuse to register transfer or transmission of shares and other securities;
- 7) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- 8) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- 9) To dematerialize or rematerialize the issued shares;
- 10) Ensure proper and timely attendance and redressal of investor queries and grievances;
- 11) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
- 12) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
- 13) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law

4. Risk Management Committee

Our Company has constituted a Risk Management Committee. The constitution of the Risk Management Committee as per Regulation 21 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was approved by a Meeting of the Board of Directors held on August 13, 2024

| Name of the Director | Status in Committee | Nature of Directorship |
|----------------------|---------------------|------------------------------------|
| Ravi Shingari | Chairman | Non-executive Independent Director |
| Nitin Sahjwani | Member | Managing Director |
| Abhishek Dhaka | Member | Whole-Time Director |

The Company Secretary of our Company shall act as Secretary to the Risk Management Committee. The scope Risk Management Committee shall include but shall not be restricted to the following:

1. To formulate a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environmental social and governance related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To co-ordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per framework laid down by the board of directors;
4. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
5. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

6. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
7. To approve major decisions affecting the risk profile or exposure and give appropriate directions;
8. To consider the effectiveness of decision-making process in crisis and emergency situations;
9. To balance risks and opportunities;
10. To generally, assist the Board in the execution of its responsibility for the governance of risk;
11. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
12. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee; and
13. Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the SEBI Listing regulations.

KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Nitin Sahjwani- Please refer to chapter titled “*Our Management - Brief Profile of our Directors*” beginning on page 201 of this Draft Red Herring Prospectus for details.

Abhishek Dhaka - Please refer to chapter titled “*Our Management - Brief Profile of our Directors*” beginning on page 201 of this Draft Red Herring Prospectus for details.

Monika Dhaka - Please refer to chapter titled “*Our Management - Brief Profile of our Directors*” beginning on page 201 of this Draft Red Herring Prospectus for details.

Babit Khurana, aged 35 years is the Chief Financial Officer (CFO) of our company w.e.f. August 10, 2024. He is an associate member of the Institute of Chartered Accountants of India. Mr. Khurana has been with our company for the past 11 years. With over a decade of experience, he is now responsible for overseeing all finance and accounts operations. In F.Y 2023-2024, he received an aggregate compensation of Rs. 9.93 lakhs for his role in the Finance and Accounts department.

Lalita Vats aged 32 years is the Company Secretary and Compliance Officer of our company w.e.f. August 10, 2024. She is an associate member of The Institute of Company Secretaries of India (M. No. 42559) and holds a degree of LLB from Chaudhary Charan Singh University. She has been associated with our company since August 10, 2024. She was previously associated with Lawgical Professionals LLP, KSS Petron Private Limited and Unimode Overseas Limited. With over 7 years of experience, she is appointed as Company Secretary and Compliance Officer. Since, she was appointed on August 10, 2024, she did not receive any remuneration from our Company in Financial Year 2023-2024.

We confirm that:

- a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above-mentioned Key Managerial Personnel have been recruited.
- c. None of our KMPs except Nitin Sahjwani, Monika Dhaka and Abhishek Dhaka are also part of the Board of Directors.
- d. In respect of all above-mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March 31, 2024.



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- e. Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- f. Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- g. None of the Key Managerial Personnel hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except as under.

| Sr. No | Name of the KMPs | No of shares held |
|--------------|------------------|-------------------|
| 1. | Monika Dhaka | 57,37,380 |
| 2. | Nitin Sahjwani | 29,25,000 |
| 3. | Babit Khurana | 10 |
| Total | | 86,62,390 |

Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)

None of our Key Management Personnel or Directors are related to each other, within the meaning of section 2(77) of the Companies Act, 2013, except as under:

| Sr. No. | Name of the Director/KMP | Relationship |
|---------|--------------------------|----------------------------|
| 1. | Abhishek Dhaka | Father of Maanvita Dhaka |
| 2. | Abhishek Dhaka | Husband of Monika Dhaka |
| 3. | Monika Dhaka | Wife of Abhishek Dhaka |
| 4. | Monika Dhaka | Mother of Maanvita Dhaka |
| 5. | Maanvita Dhaka | Daughter of Abhishek Dhaka |
| 6. | Maanvita Dhaka | Daughter of Monika Dhaka |

Payment of benefits to officers of Our Company (non-salary related)

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards the Provident fund, Gratuity fund and Employee State Insurance

Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

| Sr. No. | Name of Directors/ KMP's | Designation and period | Appointment/ Cessation/Re-designation | Reasons |
|---------|--------------------------|---|---------------------------------------|------------------------------------|
| 1. | Nitin Sahjwani | Change in designation as Managing Director w.e.f. August 10, 2024 | Change in designation | Ensure better corporate governance |
| 2. | Monika Dhaka | Change in designation as Whole Time Director w.e.f. August 10, 2024 | Change in designation | Ensure better corporate governance |
| 3. | Lalita Vats | Company Secretary & Compliance Officer w.e.f. August 10, 2024 | Appointment | Ensure better corporate governance |



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| | | | | |
|----|----------------|--|----------------|---|
| 4. | Babit Khurana | Appointment as CFO w.e.f. August 10, 2024 | Appointment | Ensure better corporate governance |
| 5. | Nitin Sahjwani | Re-appointed as Whole-time director for 5 years w.e.f. 10 December, 2023 | Re-appointment | Pursuant to expiry of the term of appointment |
| 6. | Abhishek Dhaka | Re-appointed as Whole-time director for 5 years w.e.f. 10 December, 2023 | Re-appointment | Pursuant to expiry of the term of appointment |

Interest of our Key Managerial Personnel

Apart to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company, none of our Key Managerial Personal is interested in our Company. For details, please refer section titled "*Financial information of the Company – Related Party Disclosures*" beginning on page 225.

Interest in the property of our Company

Our KMPs do not have any interest in any property acquired by our Company in a period of two years before the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of filing the Prospectus with RoC.

Details of the Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Loans given/availed by Directors / Key Managerial Personnel of our Company

For details of unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to "*Financial information of the Company – Related Party Disclosures*" page 225.

Employee Stock Option Plan ('ESOP')/ employee stock purchase scheme ('ESPS Scheme') to Employees

Presently, we do not have any ESOP/ESPS Scheme for our employees.

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OUR PROMOTERS & PROMOTER GROUP

OUR PROMOTERS:

The Promoters of our Company are Ms. Monika Dhaka, Mr. Nitin Sahjwani, Mr. Abhishek Dhaka and Ms. Maanvita Dhaka.

As on date of this Draft Red Herring Prospectus, the Promoters, in aggregate, hold 89,99,900 Equity shares of our Company, representing 89.45% of the pre-offer paid-up Equity Share capital of our Company. For details of the build-up of the Promoters shareholding in our Company, see “**Capital Structure – History of the Equity Share Capital held by our Promoters**”, on page 86.

Brief Profile of our Promoters is as under:

Monika Dhaka



Monika Dhaka aged 49 years, is the Promoter and Whole Time Director of our Company w.e.f. August 10, 2024. She has been associated with our company since its incorporation. She holds a degree of Bachelor of Architecture from Guru Jambheshwar University and the degree of Master of Business Administration (Real Estate) from the Guru Gobind Singh University. Prior to this, she established and operated a proprietorship firm under the name “Archee Group” in 2001. With over 20 years of experience, she currently oversees the Design and Administration & Human Resources department of the company. In F.Y 23-24, she received an aggregate compensation of Rs. 8.00 lakhs.

Other ventures of our Promoters – Except as disclosed and set out in the chapter titled ‘*Our Management*’, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.

For details of his shareholding, please see “*Capital Structure*” on page 86.

Nitin Sahjwani



Nitin Sahjwani aged 51 years, is the Promoter and Managing Director of our company w.e.f. August 10, 2024. He has been associated with our company since its incorporation. He holds a bachelor’s degree in engineering from Nagpur University. Prior to joining our company, he was associated with companies like Softek Limited, HCL Perot Systems, Tech Span India Limited and Tech Mahindra Limited. With over 12 years of experience, he is currently responsible for managing the business development and marketing department of the company.

Other ventures of our Promoters – Except as disclosed and set out in the chapter titled ‘*Our Management*’, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.

For details of his shareholding, please see “*Capital Structure*” on page [●].

Abhishek Dhaka



Abhishek Dhaka aged 49 years, is the Promoter and Whole-Time Director of our company. He has been associated with our company since its incorporation. He holds a degree of Bachelor of Architecture from the Guru Jambheshwar University. With over 12 years of experience, he currently oversees the operations of our company which includes project management, procurement/ purchase department.

Other ventures of our Promoters – Except as disclosed and set out in the chapter titled ***Our Management***, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.

For details of his shareholding, please see ***Capital Structure*** on page 86.

Maanvita Dhaka



Maanvita Dhaka aged 25 years is the Promoter and Non-Executive Director of our company w.e.f. August 10, 2024. She holds degree of Bachelor of Arts (Honors) with Economics from University of Delhi. She has associated with effect from August 10, 2024, with our company. Also, she has worked as a research support to the economics team at Koan Advisory Group.

Other ventures of our Promoters – Except as disclosed and set out in the chapter titled ***Our Management***, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.

For details of her shareholding, please see ***Capital Structure*** on page 86.

Confirmations/Declarations:

In relation to our Promoters, Ms. Monika Dhaka, Mr. Nitin Sahjwani, Mr. Abhishek Dhaka and Ms. Maanvita Dhaka, our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhaar Card Number and Driving License number shall be submitted to stock exchange at the time of filing of the Draft Red Herring Prospectus.

Undertaking/ Confirmations:

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the Promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the Promoters during the past three years

- Our Company or any of our Promoters or Group Company or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters is disclosed in chapter titled "*Outstanding Litigations and Material Developments*" beginning on page 256.
- None of our Promoters, person in control of our Company is or have ever been a Promoters, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Interest of our Promoters:

i. Interest in promotion and shareholding of Our Company:

Our Company is currently promoted by the Promoters in order to carry on its present business and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives.

As on the date of this Draft Red Herring Prospectus, our Promoters, Ms. Monika Dhaka, Mr. Nitin Sahjwani and Ms. Maanvita Dhaka are collectively holding 89,99,900 Equity Shares in our Company i.e. 89.45 % of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to "*Financial information of the Company – Related Party Disclosures*" beginning on page 225.

For details regarding the shareholding of our Promoters in our Company, please see "*Capital Structure*" on page 86.

ii. Interest in the property of Our Company:

Our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

iii. In transactions for acquisition of land, construction of building and supply of material:

None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of buildings or supply of material.

iv. Other Interests in our Company:

For transactions in respect of loans and other monetary transactions entered in past please refer "*Financial information of the Company – Related Party Disclosures*" on page 225.

Further, our Promoters may be interested to the extent of personal guarantees given by them in favor of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to "*Statement of Financial Indebtedness*" and "*Financial Information of Our Company*" on page 226 and 225.

Payment or Benefits to our Promoters and Promoter Group during the last 2 years:

For details of payments or benefits paid to our Promoters and promoter group, please refer to the paragraph in the chapter titled "*Our Management*" beginning on page 201 also refer "*Financial information of the Company – Related Party Disclosures*" on page 225 and Paragraph on "*Interest of Promoters*" in chapter titled "*Our Promoters and Promoter Group*" on page 217.

Companies/Firms with which our Promoters have disassociated in the last (3) three years

None of our Promoters have disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus.

Other ventures of our Promoters

Save and except as disclosed in this section titled “*Our Promoters & Promoter Group*” beginning on page 217, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 256.

Experience of Promoters in the line of business

Our Promoters, Ms. Monika Dhaka, Mr. Nitin Sahjwani and Mr. Abhishek Dhaka have an experience of more than 20, 12 and 12 years, respectively in the business of civil cum interior, MEP and electrical fit-out industry. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

Related Party Transactions

Except as stated in “*Financial information of the Company – Related Party Disclosures*” beginning on page 225, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group:

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

| Name of the Promoter | Name of member of Promoter Group | Relationship with our individual promoters |
|------------------------|----------------------------------|--|
| Nitin Sahjwani | Mr. Hari Krishan Sahjwani | Father |
| | Ms. Chitra Sahjwani | Mother |
| | Ms. Sumi Nandwani | Spouse |
| | Ms. Mukta Sahjwani | Sister |
| | Mr. Rahul Sahjwani | Son |
| | Ms. Kashvi Sahjwani | Daughter |
| | Mr. Murlidhar Nandwani | Spouse’s Father |
| | Ms. Sheerin Nandwani | Spouse’s Mother |
| | Ms. Anshoo Nandwani | Spouse’s Sister |
| | Abhishek Dhaka | Mr. Ram phall Dhaka |
| Late Ms. Krishna Dhaka | | Mother |
| Ms. Monika Dhaka | | Spouse |
| Late Mr. Rubal Dhaka | | Brother |
| Mr. Viraj Dhaka | | Son |
| Ms. Maanvita Dhaka | | Daughter |



| | | |
|-----------------------|-------------------------|------------------|
| | Ms. Pramika Dhaka | Daughter |
| | Late Mr. Shyam Lal Tuli | Spouse's Father |
| | Late Ms. Santosh Tuli | Spouse's Mother |
| | Mr. Chander Mohan Tuli | Spouse's Brother |
| | Mr. Neeraj Tuli | Spouse's Brother |
| Monika Dhaka | Late Mr. Shyam Lal Tuli | Father |
| | Late Ms. Santosh Tuli | Mother |
| | Mr. Abhishek Dhaka | Spouse |
| | Mr. Chander Mohan Tuli | Brother |
| | Mr. Neeraj Tuli | Brother |
| | Mr. Viraj Dhaka | Son |
| | Ms. Maanvita Dhaka | Daughter |
| | Ms. Pramika Dhaka | Daughter |
| | Mr. Ram phall Dhaka | Spouse's Father |
| | Late Ms. Krishna Dhaka | Spouse's Mother |
| | Late Mr. Rubal Dhaka | Spouse's Brother |
| Maanvita Dhaka | Mr. Abhishek Dhaka | Father |
| | Ms. Monika Dhaka | Mother |
| | Mr. Viraj Dhaka | Brother |
| | Ms. Pramika Dhaka | Sister |

2. Corporate Entities or Firms forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

| S. No. | Nature of Relationship | Name of Entities |
|--------|--|--|
| 1. | Any Body Corporate in which 20% or more of the Equity Share Capital is held by Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family (HUF) in which Promoter or any one or more of his immediate relatives are a member. | 1. Signage Technology Private Limited 2. Prasuk Organics LLP 3. Organic Kitchen Grocery Supplies Private Limited |
| 2. | Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent or more, of the equity share capital; and | OK Drona Private Limited |
| 3. | Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent of the total capital; | Full Furnish Facility Services |

1. Other persons included in Promoter Group:

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018.

OUR GROUP ENTITIES

In terms of the SEBI ICDR Regulations and applicable accounting standards, “Group Companies” of the Company includes:

- a) the companies (other than the promoters and subsidiaries) with which there were related party transactions as per the Restated Financial Information; and
- b) other companies considered material by the Board of Directors.

Accordingly, pursuant to the resolution passed by our Board at its meeting held on August 13, 2024, group entities of our Company shall include: -

- the entities with which there were related party transactions as per the Restated Financial Information during any of the last three financial years in respect of which the Restated Financial Information are included in this Draft Red Herring Prospectus as covered under the relevant accounting standard (i.e. AS 18) have been considered as group companies in terms of the SEBI ICDR Regulations;
- all such entities which are deemed to be material by the Board of Directors.

Accordingly, in terms of the policy adopted by our Board for determining group companies, the below mentioned is our Group company as on date of this Draft Red Herring Prospectus:

- (i) Prasuk Organics LLP

Details of our Group Company

1. Prasuk Organics LLP

Prasuk Organics LLP (LLPIN-AAK-8264) is a Limited Liability Partnership incorporated on 11 October 2017. Its registered office is at Villa No-10, Gurgaon one apartment, opposite Maruti Udyog ltd, Near sector-22 Gurgaon, Haryana – 122015, India.

Financial information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, derived from the financial statements of our group company are available on the website of our Company at www.arceegroup.com.

Other Confirmations:

- a) None of our Group Company is listed on any stock exchange nor any of the Group Company has made any public and/or rights issue of securities in the preceding three years.
- b) None of the above-mentioned Group Company is in defaults in meeting any Statutory/ bank/ institutional dues and no proceedings have been initiated for economic offences against any of the Group Company.
- c) None of the above-mentioned Group Company is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- d) Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

Common pursuits among Group Company

As on the date of this Draft Red Herring Prospectus, our Group company is not engaged in the similar line of business related to our company.

Nature and extent of interest of our Group Companies

a. *In the promotion of our Company*

Our Group Company does not have any interest in the promotion of our Company.

b. *In the properties acquired by us in the preceding three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company*

Our Group Company is not interested in the properties acquired by us in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of this Draft Red Herring Prospectus.

c. *In transactions for acquisition of land, construction of building and supply of machinery*

Except as disclosed in this Draft Red Herring Prospectus, our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery. For further details, please see section titled “*Restated Financial Information – Related Party Transactions*” on page 225.

Related Business Transactions with the Group Company and significance on the financial performance of our Company

Other than the transactions disclosed in the section “*Restated Financial Information – Related Party Transactions*” on page 225, there are no other related business transactions with our Group Companies.

Business interest of our Group Companies in our Company

Other than the transactions disclosed in the section “*Restated Financial Information – Related Party Transactions*” on page 225 our Group Companies have no business interest in our Company.

Litigation

Except mentioned in the *Outstanding litigation and material developments* chapter on page no. 256 our Group Companies are not party to any pending litigations which will have a material impact on our Company.

Undertaking/ Confirmations by our Group Company

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

DIVIDEND POLICY

Our Company has adopted a Dividend Distribution Policy (“Dividend Policy”) pursuant to a resolution of our Board dated August 13, 2024. The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in terms of the Dividend Policy and subject to the provisions of the Articles of Association and other applicable law, including the Companies Act, 2013 read with the rules notified thereunder, each as amended, together with the applicable rules issued thereunder. The Articles of Association of our Company also give the discretion to our Board of Directors to declare and pay interim dividends. We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividend in the foreseeable future. In accordance with the Dividend Policy, our Board shall consider inter alia the following financial and internal parameters before declaring dividend: (i) distributable surplus available as per the Companies Act and SEBI Listing Regulations (ii) liquidity position and future working capital requirements and cash flow needs; (iii) track record of dividends distributed by our Company; (iv) capital expenditure requirements considering the expansion, investment and acquisition opportunities; (v) cost and availability of alternative sources of financing; (vi) leverage profit and liabilities of our Company; (vii) providing of unforeseen event and contingency with financial implications; and (viii) other factors considered relevant by our Board.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by Our Company.

Our company has not declared or paid any dividends on the Equity Shares during the last three Fiscals and for the period from April 01, 2024 until the date of this Draft Red Herring Prospectus.

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SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

| S. No. | Particulars | Page No. |
|--------|-------------------------------|--------------|
| 1. | Restated Financial Statements | F-01 to F-28 |

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FINANCIAL INDEBTEDNESS

Our Company has availed term loans and working Capital Loans in the ordinary course of business for meeting our working capital requirement. Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities, including change in our capital structure and change in our Articles of Association and Memorandum of Association. For details in relation to the borrowing powers of the Company, please see the section entitled “*Our Management – Borrowing Powers*” on page 201.

Further, pursuant to special resolution passed in the Extra Ordinary General Meeting of our Company held on August 12, 2024, the Board of directors has been authorised to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed the sums of Rs. 20,000 Lakhs.

The details of aggregate indebtedness of our Company as on December 10, 2024 are provided below:

Facilities availed directly by our Company

(Rs. In Lakhs)

| Lenders Name | Category of borrowing | Sanctioned Amount | Date of Sanction | Date of Disbursement | Tenor (in months) | Rate of Interest (in %) | Outstanding amount as of December 10, 2024 | Prepayment Charges |
|---|-----------------------------|-------------------|------------------|----------------------|-------------------|-------------------------|--|--------------------|
| Secured Borrowing | | | | | | | | |
| <i>Funded</i> | | | | | | | | |
| Axis Bank | Vehicle Loan | 65.00 | 19-12-2022 | 19-12-2022 | 37 | 8.50% | 24.65 | Nil |
| HDFC Bank | Vehicle Loan | 21.81 | 27-04-2022 | 27-04-2022 | 60 | 7.10% | 11.50 | Nil |
| HDFC Bank | Vehicle Loan | 75.86 | 06-01-2024 | 06-01-2024 | 12 | 9.36% | 6.60 | Nil |
| ICICI Bank | Vehicle Loan | 17.00 | 26-09-2022 | 26-09-2022 | 36 | 8.45% | 5.18 | Nil |
| Mercedes Benz Financial Services India Pvt Ltd | Vehicle Loan | 88.79 | 14-02-2024 | 14-02-2024 | 60 | 8.40% | 78.25 | Nil |
| 'Kotak Mahindra Bank | Loan Against Property* | 152.00 | 16-08-2022 | 14-09-2022 | 84 | 9.30% | 114.35 | Nil |
| 'Kotak Mahindra Bank | Loan against Purchase Order | 1300.00 | 09-09-2024 | - | On Demand | 9.30% | 1300.00 | Nil |
| Cash Credit | | | | | | | | |
| 'Kotak Mahindra Bank | (a) Cash Credit | 2500.00 | 09-09-2024 | 10-09-2024 | On Demand | 9.30% | 1325.58 | Nil |



| | | | | | | | | | |
|-----------------------------|---|---|------------------------------------|------------|------------|-----------|-------|---------|-----|
| 'Kotak Mahindra Bank | (b) Cash Credit Working Capital Demand Loan | - | 2000.00 (Sub-limit of cash credit) | 09-09-2024 | 10-09-2024 | On Demand | 9.20% | 1200.00 | Nil |
|-----------------------------|---|---|------------------------------------|------------|------------|-----------|-------|---------|-----|

Note:- The Cash Credit Facility and Working Capital Demand Loan are interchangeable. Therefore, the maximum cash credit limit is Rs. 2500.00 Lakhs.

| <i>Non-Funded</i> | | | | | | | | | |
|-----------------------------|----------------------------|----|-----------------------------------|------------|------------|----|----|-------|-----|
| 'Kotak Mahindra Bank | Bank Guarantee-Financial | | 400.00 (Sub-limit of cash credit) | 09-09-2024 | 10-09-2024 | NA | NA | - | Nil |
| 'Kotak Mahindra Bank | Bank Guarantee-Performance | | 400.00 (Sub-limit of cash credit) | 09-09-2024 | 10-09-2024 | NA | NA | - | Nil |
| 'Kotak Mahindra Bank | Letter of Credit | of | 400.00 (Sub-limit of cash credit) | 09-09-2024 | 10-09-2024 | NA | NA | - | Nil |
| 'Kotak Mahindra Bank | Financial Bank Guarantee | | 500.00 | 09-09-2024 | 10-09-2024 | NA | NA | 155.5 | Nil |

Note: The bank guarantees and letter of credit mentioned above are sub-limits of cash credit from Kotak bank only one of these bank guarantees can be availed at a time.

| | | | | | | | | | |
|---------------------------------------|--|--|-----------------|---|---|---|---|-----------------|--|
| Total Secured Borrowings (A) | | | 4,720.46 | - | - | - | - | 4,221.61 | |
| Total Unsecured Borrowings (B) | | | - | - | - | - | - | | |
| Total Borrowings (A+B) | | | 47,20.46 | - | - | - | - | 4,221.61 | |

*This loan has been availed from Kotak Mahindra Bank Limited for purchase of Property at Unit No 205 & 206, Floor 2, Suncity Trade Tower, Village Dhundahera Sector - 21, Gurugram, Haryana, which was taken over of Home Loan by Kotak Mahindra Bank from HDFC Limited.

Principal terms of our Loan Against Property:

The Company has availed a Loan against Property facility initially from HDFC which was sanctioned and disbursed on July 27, 2019. This loan was taken over by Kotak Mahindra Bank Ltd. On August 16, 2022, which includes the below principal terms:

- Utilisation of Credit Facility:** The credit facilities sanctioned to the unit is to be utilised for purchase of Property situated at Unit No 205 & 206, Floor 2, Suncity Trade Tower, Village Dhundahera, Sector - 21, Gurugram, only.
- Interest:** in terms of facility availed by us, the interest rate is typically 2.80% over Repo rate. The interest rate is typically dependent on the guidelines of RBI and the lender as well as the rating of the Company, external and internal, as the case may be.
- Penal Interest:** The terms of certain financing facility availed by us prescribe penalties for non-compliance of certain obligations by us. These include, inter alia, breach of non-payment of instalments, breaching any provisions as set forth in the loan documentation entered into with the lender. Further, the penal interest payable on the facilities availed by us is 2% per annum.
- Pre-payment penalty:** No prepayment charges shall be applicable to MSE (Micro, Small enterprise) borrowers.

5. **Security:**
 - a. Commercial Property at 205, Floor 2, Suncity Trade Tower, Sector - 21, Gurugram
 - b. Commercial Property 206, Floor 2, Suncity Trade Tower, Village Dhundahera, Sector - 21, Gurugram, Haryana.
 - c. Residential Property situated at CG-10 , Garden Greens Villa No 10, Sector 22, Gurgaon Owned by Mr Abhishek Dhaka and Mrs Monika Dhaka.
 - d. Residential Property situated at Flat No 351, Type E, ATS Greens Village, Plot No 1, Expressway, Sector 93A, Noida, UP – 201305 owned by Mr Nitin Sahajwani and Mrs Sumi Nandwani.
6. **Personal Guarantors:**
 - a. Smt Monika Dhaka
 - b. Shri Abhishek Dhaka
 - c. Shri Nitin Sahajwani
 - d. Smt Sumi Nandwani
7. **Repayment:** The Loan is to be repaid in 52 monthly NEG repayment schedule starting from October 2022 to September 2029 with 1 months of moratorium as per following repayment schedule.

| S.No | No. of Monthly Instalments | Amount as per Instalment | Total |
|------|----------------------------|--------------------------|--------------|
| 1 | 6 | 2,36,855.00 | 14,21,130.00 |
| 2 | 12 | 2,36,855.00 | 28,42,260.00 |
| 3 | 12 | 2,36,855.00 | 28,42,260.00 |
| 4 | 12 | 2,36,855.00 | 28,42,260.00 |
| 5 | 12 | 2,36,855.00 | 28,42,260.00 |
| 6 | 12 | 2,36,855.00 | 28,42,260.00 |
| 7 | 12 | 2,36,855.00 | 28,42,260.00 |
| 8 | 5 | 2,36,855.00 | 11,84,275.00 |
| 9 | 1 | 10,98,401.85 | 10,98,401.85 |

8. **Opening/maintaining of Current Account with non-lender banks:**
 - a. Opening new current or other accounts, with banks outside the lending arrangement without obtaining Bank's NOC, would amount to an event of default and will be dealt with accordingly.
 - b. The Borrower shall mandatorily open & maintain salary accounts of all their employees with KMBL only.

Principal terms of our Cash Credit and Working Capital Demand Loan:

Our Company has availed a Cash Credit facility from Kotak Mahindra Bank Limited, which includes the below principal terms:

1. **Utilisation of Credit Facility:** The credit facilities sanctioned to the borrower is to be used for Working Capital requirements.
2. **Interest:** in terms of facility availed by us, the interest rate is typically 2.80% over Repo rate. The interest rate is typically dependent on the guidelines of RBI and the lender as well as the rating of the Company, external and internal, as the case may be.
3. **Penal Interest:** Penal Interest include inter alia, breach of non-payment of instalments, breaching any provisions as set forth in the loan documentation entered into with the lender. Further, the penal interest payable on the facilities availed by us is 2% per annum.
4. **Primary Security:** Hypothecation charge on all existing and future receivables / current assets/ moveable assets.
5. **Other Security:**
 - a. Commercial Property at 205, Floor 2, Suncity Trade Tower, Sector - 21, Gurugram
 - b. Commercial Property 206, Floor 2, Suncity Trade Tower, Village Dhundahera, Sector - 21, Gurugram, Haryana.



ARCHEE GROUP

- c. Residential Property situated at CG-10 , Garden Greens Villa No 10, Sector 22, Gurgaon Owned by Mr Abhishek Dhaka and Mrs Monika Dhaka.
 - d. Residential Property situated at Flat No 351, Type E, ATS Greens Village, Plot No 1, Expressway, Sector 93A, Noida, UP – 201305 owned by Mr Nitin Sahajwani and Mrs Sumi Nandwani.
6. Personal Guarantors:
- a. Smt Monika Dhaka
 - b. Shri Abhishek Dhaka
 - c. Shri Nitin Sahajwani
 - d. Smt Sumi Nandwani
7. Drawing Power:
- Margin on Stock & Book Debts – 25% on stock and 25% on Book Debts upto 90 days
DP Computation – Stock (excluding obsolete and slow-moving stock) plus Total value of debts (less than 90 days) minus advance received from customers minus Margin of 25%.

Principal terms of our Loan against Purchase Order:

1. Utilisation of Credit Facility: The credit facilities sanctioned to the borrower is to be used for Working Capital requirements for funding purchases to execute domestic sale orders.
2. Interest: in terms of facility availed by us, the interest rate is typically 2.80% over Repo rate. The interest rate is typically dependent on the guidelines of RBI and the lender as well as the rating of the Company, external and internal, as the case may be.
3. Margin- Margin for the funding facility will be 50% of the Purchase Order
4. Primary Security: Hypothecation charge on all existing and future receivables / current assets/ moveable assets.
5. Other Security:
 - a. Commercial Property at 205, Floor 2, Suncity Trade Tower, Sector - 21, Gurugram
 - b. Commercial Property 206, Floor 2, Suncity Trade Tower, Village Dhundahera, Sector - 21, Gurugram, Haryana.
 - c. Residential Property situated at CG-10 , Garden Greens Villa No 10, Sector 22, Gurgaon Owned by Mr Abhishek Dhaka and Mrs Monika Dhaka.
 - d. Residential Property situated at Flat No 351, Type E, ATS Greens Village, Plot No 1, Expressway, Sector 93A, Noida, UP – 201305 owned by Mr Nitin Sahajwani and Mrs Sumi Nandwani.
6. Personal Guarantors:
 - a. Smt Monika Dhaka
 - b. Shri Abhishek Dhaka
 - c. Shri Nitin Sahajwani
 - d. Smt Sumi Nandwani
7. Counterparty to sales:
 - Google India Private Limited
 - CBRE-BDO India LLP
 - Hindustan Unilever Limited
 - American Express Business Services India Private Limited
 - Concentrix Daksh India Private Limited
 - CBRE Rio Trio
 - CBRE
 - GE Group Companies
8. Disbursement: Disbursement shall be made by the bank directly to the vendor of goods in the current account
9. Escrow Account: Escrow account should be maintained for sales to approved counterparties.

Principal terms of our Bank Guarantee Facility:

1. Utilisation of Credit Facility: The credit facilities sanctioned to the borrower is to be used for issuance of guarantee favouring statutory authorities/ customers for Bid Bonds/ Retention Money/ Advance Payments/ security deposit/ earnest money deposit/ contract performance/ Performance Guarantee/ towards purchase of goods
2. Commission: as agreed between the company and the bank.
3. Tenor: Maximum 24 months plus statutory claim period
4. Margin- Cash Margin of 10% shall be provided upfront and 100% cash margin fir guarantees covering disputed liabilities.
5. Primary Security: Hypothecation charge on all existing and future receivables / current assets/ moveable assets.
6. Other Security:
 - a. Commercial Property at 205, Floor 2, Suncity Trade Tower, Sector - 21, Gurugram
 - b. Commercial Property 206, Floor 2, Suncity Trade Tower, Village Dhundahera, Sector - 21, Gurugram, Haryana.
 - c. Residential Property situated at CG-10 , Garden Greens Villa No 10, Sector 22, Gurgaon Owned by Mr Abhishek Dhaka and Mrs Monika Dhaka.
 - d. Residential Property situated at Flat No 351, Type E, ATS Greens Village, Plot No 1, Expressway, Sector 93A, Noida, UP – 201305 owned by Mr Nitin Sahajwani and Mrs Sumi Nandwani.
7. Personal Guarantors:
 - a. Smt Monika Dhaka
 - b. Shri Abhishek Dhaka
 - c. Shri Nitin Sahajwani
 - d. Smt Sumi Nandwani
8. Other conditions:
 - a. Open ended Bank Guarantees shall not be issued.
 - b. In case of discontinuation of facility from the Bank by the Borrower, the Borrower shall place term deposit of the equivalent amount with the Bank for the balance tenor of the Bank Guarantee.

Principal terms of our Letters of Credit Facility:

1. Utilisation of Credit Facility: The credit facilities sanctioned to the borrower is to be used for For purchase of raw materials/ stores and spares/ consumables.
2. Commission: as agreed between the company and the bank.
3. Usance: 90 days
4. Margin- Cash Margin of 10% shall be provided.
5. Primary Security: Hypothecation charge on all existing and future receivables / current assets/ moveable assets.
6. Other Security:
 - a) Commercial Property at 205, Floor 2, Suncity Trade Tower, Sector - 21, Gurugram
 - b) Commercial Property 206, Floor 2, Suncity Trade Tower, Village Dhundahera, Sector - 21, Gurugram, Haryana.
 - c) Residential Property situated at CG-10 , Garden Greens Villa No 10, Sector 22, Gurgaon Owned by Mr Abhishek Dhaka and Mrs Monika Dhaka.
 - d) Residential Property situated at Flat No 351, Type E, ATS Greens Village, Plot No 1, Expressway, Sector 93A, Noida, UP – 201305 owned by Mr Nitin Sahajwani and Mrs Sumi Nandwani.
7. Personal Guarantors:

- e) Smt Monika Dhaka
- f) Shri Abhishek Dhaka
- g) Shri Nitin Sahajwani
- h) Smt Sumi Nandwani

8. Other conditions:

- i. Open ended Bank Guarantees shall not be issued.
- ii. The Bank will have a specific charge on the underlying goods, till the goods are consumed / disposed, until the LC is repaid.
- iii. Goods being procured under LC shall be adequately insured for transit risk.

Restrictive Covenants

- a. The borrower shall submit data for renewal/review (as required by Bank) by 15.07.2025.
- b. The bank shall be entitled to change the rate of interest as may be directed by RBI or to charge an additional or penal rate and send the borrower an intimation in that regard.
- c. The bank may undertake the inspection of books & records, stock, book debts, plants, offices, any mortgage properties, any other security by appointing an external agency
 - i. The stock & book debts audit may be undertaken annually.
 - ii. Cost of audit & inspection shall be born by borrower.
 - iii. Delay / non-cooperation by Borrower in stock audit being undertaken is liable to suitable action by the Bank including dropping the Drawing Power (DP) during the period of delay, levy of penal charges, adjusting the DP
- d. All the assets which are charged to the bank shall be kept insured against all risks exposed.
 - i. In the event of non-compliance, the bank will take up insurance policy in its own name by charging the borrower.
 - ii. The copy of insurance policy shall be submitted to the bank within 30 days of the loan disbursement or policy renewal in the name of the bank.
- e. The borrower shall submit monthly statement of stock & book debts on or before 15th of succeeding month. The statement shall include the following details:
 - i. The value of the stock at the end of the month with break-up of raw material, work in progress, finished goods.
 - ii. The value of the book debts at the end of the month with ageing of the receivables
 - iii. The value of debtors financed by bill discounting by the bank or other bank.
 - iv. Facilities wise limit and outstanding at the end of the month.
 - v. Previous month's sales and purchase with total quantity and amount.
- f. The Borrower(s) shall give prior notice to the Bank for undertaking any of the following activities to enable the Bank to take a view. If, in the opinion of the Bank, the move contemplated by the borrower is not in the interest of the Bank, the Bank will have the right of veto for the activity.
 - i. Raising of any loans/ availing any facility against the asset offered as security to the bank.
 - ii. Change in promoter's shareholding or change in promoter directorship
 - iii. Pledge of shares by promoters, which may potentially change management control. It includes formation of trust also.
 - iv. Create any charge on the properties
 - v. Sell/ dispose its undertaking or fixed assets.
 - vi. The borrower shall not give loan to or guarantee on behalf of any other borrower or connection with the obligation of any person
- g. The Bank shall have the first right of refusal for entry into the Working Capital Banking Arrangement of the Borrower for its incremental working capital needs arising out of the expansion / modernization/ diversification program.
- h. Unsecured loans and advances availed from friends/ relatives / partners / Directors shall not be repaid during the currency of the Bank's exposure.
- i. The facility sanctioned shall not be used by the borrower except for the purpose and shall not be invested in stock exchange or in subsidiaries or in real estate.
- j. The borrower shall get the facility rated from credit rating agency and will get the same reviewed periodically.
- k. Borrower shall submit the following
 - i. Unhedged foreign Currency Exposure declaration
 - ii. Diligence Certificate & Compliance certificate



- iii. Certificate certifying that borrowed funds have been used for the purpose for which these were availed.
 - iv. Undertaking that borrower's plant/project will comply with Social & Environmental Health & Safety Regulations.
1. Each of the following events will attract penal interest/ charges as applicable, at rates circulated from time to time, over and above the normal interest applicable in the account:
- i. For the period of overdue interest/instalment in respect of Term Loans and overdrawings above the Drawing Power/limit in Fund Based Working Capital accounts on account of interest/ devolvement of Letters of Credit/Bank Guarantee, insufficient stocks and receivables etc.
 - ii. Delay or Non-Creation of Security in Favor of Bank
 - iii. Non-Submission of UFEC Declaration
 - iv. Non submission/ Delayed Submission of Stock and Property Insurance Policy.
 - v. Delayed in Stock Audit and
 - vi. Delay in submission of Documents under deferral and stock statement
 - vii. Non-Closure of account with other bank
 - viii. Non-utilization of limit
 - ix. Non-submission of Audited Balance Sheet within 8 months in respect of all central/state Government owned entities of closure of financial year.
 - x. Non-submission of Provisional unaudited financials within 3 months in respect of all central/state Government owned entities of closure of financial year.
 - xi. Non-submission of Net Worth Certificate before 31st December every year.
 - xii. Delay or Failure of Credit Letter issued by credit rating agency

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our “Restated Financial Statements” which have been included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Statements for the Fiscal Years ended on March 31, 2024, 2023, and 2022 and period ending on 30th June 2024 including the related notes and reports, included in this Draft Red Herring Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective years. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader’s level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

*Some of the information contained in this section, including information with respect to our strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled “**Forward- Looking Statements**” beginning on page 17, for a discussion of the risks and uncertainties related to those statements and also the section titled “**Risk Factors**” and “**Our Business**” beginning on page 28 and 165, respectively, of this Red Herring Prospectus for a discussion of certain factors that may affect our business, results of operations and financial condition. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.*

Unless otherwise stated, references to “the Company”, “our Company”, “we”, “us”, and “our” are to Archee Group Contracts Limited.

Our Fiscal Year ends on March 31 of each year. Accordingly, all references to a particular Fiscal Year are to the 12 months ended March 31 of that year.

*Industry and Market data used in this Draft Red Herring Prospectus is derived from the industry report titled “Industry Report on Commercial Office Setup Market” dated December 26, 2024 prepared by Marketysers Global Consulting LLP, appointed by our company engaged on August 30, 2024 we have commissioned and paid for the Report specifically for the purpose of the issue. For the further details, see “**Our Industry**” on page no. 126.*

BUSINESS OVERVIEW

Our Company was originally incorporated in the name and style of “Archee Group Contracts Private Limited” a private limited company under the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana pursuant to a certificate of incorporation dated May 16, 2011, bearing Corporate Identification Number (CIN) U70200HR2011PTC042960. Subsequently, our Company acquired the entire running business along with assets and liabilities of “M/s. Archee Group”, a sole proprietorship concern of our Promoter Ms. Monika Dhaka, which was in existence for over 11 years vide a Business Transfer Agreement dated February 23, 2012. The acquisition of the proprietorship concern enabled our Company to effectively build a successful business legacy, strengthened our brand, enhanced our workforce, and expanded our customer base. Later, our company was converted into a public company “Archee Group Contracts Limited” vide fresh certificate of incorporation dated August 09, 2024, issued by Central Processing Centre bearing CIN U70200HR2011PLC042960.

For more details, please refer chapter titled, “**Our Business**” on page 165.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially and adversely affect or are likely to affect the business activities or profitability of our Company or the value of its assets or its ability to pay its material

liabilities within the next twelve months, except as mentioned below:

1. Our Company was converted from a private limited company to public limited company vide resolution passed in its Extra ordinary General meeting dated June 27, 2024 and a fresh certificate of incorporation consequent to conversion was issued on August 09, 2024 by the Registrar of Companies, NCT of Delhi and Haryana bearing Corporate Identification Number U70200HR2011PLC042960.
2. The members of our Company approved proposal of Capitalization of reserves and issue of 60,00,000 Bonus equity shares of having face value Rs 10 each in the extra ordinary general meeting held on August 12, 2024 which were allotted by a resolution of the Board of Directors in their meeting held on August 13, 2024.
3. The current Offer was authorized by a resolution of the Board of Directors in their meeting held on September 20, 2024. It was subsequently approved by the Shareholders through a Special Resolution at the Extraordinary General Meeting on September 20, 2024 in accordance with Section 62(1)(c) of the Companies Act, 2013.
4. The Board of Directors, in their meeting held on September 18, 2024 issued and allotted 10,60,800 equity shares with a face value of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 21/- (Rupees Twenty-One Only) each. This was done through Private Placement which was approved in the Meeting of the Board of Directors on August 31, 2024 and the Extraordinary General Meeting on August 31, 2024 the shares were allotted on September 18, 2024.
5. The authorized capital of the company was increased from Rs.3,00,00,000/- to Rs.15,00,00,000/-, which was approved by the members of the company in the Extra ordinary general meeting held on August 12, 2024.
6. Change of Registered Office authorized by a resolution of the Board of Directors in their meeting held on September 05, 2024 from “*Villa No. 10, Gurgaon, 1 Apartment, Sector 22-23, Gurgaon, Haryana, India, 122001*” to “*2nd Floor, Plot No. 18, Wing B, Sector 32, Gurugram, Haryana, India, 122001*” w.e.f. September 05, 2024.
7. Appointment of Mr. Rajiv Chhikara as Independent Director w.e.f August 10, 2024.
8. Appointment of as Mr. Ravi Shingari Independent Director w.e.f August 10, 2024.
9. Appointment of Ms. Maanvita Dhaka as Non-Executive Director w.e.f August 10, 2024.
10. Change in designation of Ms. Monika Dhaka from Director to Whole Time Director w.e.f August 10, 2024
11. Appointment of Ms. Lalita Vats as Company Secretary & Compliance Officer w.e.f. August 10, 2024
12. Appointment of Mr. Babit Khurana as Chief Financial Officer w.e.f August 10, 2024.
13. Constitution of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee on August 13, 2024.
14. Approval of Policies of Code of Conduct, Whistleblower, Related Party Transaction, Prevention of Sexual Harassment, Dividend, Independent Director Familiarization, Risk Management, Nomination Remuneration Policy, Preservation of Documents, Materiality of Information and Event, Terms and conditions for appointment of Independent Directors, Determination of Materiality of Information, Fair Disclosure of Unpublished Price Sensitive Information, Archival Policy on August 13, 2024.
15. Change of Registered Office authorized by a resolution of the Board of Directors in their meeting held on November 05, 2024 from “*2nd Floor, Plot No. 18, Wing B, Sector 32, Gurugram, Haryana, India, 122001*” to

“205-206, Second Floor, Suncity Trade Tower, Sector 21, Old Delhi Gurugram Road, Industrial Complex Dundaheera, Gurgaon, Haryana, India, 122016” w.e.f. November 06, 2024.

16. The current Offer was authorized by a resolution of the Board of Directors in their meeting held on September 20, 2024. It was subsequently approved by the shareholders through a special resolution at the Extraordinary General Meeting on September 20, 2024, in accordance with Section 62(1)(c) of the Companies Act, 2013.
17. Recommendation of Restated Financial Statements, Key Performance Indicators and Objects of the Offer in Audit Committee meeting on December 26, 2024.
18. Approval of Restated Financial Statements, Key Performance Indicators, Objects of the Offer and Draft Red Herring Prospectus in board meeting on December 26, 2024.

KEY FACTORS AFFECTING THE RESULTS OF OPERATION

We believe that the following factors have significantly affected our results of operations and financial condition during the periods under review, and may continue to affect our results of operations and financial condition in the future:

1. Growth in our Order Book

Our Company’s Order Book as of a particular date comprises the estimated revenues from the unexecuted portions of all the existing contracts. Further, our Company’s Order Book as of a particular date is calculated based on the aggregate contract value of our ongoing projects as of such date, reduced by the value of work executed by us until that date. The manner in which we calculate our Order Book is therefore not comparable to the way our revenue from operations is accounted for, which includes revenue from work related to changes in the scope of work for our projects. In our business, changes to the scope of a project are quite common as the project progresses, which can impact the final project value. As a result, the overall value of our projects may vary by the time they are completed. The way we calculate and present our Company’s Order Book information may differ from the practices of other companies, including our competitors. The Order Book information included in this Draft Red Herring Prospectus is not audited and does not necessarily indicate our future earnings. We may not be able to achieve our expected margins, may suffer losses on one or more contracts, or may not realize the anticipated revenues from these projects.

2. Bidding and Execution Capabilities

Architectural projects in India are awarded through bidding process and satisfaction of pre-described qualification and performance criteria. As a part of the bidding process, the nature and value of contracts executed in the past is an important factor in allowing companies to bid for the new projects. Our ability to form strategic partnerships also influences pre-qualification and project awards. Our project management capabilities, including efficient resource sourcing, communication between site and head offices, and project planning and monitoring, are critical to our success.

Delays in the completion of a project can lead to our customers delaying in making our payments. Even relatively short delays or surmountable difficulties in the execution of a project could result in delays in receiving, on a timely basis, all payments due to us on a project. Our inability to complete or monetize such work in a timely manner, or at all, may adversely affect our business and results of operations.

3. Availability of Cost-Effective Source of Funds

Our projects are largely funded by our internal accruals, and any increase in cost of materials could adversely affect our financial condition. Significant working capital is often required to finance materials, advance to sub-contractors, and project work before receiving payments from client.

We have typically financed our capital requirements through bank borrowings and internal accruals. Access to adequate capital from bank borrowings is on such terms and conditions which are mutually acceptable to our Company and the lenders. If we experience insufficient cash flows to allow us to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our business and results of operations.

4. Capability to Handle Larger Projects

In the past three financial years, the size of our largest projects has been increasing. In order to continue this growth, we have to bid for high-value projects which mandates that we must meet pre-qualification criteria, including technical capability, quality reputation, safety record, financial strength, and relevant experience. Pre-qualification and price competitiveness are crucial parts of bidding process.

5. Operational Uncertainties

Various operational uncertainties, such as skilled designers' availability, design approval from client, and timely delivery, can impact our operations. Delays can lead to increased costs, dissatisfaction among customers or contract termination. Cost escalation provisions and tenure clauses in contracts aim to mitigate these risks. Dissatisfaction among customers can lead to decline in the onboarding of new customers.

6. Competition in the Industry

Our industry is highly competitive, with project type, contract value, margins, complexity, location, and revenue risks influencing competition. Key competitive factors include service quality, technical ability, performance record, experience, creative designs, and skilled personnel availability. We compete against various organized and unorganized players. Some are larger than us and have strong financial resources and more experience in the industry.

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies and Notes to accounts beginning under Chapter titled "*Restated Financial Information*" beginning on page 225.

KEY PERFORMANCE INDICATORS AND CERTAIN NON-GAAP MEASURES

In evaluating our business, we consider and use certain non-GAAP financial measures and key performance indicators that are presented below as supplemental measures to review and assess our operating performance. The presentation of these non-GAAP financial measures and key performance indicators are not intended to be considered in isolation or as a substitute for the Restated Financial Information. We present these non-GAAP financial measures and key performance indicators because they are used by our management to evaluate our operating performance. These non-GAAP financial measures are not defined under Ind AS and are not presented in accordance with Ind AS. The non-GAAP financial measures and key performance indicators have limitations as analytical tools. Further, these non-GAAP financial measures and key performance indicators may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Therefore, these matrices should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation.

EBITDA and EBITDA Margin

EBITDA is defined as our profit/loss before tax, finance cost, depreciation and amortization. Profit/loss before tax margin is defined as profit/loss before tax divided by revenue from operations. EBITDA margin is defined as our EBITDA as a percentage of revenue from operations.

The following table reconciles our profit/loss before tax (an AS financial measure) to EBITDA for the years indicated:

(Amount in Rs. Lakhs)

| Particulars | For the period | For the year ended on March 31, | | |
|-------------------------------|------------------------|---------------------------------|---------------|---------------|
| | ended June 30, 2024 | 2024 | 2023 | 2022 |
| Net Profit, as Restated | 115.92 | 566.83 | 161.55 | 33.00 |
| Add: Depreciation | 30.62 | 87.72 | 69.44 | 59.08 |
| Add: Interest on Loan | 67.06 | 277.67 | 223.64 | 192.03 |
| Add: Income Tax/ Deferred Tax | 47.02 | 164.96 | 147.76 | (15.70) |
| Add: Exceptional Item | - | - | - | 49.57 |
| Less: Other Income | (3.40) | (244.22) | (24.35) | (59.96) |
| EBITDA | 257.23 | 852.95 | 578.04 | 258.02 |
| Revenue from Operations | 2,418.03 | 11,141.83 | 9,474.35 | 7,296.07 |
| EBITDA Margin | 10.64% | 7.66% | 6.10% | 3.54% |

The following table sets forth certain key performance indicators for the years indicated:

(Amount in Rs. Lakhs)

| Particulars | For the | For the year ended on March 31, | | |
|---|-------------------------------------|---------------------------------|----------|----------|
| | period ended June 30, 2024 | 2024 | 2023 | 2022 |
| Revenue from Operations | 2,418.03 | 11,141.83 | 9,474.35 | 7,296.07 |
| Total Income | 2,421.43 | 11,386.05 | 9,498.70 | 7,356.03 |
| EBITDA ⁽¹⁾ | 257.23 | 852.95 | 578.04 | 258.02 |
| EBITDA Margin ⁽²⁾ | 10.64% | 7.66% | 6.10% | 3.54% |
| Profit After Tax | 115.92 | 566.83 | 161.55 | 33.00 |
| PAT ⁽³⁾ % | 4.79% | 5.09% | 1.71% | 0.45% |
| Debt Equity Ratio ⁽⁴⁾ | 1.44 | 1.44 | 1.85 | 1.57 |
| ROCE ⁽⁵⁾ | 9.28% | 48.84% | 31.93% | 15.36% |
| ROE ⁽⁶⁾ | 5.26% | 30.42% | 10.78% | 2.35% |

1) EBITDA is calculated as Profit for the year, plus total tax expenses (consisting of current tax and deferred tax), finance costs and depreciation and amortization expenses and minus other income

2) EBITDA Margin is calculated as EBITDA as a percentage of revenue from services.

3) PAT Margin is calculated as restated PAT for the year as a percentage of revenue from services.

4) Debt Equity Ratio is calculated as Total Debt divided by Total Equity.

5) ROCE is calculated as Earnings before Interest and Taxation (EBIT) for the year divided by shareholder's equity plus non-current liabilities.

6) ROE is calculated as restated PAT for the year divided by average Shareholders fund.

PRESENTATION OF FINANCIAL INFORMATION

These Restated Financial Information have been compiled by the management from the Restated Audited financial statements of the Company as at June 30, 2024 and for the years ended, March 31, 2024, March 31, 2023 and March 31, 2022 are prepared in accordance with the accounting standards notified under the Section 133 of the Act ("Indian GAAP") and other accounting principles generally accepted in India which have been restated in accordance with the SEBI (ICDR) Regulations by M/s Kapish Jain & Associates, Chartered Accountants, Delhi and Peer Review Auditor of the Company.

The policies have been consistently applied by our Company in preparation of the Restated Financial Statements and are consistent with those adopted in the preparation of financial statements for the year ended March 31, 2024.

The Restated Financial Statements have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

- Adjustments to the profits or losses of the earlier years for the changes in accounting policies, if any, to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these years and for material errors, if any;
- Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, retrospectively for the period ended June 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, in order to bring them in line with the groupings as per the Restated Financial Statements for the year ended March 31, 2024 and the requirements of the SEBI ICDR Regulations, if any; and
- The resultant impact of tax due to the aforesaid adjustments, if any.

RESULTS OF OUR OPERATION

The following table sets forth detailed total income data from our Restated Statement of profit and loss for the period ended on 31st March of the Financial Years 2024, 2023 and 2022, the components of which are also expressed as a percentage of total Income for such period.

(Amount in Lakhs)

| Particulars | For the period ended | | For the year ended on March 31, 2024 | | | | | |
|--|----------------------|-------------------|--------------------------------------|-------------------|-----------------|-------------------|-----------------|-------------------|
| | June 30, 2024 | | 2,024 | | 2,023 | | 2,022 | |
| | Amount | % of Total Income | Amount | % of Total Income | Amount | % of Total Income | Amount | % of Total Income |
| Revenue from Operations | 2,418.03 | 99.86 | 11,141.83 | 97.86 | 9,474.35 | 99.74 | 7,296.07 | 99.18 |
| Other Income | 3.40 | 0.14 | 244.22 | 2.14 | 24.35 | 0.26 | 59.96 | 0.82 |
| Total Income | 2,421.43 | 100.00 | 11,386.05 | 100.00 | 9,498.70 | 100.00 | 7,356.03 | 100.00 |
| Expenses: | | | | | | | | |
| Cost of Material Consumed | 2,244.51 | 99.38 | 10,694.48 | 100.38 | 7,486.70 | 81.47 | 6,273.50 | 86.07 |
| Changes in inventories of work-in-progress | (469.68) | (20.80) | (2,565.15) | (24.08) | 37.57 | 0.41 | (327.47) | (4.49) |
| Employee Benefit Expenses | 234.93 | 10.40 | 1,031.38 | 9.68 | 817.49 | 8.90 | 541.91 | 7.43 |
| Other Expenses | 67.06 | 2.97 | 277.67 | 2.61 | 223.64 | 2.43 | 192.03 | 2.63 |
| Finance charges | 30.62 | 1.36 | 87.72 | 0.82 | 69.44 | 0.76 | 59.08 | 0.81 |
| Depreciation & Amortization Exp | 151.05 | 6.69 | 1,128.16 | 10.59 | 554.55 | 6.03 | 550.11 | 7.55 |
| Total Expenses | 2,258.50 | 100.00 | 10,654.26 | 100.00 | 9,189.39 | 100.00 | 7,289.16 | 100.00 |
| Profit before Tax | 162.94 | 6.73 | 731.79 | 6.43 | 309.31 | 3.26 | 17.30 | 0.24 |
| Exceptional Item | | | | | | | 49.57 | 0.67 |
| Total Tax Expenses | 47.02 | 1.94 | 164.96 | 1.45 | 147.76 | 1.56 | (15.70) | (0.21) |
| Profit after Tax as Restated | 115.92 | 4.79 | 566.83 | 4.98 | 161.55 | 1.70 | 33.00 | 0.45 |

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PRINCIPAL COMPONENTS OF STATEMENT OF PROFIT AND LOSS

Set forth below are the principal components of statement of profit and loss from our continuing operations:

Total Income

Our total income comprises of (i) revenue from operations and (ii) other income. The following table shows our revenue from operations and other income:

| Particulars | For the period ended June 30, 2024 | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|--|------------------------------------|------------------|-----------------|-----------------|
| Revenue from Operations (A) | 2,418.03 | 11,141.83 | 9,474.35 | 7,296.07 |
| • Civil & interior office fit-out | 1,892.79 | 4,757.52 | 7,830.26 | 5,878.77 |
| <i>Percentage of revenue from Operation (% of A)</i> | 78.28% | 42.70% | 82.65% | 80.57% |
| • Mechanical, Electrical and Plumbing (MEP) | 167.78 | 209.09 | 104.35 | 87.4 |
| <i>Percentage of revenue from Operation (% of A)</i> | 6.94% | 1.88% | 1.1% | 1.2% |
| • Electrical fit-out | 357.46 | 6175.22 | 1539.74 | 1329.90 |
| <i>Percentage of revenue from Operation (% of A)</i> | 14.78% | 55.42% | 16.25% | 18.23% |
| Other Income (B) | 3.40 | 244.22 | 24.35 | 59.96 |
| Total Income (A+B) | 2,421.43 | 11,386.05 | 9,498.70 | 7,356.03 |

Revenue from Operations

Revenue from operations primarily generated from (i) sale from operations.

Other Income

Other income includes (i) interest on income tax refunds, (ii) Interest on FDR (iii) (iv) Rental Income (v) Profite on sales of Fixed Asstes (vi) Provision no longer required, written back (vii) Other Misc. Income.

Cost of Materials consumed

Cost of materials consumed includes (i) materials Balance as at beginning of the year (ii) Purchase (iii) Balance as at end of the year and (iv) Direct expenses

Direct expenses include cartage & transportation charges, job works and installation charges.

Changes in inventories of work-in-progress

Changes in inventories of work-in-progress includes Work-in-progress at the beginning of the year minus Work-in-progress at the end of the year.

Employee benefits expense

Employee benefits expenses primarily include (i) Director's remuneration, (ii) salary, wages and Bonus, (iii) Gratuity Expenses, (iv) Contribution to Provident and Other Funds, (v) Staff Welfare.

Finance charges

Finance costs include (i) Bank Interest, (ii) Interest on capital assets, (iii) Interest on Car Loan, (iv) Interest on MSME Vendor.

Other Expenses

Other expense mainly includes (i) Travelling & Conveyance & TA/DA, (ii) Bank charges & other bank processing fees, (iii) Labour & Manpower Expenses, (iv) Business Promotion, (v) Courier & Transportation charges, (vi) Electricity, (vii) Office expenses (viii) Rent, (ix) Communication Expenses, (x) Professional and consultancy fees, (xi) Insurance Charges, (xii) Repair and maintenance, (xiii) Printing & Stationary expenses, (xiv) Rate & Taxes, (xv) Misc. Expenses, (xvi) Advances Written off, (xvii) Provision of doubtful debts, (xviii) Bad Debts, (xix) License Fees & Taxes and (xx) Auditor's remuneration.

Depreciation and Amortization expense

Depreciation includes depreciation on our Furniture & Fittings, Computers & Other Accessories, Building, Plant & Machinery and vehicles.

Exception Items

Exception Items include (i) Gratuity Expenses for earlier year and (ii) Cost of material consumed for earlier year.

Tax Expenses

Tax expenses include current tax and deferred tax charge/ (benefit)

REVIEW OF RESULTS OF OPERATIONS FOR THE PERIOD ENDED 30th JUNE, 2024

TOTAL INCOME:

Revenue from operations

Our company is engaged in the business in the services as mentioned in “*Our Business*” chapter. The Total Revenue from operations for the period ended on June 30, 2024, was Rs. 2,418.03 Lakhs.

Other Income:

Other income of the company was Rs 3.40 lakhs constituting mainly below mentioned incomes:

(Amount in Rs. Lakhs)

| Particulars | June 30, 2024 |
|--|----------------------|
| Interest on IT Refund | - |
| Interest on FDR | - |
| Rental Income | - |
| Profit on sales of Fixed Assets | 2.75 |
| Provision no longer required, written back | - |
| Other Misc. Income | 0.65 |

EXPENDITURE

Cost of Materials consumed.

Our Cost of Materials consumed were Rs. 2,244.51 lakhs representing 92.69% of Total Income for the period ended June 30, 2024. Cost of materials consumed includes consumption of raw materials such as aggregate, cement, steel, pipes, valves, sand, ready-mix, wooden material, other hardware items, cartage and transportation work, installation charges, Job work and change in inventories. Purchase of the materials amounts to Rs. 1,172.31 lakhs which is 48.41% of the total income of the company.

Cost of material consumed includes the direct expenses of Cartage & Transportation Charges of Rs 21.70 lakhs, Installation charges of Rs 262.42 lakhs and Job Works of Rs 228.40 lakhs.

Changes in inventories of work-in-progress

Change in Materials consumed were Rs. (469.68) lakhs which is -19.40% of total income representing the difference in opening work in progress and closing work in progress.

Employee Benefit Expenses

Employee Benefit expenses were Rs. 234.93 lakhs representing 9.70 % of Total Income for the period ended June 30, 2024. Employee Benefit Expenses includes Director's remuneration of Rs. 52.50 lacs, salary, wages and Bonus of Rs. 173.71 lacs, Gratuity Expenses of Rs. 1.09 lacs, Contribution to Provident and Other Funds of Rs. 3.76 lacs, and Staff Welfare of Rs. 3.88 lacs.

Finance Charges

Finance Charges was Rs. 67.06 lakhs representing 2.77% of Total Income for the period ended June 30, 2024. Finance costs include bank Interest of Rs. Bank Interest of Rs. 55.00 lacs, Interest on capital assets of Rs. 2.94 lacs, Interest on Car Loan of Rs. 4.84 lacs, Interest on MSME Vendor of Rs. 4.28 lacs.

Depreciation and amortization expenses

The Depreciation and amortization expense were Rs 30.62 lakh representing 1.26% of Total Income for the period ended June 30, 2024. Depreciation mainly includes depreciation on Furniture & Fittings, Computers & Other Accessories, Building, Plant & Machinery and vehicles.

Other Expenses

Other Expenses were Rs. 151.05 lakhs representing 6.24% of Total Income for the period ended June 30, 2024. Other expense mainly includes (i) Travelling & Conveyance & TA/DA of Rs. 25.80 lacs (ii) Bank charges & other bank processing fees Rs. 24.91 lacs, (iii) Labour & Manpower Expenses Rs. 18.76 lacs, (iv) Business Promotion Nil, (v) Courier & Transportation charges Rs. 0.44 lacs, (vi) Electricity of Rs. 2.91 lacs, (vii) Office expenses of Rs. 10.75 lacs (viii) Rent Rs. 33.42 lacs, (ix) Communication Expenses of Rs. 2.54 lacs, (x) Professional and consultancy fees of Rs. 5.22 lacs, (xi) Insurance Charges of Rs. 4.04 lacs, (xii) Repair and maintenance of Rs. 2.89 lacs, (xiii) Printing & Stationary expenses of Rs. 2.41 lacs, (xiv) Rate & Taxes of Rs. 16.92 lacs, (xv) Misc. Expenses of Rs. 0.04 lacs.

Profit before Tax

The Profit before Tax for the period ended June 30, 2024, was Rs 162.94 which is 6.73% of the total income.

Tax expenses

Tax expenses were Rs. 47.02 lacs representing 1.94% of Total Income including current tax of Rs. 47.63 lacs and Deferred tax benefit of Rs. 0.61 lacs.

Profit after Tax (PAT)

As a result of the foregoing, our company recorded profit after tax was Rs. 115.92 lakhs for the period ended June 30, 2024. Profit after tax was 4.79% of Total Income of our company for the period ended on June 30, 2024. The increase in profit after tax was primarily due to increase in revenue from operations and substantial decrease in Cost of Material Consumed as compared to previous financial year.

REVIEW OF RESULTS OF OPERATIONS FOR THE PERIOD ENDED 31st MARCH 2024

TOTAL INCOME:

Revenue from operations

Our company is engaged in the business as mentioned in “*Our Business*” chapter. The Total Revenue from operations for the period ended on March 31, 2024, was Rs. 11,141.83 Lakhs. Which has been increasing, as compared to previous years. The growth in the Revenue from Operations is as per restated financial statements:

| Particulars | (Amount in Rs. Lakhs) | | |
|-------------------------|-----------------------|----------|----------|
| | 2023-24 | 2022-23 | 2021-22 |
| Revenue from Operations | 11,141.83 | 9,474.35 | 7,296.07 |
| Growth (%) | 18% | 30% | - |
| CAGR | | 24% | |

Other Income:

Other income of the company was Rs 244.22 lakhs constituting mainly below mentioned incomes:

| Particulars | (Amount in Rs. Lakhs) | | |
|--|-----------------------|--------------|--------------|
| | 2023-24 | 2022-23 | 2021-22 |
| Interest on IT Refund | 5.99 | 0.34 | 7.08 |
| Interest on FDR | 4.51 | 1.64 | 1.87 |
| Rental Income | 6.72 | 21.88 | 21.88 |
| Profit on sales of Fixed Assets | 17.98 | 0.49 | 25.97 |
| Provision no longer required, written back | 207.96 | - | - |
| Other Misc. Income | 1.06 | - | 3.16 |
| Total | 244.22 | 24.35 | 59.96 |

EXPENDITURE

Cost of Materials consumed.

Our Cost of Materials consumed were Rs. 10,694.48 lakhs representing 93.93% of Total Income for the period ended March 31, 2024. Cost of materials consumed includes consumption of materials such as wall putty, wooden planks, boards, MDF boards, cement, steel, pipes, valves, sand, ready-mix, consumables, electric wires, and other hardware items, cartage and transportation work, installation charges, Job work and change in inventories. Purchase of the materials amounts to Rs. 8544.59 lakhs which is 75.04% of the total Revenue of the company.

Changes in inventories of work-in-progress

Change in Materials consumed were Rs. (2,565.15) lakhs which is -22.53% of total income representing the difference in opening work in progress and closing work in progress.

Employee Benefit Expenses

Employee Benefit expenses were Rs. 1031.38 lakhs representing 9.06 % of Total Income for the period ended March 31, 2024. Employee Benefit Expenses includes Director's remuneration of Rs. 308.17 lacs, salary, wages and Bonus of Rs. 669.85 lacs, Gratuity Expenses of Rs. 16.33 lacs, Contribution to Provident and Other Funds of Rs. 13.38 lacs, and Staff Welfare of Rs. 23.66 lacs.

Finance Cost

Finance Charges was Rs. 277.67 lakhs representing 2.44% of Total Income for financial year 2023-24. Finance costs include bank Interest of Rs. Bank Interest of Rs. 244.97 lacs, Interest on capital assets of Rs. 12.67 lacs, Interest on Car Loan of Rs. 8.68 lacs, Interest on MSME Vendor of Rs. 11.35 lacs.

Depreciation and amortization expenses

The Depreciation and amortization expense were Rs 87.72 lakh representing 0.77 % of Total Income for the period ended March 31, 2024. Depreciation mainly includes depreciation on Furniture & Fittings, Computers & Other Accessories, Building, Plant & Machinery and vehicles.

Other Expenses

Other Expenses were Rs. 1128.16 lakhs representing 9.91% of Total Income for the period ended March 31, 2024. Other expense mainly includes (i) Travelling & Conveyance & TA/DA of Rs. 121.12 lacs (ii) Bank charges & other bank processing fees Rs. 94.33 lacs, (iii) Labour & Manpower Expenses Rs. 124.20 lacs, (iv) Business Promotion Rs. 2.64 lakhs, (v) Courier & Transportation charges Rs. 0.29 lacs, (vi) Electricity of Rs. 29.82 lacs, (vii) Office expenses of Rs. 71.91 lacs (viii) Rent Rs. 223.46 lacs, (ix) Communication Expenses of Rs. 8.51lacs, (x) Professional and consultancy fees of Rs. 132.65 lacs, (xi) Insurance Charges of Rs24.33 lacs, (xii) Repair and maintenance of Rs. 28.51 lacs, (xiii) Printing & Stationary expenses of Rs. 10.54 lacs, (xiv) Rate & Taxes of Rs. 20.86 lacs, (xv) Misc. Expenses of Rs. 0.24 lacs (xvi) Advances Written off of Rs. 23.04 lakhs, (xvii) Bad Debts of Rs. 207.96 lakhs, and (xviii) Auditor's remuneration of Rs. 3.75 lakhs.

Profit before Tax

The Profit before Tax for the period ended March 31, 2024, was Rs 731.79 lakhs which is 6.43 % of the total income.

Tax expenses

Tax expenses were Rs. 164.96 lacs representing 1.45 % of Total Income including current tax of Rs. 198.75 lacs and Deferred tax benefit of Rs. 33.79 lacs

Profit after Tax (PAT)

As a result of the foregoing, our company recorded profit after tax of Rs. 566.83 lakhs for the period ended March 31, 2024. PAT was 4.98 % of Total Income of our company for the period ended on March 31, 2024. The increase in PAT was primarily due to increase in revenue from operations and substantial decrease in employee benefit expenses as compared to previous financial year.

COMPARISION OF FINANCIAL YEAR ENDED MARCH 31,2024 (FISCAL 2024) WITH FINANCIAL YEAR ENDED MARCH 31, 2023 (FISCAL 2023) BASED ON RESTATED FINANCIAL STATEMENTS BASIS

TOTAL INCOME

Our Total Income increased to ₹11,386.05 lakhs in Financial Year 23-24 from ₹9,498.70 lakhs in Financial Year 2022-23, primarily on account of an increase in our Revenue from Operations and Other Income for reasons indicated below:

Revenue from operations

(Amount in Rs. Lakhs)

| Particulars | 2023-24 | 2022-23 |
|-------------------------|---------------|----------|
| Revenue from Operations | 11,141.83 | 9,474.35 |
| Growth (%) | 17.60% | |

Our company is engaged in the business of civil and interior fit-outs, electrical fit-outs and mechanical electrical plumbing (MEP) projects on turnkey basis. The Total Revenue from operations for the year ended on FY 2023-24 was Rs. 11,141.83 Lakhs as compared to Rs. 9,474.35 Lakhs during the FY 2022-23 which is an increase of **17.60%** in FY 2023-24 as compared to FY 2022-23. The increase is mainly attributed to the increase in:

- Change in revenue mix of Mechanical, Electrical and Plumbing and electrical fit-out:

Revenue from Electrical fit-outs increased substantially from Rs. 1539.74 lakhs in FY 2022-23 to Rs. 6175.22 lakhs in FY 2023-24. During the same period, revenue from mechanical, electrical and plumbing increased from Rs. 104.35 lakhs in FY 2022-23 to Rs. 209.09 lakhs in FY 2023-24. As a result, there was a net increase of Rs. 4,740.22 Lakhs between these two types of projects.

- Revenue from Civil & interior office fit-out decreased from Rs. 7830.26 lakhs in 2022-23 to Rs. 4757.52 lakhs in 2023-24.

Other Income

Other income of the company has increased substantially to Rs. 244.22 lakhs in Financial Year 2023-24 from Rs. 24.35 lakhs in Financial Year 2022-23. This was primarily due to the reversal of the provision for doubtful debts in FY 2023-24. A provision for doubtful debts amounting to Rs. 207.96 lakhs, which was made in FY 2021-22, was written back in FY 2023-24 as bad debts of Rs. 207.96 lakhs were claimed during the same year.

Further, interest on FDR increased from Rs. 1.64 lakhs in 2022-23 to Rs. 4.51 lakhs in 2023-24 due to increase in Fixed Deposits of the company from Rs. 36.39 lakhs in 2022-23 to Rs. 49.69 lakhs in 2023-24.

(Amount in Rs. Lakhs)

| Particulars | For the year ended 31st Mar, 2024 | For the year ended 31st March, 2023 |
|--|--------------------------------------|--|
| Interest on IT Refund | 5.99 | 0.34 |
| Interest on FDR | 4.51 | 1.64 |
| Rental Income | 6.72 | 21.88 |
| Profit on sales of Fixed Assets | 17.98 | 0.49 |
| Provision no longer required, written back | 207.96 | - |
| Other Misc. Income | 1.06 | - |
| Total | 244.22 | 24.35 |

EXPENDITURE

Our total expenses increased to Rs. 10,654.26 Lakhs for the FY 2023-24 from Rs. 9,189.39 Lakhs for the FY 2022-23. This increase is primarily on account of increase in other expenses, cost of material consumed, employee benefit expenses, finance expenses and depreciation & amortization expenses which are explained as below:

Cost of Materials consumed

Our Cost of Materials consumed increased to Rs. 10,694.48 Lakhs in FY 2023-24 from Rs. 7,486.70 Lakhs in FY 2022-23. Material consumed is directly related to the operations of the company and a rise in revenue will lead to rise in cost

of materials. In FY 2023-24, our company made purchases of Rs. 8544.59 lakhs were compared to Rs. 6,057.27 lakhs in FY 2022-23 which is comparatively 41.06% higher when compared to FY 2022-23.

It also includes the direct expenses as below:

- a. Cartage & Transportation Charges increased to Rs. 95.15 lakhs in FY 2023-24 from Rs. 50 lakhs in FY 2022-23;
- b. Installation Charges increased to Rs. 993.63 lakhs in FY 2023-24 from Rs. 438.08 lakhs in FY 2022-23;
- c. Job Work decreased to Rs. 869.22 lakhs in FY 2023-24 from Rs. 1,038.33 lakhs in FY 2022-23

The total cost of materials consumed increased significantly from 78.82 % of total income in FY 2022-23 to 93.93% of total income in FY 2023-24, primarily due to higher purchases and increased direct expenses in line with the revenue growth. In FY 2023-24, our company had a closing inventory of raw material of Rs. 4,238.00 lakhs.

Changes in inventories of work-in-progress

There was change in materials consumed of Rs. (2,565.15) lakhs in FY 2023-24 as compared to Rs. 37.57 lakhs in FY 2022-23 representing the difference in opening work in progress and closing work in progress.

Employee Benefit Expenses

Employee Benefit expenses increased to Rs. 1031.38 Lakhs in FY 2023-24 from Rs. 817.49 Lakhs for FY 2022-23. The increase in employee benefit expenses is on account of (i) increase in Director's remuneration from Rs 242.50 lakhs in FY 2022-23 to Rs. 308.17 lakhs in FY 2023-24, (ii) increase in Salaries, Wages & Bonus from Rs 527.52 lakhs in FY 2022-23 to Rs 669.85 lakhs FY 2023-24, (iii) increase in Contribution to Provident & Other Funds from Rs. 4.38 lakhs in FY 2022-23 to Rs. 13.38 lakhs in FY 2023-24, (iv) increase in Staff Welfare from Rs. 10.96 lakhs in FY 2022-23 to Rs. 23.66 lakhs in FY 2023-24. These were partially offset by a decrease in Gratuity Expenses from Rs. 32.14 lakhs in FY 2022-23 to Rs 16.33 lakhs in FY 2023-24.

Finance Cost

Finance costs increased to Rs. 277.67 lakhs in FY 2023-24 from Rs. 223.64 lakhs in FY 2022-23. This increase is attributed to the rise in long term and short-term borrowings by Rs. 168.37 lakhs in Fiscal 2024.

Depreciation and amortization expenses

The Depreciation and amortization expense increased to Rs 87.72 lakhs in FY 2023-24 from Rs. 69.44 lakhs in FY 2022-23 on account of acquisition of new fixed assets by the company worth Rs 154.30 lakhs.

Other Expenses

Other Expenses increased to Rs. 1,128.16 lakhs in FY 2023-24 from Rs. 554.55 lakhs in FY 2022-23. The increase was primarily on account of increase in: -

- a) Bank charges & processing fees increased to Rs. 94.33 in Fiscal 2024 from Rs. 28.99 in Fiscal 2023 on account of increase in fresh loans.
- b) Labour and manpower expenses increased to Rs. 124.20 lakhs in Fiscal 2024 from Rs. 99.85 lakhs in Fiscal 2023 on account of increase in hiring labor while performing various contracts.
- c) Electricity expenses increased to Rs. 29.82 Lakhs in Fiscal 2024 from Rs. 4.21 Lakhs in Fiscal 2023 on account of increase in on-site electricity expenses.
- d) Office expenses increased to Rs. 71.91 Lakhs in Fiscal 2024 from Rs. 28.38 Lakhs in Fiscal 2023.

- e) Rent expenses increased to Rs. 223.46 Lakhs in Fiscal 2024 from Rs. 74.96 Lakhs in Fiscal 2023 on account of substantial increase in machinery rent and offices rents.
- f) Communication expenses increased to Rs. 8.51 Lakhs in Fiscal 2024 from Rs. 7.12 Lakhs in Fiscal 2023.
- g) Professional and consultancy fees increased to Rs. 132.65 Lakhs in Fiscal 2024 from Rs. 62.13 Lakhs in Fiscal 2023 on account of increase in technical service charges for Designing Services.
- h) Insurance charges increased to Rs. 24.33 Lakhs in Fiscal 2024 from Rs. 14.51 Lakhs in Fiscal 2023.
- i) Repair and maintenance expenses increased to Rs. 28.51 Lakhs in Fiscal 2024 from Rs. 16.67 Lakhs in Fiscal 2023.
- j) Printing and stationary expenses increased to Rs. 10.54 Lakhs in Fiscal 2024 from Rs. 4.02 Lakhs in Fiscal 2023.
- k) Advances written off increased to Rs. 23.04 Lakhs in Fiscal 2024 from Rs. 5.42 Lakhs in Fiscal 2023.
- l) Bad debts were recorded for a total amount of Rs 207.96 lakhs in Fiscal 2024 as compared to nil in Fiscal 2023.
- m) Auditor's remuneration increased to Rs. 3.75 Lakhs in Fiscal 2024 from Rs. 2.00 Lakhs in Fiscal 2023.
- n) Miscellaneous expenses increased to Rs. 0.24 Lakhs in Fiscal 2024 from Rs. 0.12 Lakhs in Fiscal 2023.

This increase was partially offset by the decrease in the following: -

- a) Travelling & conveyance & TA/DA expenses decreased to Rs. 121.12 Lakhs in Fiscal 2024 from Rs. 159.03 Lakhs in Fiscal 2023.
- b) Business promotion expenses decreased to Rs. 2.64 Lakhs in Fiscal 2024 from Rs. 16.52 Lakhs in Fiscal 2023.
- c) Courier & transportation charges decreased to Rs. 0.29 Lakhs in Fiscal 2024 from Rs. 0.33 Lakhs in Fiscal 2023.
- d) Rate & taxes expenses decreased to Rs. 20.86 Lakhs in Fiscal 2024 from Rs. 30.29 Lakhs in Fiscal 2023.

Profit before Tax

As a result of the above, profit before tax increased to Rs. 731.79 lakhs in Fiscal 2024 from Rs 309.31 lakhs in Fiscal 2023.

Tax Expenses

Total tax expenses increased to Rs. 164.96 lakhs in Fiscal 2024 from Rs. 147.76 lakhs in Fiscal 2023. The increase in tax has been proportionate to the change in Revenue in 2024 as compared to Fiscal 2022-23.

Profit after Tax

For the reasons discussed above, profit after tax increased to Rs 566.83 lakhs in Fiscal 2024 from Rs 161.55 lakhs in Fiscal 2023. The increase in profit after tax was primarily due to the following reasons:

- i. Major increase in other Income of Rs. 219.88 lakhs in FY 2023-24

- ii. Substantial Increase in revenue from operations of Rs. 1,667.48 lakhs
- iii. Changes in inventories of work-in-progress

COMPARISION OF FINANCIAL YEAR ENDED MARCH 31,2023 (FISCAL 2023) WITH FINANCIAL YEAR ENDED MARCH 31,2022 (FISCAL 2022) BASED ON RESTATED FINANCIAL STATEMENTS

TOTAL INCOME

Our Total Income increased to 9,498.70 lakhs in Fiscal 2023 from 7,356.03 lakhs in Fiscal 2022, primarily due to an increase in our revenue from operations as discussed below:

Revenue from operations

Revenue from operations increased to Rs. 9,474.35 Lakhs in the Fiscal 2023 from Rs. 7,296.07 Lakhs in Fiscal 2022. The increase in revenue from operation is primarily on account of:

- Revenue from Civil & interior office fit-out increased to Rs 7,830.26 lakhs in Fiscal 2023 from Rs. 5,878.77 lakhs in Fiscal 22.
- Revenue from Mechanical, Electrical and Plumbing increased to Rs. 104.35 lakhs in Fiscal 23 from Rs. 87.40 lakhs in Fiscal 22.
- Revenue from Electrical fit-out increased to Rs 1539.74 lakhs in Fiscal 2023 from Rs 1329.90 lakhs in Fiscal 2022.

Other Income

Other income of the company decreased to Rs 24.35 lakhs Fiscal 2023 from Rs 59.96 lakhs in Fiscal 2022. The decrease in the other income is on account of following:

(Amount in lakhs)

| Particulars | For the year ended 31st March, 2023 | For the year ended 31st March, 2022 |
|--|--|--|
| Interest on IT Refund | 0.34 | 7.08 |
| Interest on FDR | 1.64 | 1.87 |
| Rental Income | 21.88 | 21.88 |
| Profit on sales of Fixed Assets | 0.49 | 25.97 |
| Provision no longer required, written back | - | - |
| Other Misc. Income | - | 3.16 |
| Total Other Income | 24.35 | 59.96 |

EXPENDITURE

Our total expenses increased to Rs. 9,189.39 Lakhs for the Fiscal 2023 from Rs. 7289.16 Lakhs for the Fiscal 2022. This increase is primarily due to increase in cost of material consumed, employee benefit expenses, and finance costs.

Cost of Materials consumed

Our Cost of Materials consumed increased to Rs. 7,486.70 Lakhs in FY 2022-23 from Rs. 6,273.50 Lakhs in FY 2021-22. Material consumed is directly related to the operations of the company and a rise in revenue will lead to rise in cost of materials accordingly. In FY 2022-23, our company made purchases of Rs. 6,057.27 lakhs were compared to Rs. 5,498.68 lakhs in FY 2022-23 which is comparatively 10% higher when compared to FY 2021-23.

It also includes the direct expenses as below:

- a. Cartage & Transportation Charges increased to Rs. 50.00 lakhs in FY 2022-23 from Rs. 25.09 lakhs in FY 2021-22;
- b. Installation Charges decreased to Rs. 438.08 lakhs in FY 2022-23 from Rs. 487.37 lakhs in FY 2021-22;
- c. Job Work increased to Rs. 1,038.33 lakhs in FY 2022-23 from Rs. 756.52 lakhs in FY 2021-22

The total cost of materials consumed decreased significantly to 74.09% of total income in FY 2022-23 from 80.23% of total income in FY 2021-22, primarily due to better purchases practices and better negotiation with the vendors. In FY 2022-23, our company had a closing inventory of raw material of Rs. 952.14 lakhs which was Rs. 855.16 lakhs in FY 2022-23.

Changes in inventories of work-in-progress

There was change in materials consumed of Rs. 37.57 lakhs in FY 2022-23 as compared to Rs. -327.47 lakhs in FY 2021-22 representing the difference in opening work in progress and closing work in progress.

Employee Benefit Expenses

Employee Benefit expenses increased to Rs. 817.49 Lakhs in Fiscal 2023 from Rs. 541.91 Lakhs in Fiscal 2022. The increase in employee benefit expenses is on account of (i) increase in Director's remuneration to Rs 242.50 lakhs in Fiscal 2023 from Rs. 162 lakhs in Fiscal 2022, (ii) increase in Salaries, Wages & Bonus to Rs 527.52 lakhs in Fiscal 2023 from Rs 371.36 lakhs in Fiscal 2022, (iii) increase in Contribution to Provident & Other Funds to Rs. 4.38 lakhs in Fiscal 2023 from Rs. 2.20 lakhs in Fiscal 2022, (iv) increase in Staff Welfare to Rs. 10.96 lakhs in Fiscal 2023 from Rs. 3.54 lakhs in Fiscal 2022, (v) increase in Gratuity expenses to Rs. 32.14 lakhs in Fiscal 2023 from Rs 2.81 lakhs in Fiscal 2022.

Finance Cost

Finance costs increased to Rs. 223.64 Lakhs in Fiscal 2023 from Rs. 192.03 lakhs in Fiscal 2022. This increase is on account of increase in short term loans of the company of Rs. 726.80 in Fiscal 2023.

Depreciation

The Depreciation and amortization expense increased to Rs 69.44 lakhs in Fiscal 2023 from Rs. 59.08 lakhs in Fiscal 2022 on account of acquisition of new assets amounting to Rs 117.74 lakhs in Fiscal 2023.

Other Expenses

Other Expenses increased to Rs. 554.55 lakhs in Fiscal 2023 from Rs. 550.11 lakhs in Fiscal 2022. The increase was primarily on account of increase in: -

- a. Travelling & conveyance & TA/DA expenses increased to Rs. 159.03 Lakhs in Fiscal 2023 from Rs. 57.97 Lakhs in Fiscal 2022 on account of substantial increases in Tour & Travelling Expenses.
- b. Bank charges & processing fees increased to Rs. 28.99 Lakhs in Fiscal 2023 from Rs. 9.71 Lakhs in Fiscal 2022 due to increase in secured borrowings of the company.
- c. Business promotion expenses increased to Rs. 16.52 Lakhs in Fiscal 2023 from Rs. 8.71 Lakhs in Fiscal 2022.
- d. Office expenses increased to Rs. 28.38 Lakhs in Fiscal 2023 from Rs. 12.77 Lakhs in Fiscal 2022 on account of substantial increases in Safety and Housekeeping Expenses.
- e. Rent expenses increased to Rs. 74.96 Lakhs in Fiscal 2023 from Rs. 40.71 Lakhs in Fiscal 2022 on account of substantial increases in machinery rent.

- f. Communication expenses increased to Rs. 7.12 lakhs in Fiscal 2023 from Rs. 1.73 Lakhs in Fiscal 2022 on account of substantial increase in Telephone and Mobile Expenses.
- g. Professional and consultancy fees increased to Rs. 62.13 lakhs in Fiscal 2023 from Rs. 29.63 Lakhs in Fiscal 2022.
- h. Repair and maintenance expenses increased to Rs. 16.67 lakhs in Fiscal 2023 from Rs. 14.30 Lakhs in Fiscal 2022.
- i. Printing and stationery expenses increased to Rs. 4.02 lakhs in Fiscal 2023 from Rs. 2.37 Lakhs in Fiscal 2022.
- j. Rate & taxes expenses increased to Rs. 30.29 lakhs in Fiscal 2023 from Rs. 5.26 Lakhs in Fiscal 2022.
- k. Miscellaneous expenses increased to Rs. 0.12 lakhs in Fiscal 2023 from Rs. 0.08 Lakhs in Fiscal 2022.

This increase was partially offset by the decrease in the following: -

- a. Labour & manpower expenses decreased to Rs. 99.85 Lakhs in Fiscal 2023 from Rs. 111.16 Lakhs in Fiscal 2022.
- b. Courier & transportation charges decreased to Rs. 0.33 Lakhs in Fiscal 2023 from Rs. 0.75 Lakhs in Fiscal 2022.
- c. Electricity expenses decreased to Rs. 4.21 Lakhs in Fiscal 2023 from Rs. 9.97 Lakhs in Fiscal 2022.
- d. Insurance charges decreased to Rs. 14.51 Lakhs in Fiscal 2023 from Rs. 18.63 Lakhs in Fiscal 2022.
- e. Advances written off decreased to Rs. 5.42 Lakhs in Fiscal 2023 from Rs. 16.16 Lakhs in Fiscal 2022.
- f. License fee was paid of Rs.0.24 lakhs in Fiscal 2022 which was nil in Fiscal 2023.
- g. Provision for doubtful debts provided for Rs. 207.96 lakhs in Fiscal 2022 which was carried forward at the same amount in balance sheet of Fiscal 2023.

Exceptional Items

In Fiscal 2023, there were no exceptional items. However, in Fiscal 2022, total prior period expenses of Rs. 49.57 lakhs were recorded. These expenses included gratuity expenses for earlier year amounting to Rs. 26.29 lakhs and cost of material consumed for earlier year amounting to Rs 23.28 lakhs.

Profit before Tax

As a result of the above, profit before tax increased to Rs 309.31 lakhs in Fiscal 2023 from Rs 17.30 lakhs in Fiscal 2022.

Tax Expenses

Total tax expenses increased to Rs. 147.76 lakhs in Fiscal 2023 as compared to negative Rs. 15.70 lakhs in Fiscal 2022. Current tax increased to Rs. 108.35 lakhs in Fiscal 2023 from Rs. 85.45 lakhs in Fiscal 2022 due to increase in profits. In Fiscal 2023, there was a deferred tax charge of Rs. 39.41 Lakhs when compared to a deferred tax benefit of Rs. 101.15 in Fiscal 2022.

Profit after Tax

For the reasons discussed above, profit after tax increased to Rs 161.55 lakhs in Fiscal 2023 from Rs. 33.00 lakhs in Fiscal 2022. The low profit in Fiscal 2022 is primarily attributable to the provision for bad debts amounting to Rs. 207.96 lakhs made during the same year. The increase in profit after tax is mainly due to the following reasons:

- i. The increase in operations resulting in increase in Revenue from Operations in 2023
- ii. There is exceptional item of Rs 49.57 lakhs in 2021-22 which reduced the profit

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the periods indicated:

(Amount in Lakhs)

| Particulars | For the period ending on June 30, 2024 | Fiscal | | |
|---|--|--------------|-------------|-------------|
| | | 2024 | 2023 | 2022 |
| Net Cash Generated/(Used) From Operating Activities | (99.03) | 355.563 | (366.08) | (101.33) |
| Net Cash Generated/(Used) From Investing Activities | 2.34 | (220.35) | (116.49) | 9.20 |
| Net Cash Generated/(Used) From Financing Activities | 104.04 | (109.30) | 481.18 | (104.72) |
| Net Increase / (Decrease) in cash and cash equivalents | 7.35 | 25.98 | (1.39) | 5.81 |
| Cash and cash equivalents at the end of the year | 40.50 | 33.16 | 7.18 | 8.57 |

Operating Activities

Fiscal 2024

Net cash generated from operating activities during Fiscal 2024 was Rs. 355.63 lakhs. While our profit before tax was Rs. 731.79 lakhs, we had an operating profit before working capital changes of Rs. 1,085.03 lakhs, primarily due to adjustments for Depreciation of Rs. 87.72 lakh, Profit on sale of fixed assets of Rs. 17.98 Lakhs, Interest Expenses & Finance Cost of Rs. 277.67 lakhs, and Interest income of Rs. 10.50 lakhs and provision of gratuity of Rs. 16.33 lakhs. Our adjustments for working capital changes for Fiscal 2024 primarily consist of an increase in inventories of Rs. 2,373.25 lakhs, other non-current assets of Rs. 3.08, short term loans and Advances of Rs. 284.52 lakhs, trade payables of Rs. 1,161.22 lakhs, short term provisions of Rs 3.22 lakhs, and other current liabilities of Rs. 146.31 lakhs and a decrease in trade receivables of Rs. 875.65 lakhs, other assets of Rs. 26.77 lakh and long term provisions of Rs. 6.63 lakh. Our net cash generated from Operating Activities was Rs. 355.63 lakhs after adjusting Income Tax paid of Rs. 275.09 lakhs.

Fiscal 2023

Net cash used in operating activities during Fiscal 2023 was Rs. 366.06 lakhs. While our profit before tax was Rs. 309.31 lakhs, we had an operating profit before working capital changes of Rs. 632.06 lakhs, primarily due to adjustments for provision of gratuity of Rs. 32.14 lakh, depreciation of Rs. 69.44 lakh, profit on sale of fixed assets of Rs. 0.49 Lakhs, interest expenses & finance Cost of Rs. 223.64 lakhs, and interest income of Rs. 1.98 lakhs. Our adjustments for working capital changes for Fiscal 2023 primarily consist of an increase in inventories of Rs. 59.41 lakhs, trade receivables of Rs. 819.95 lakhs, other non-current assets of Rs. 9.09, short term loans and Advances of Rs. 153.14 lakhs, other assets of Rs. 36.70 lakhs, trade payables of Rs. 228.94 lakhs, short term provisions of Rs 3.82 lakhs, and decrease in long term provisions of Rs 14.40 lakhs, other current liabilities of Rs. 82.87 lakhs. Our net cash used in Operating Activities was Rs. 366.08 lakhs after adjusting Income Tax paid of Rs. 55.34 lakhs.

Fiscal 2022

Net cash used in operating activities during Fiscal 2022 was Rs. 101.33 lakhs. While our profit before tax was Rs. 17.30 lakhs, we had an operating profit before working capital changes of Rs. 236.30 lakhs, primarily due to adjustments for

depreciation of Rs. 59.08 lakh, provision of gratuity of Rs. 2.81 lakh, profit on sale of fixed assets of Rs. 25.97 Lakhs, interest Expenses & finance Cost of Rs. 192.03 lakhs, and interest income of Rs. 8.95 lakhs. Our adjustments for working capital changes for Fiscal 2022 primarily consist of an increase in inventories of Rs. 821.63 lakhs, short term loans and Advances of Rs. 560.28 lakhs, other assets of Rs. 101.76 lakhs, trade payables of Rs. 965.38 lakhs, short term provisions of Rs 4.44 lakhs, long term provisions of Rs 21.85 lakhs, other current liabilities of Rs. 142.39 lakhs and a decrease in trade receivables of Rs. 141.44 lakhs, other non-current assets of Rs. 14.78 lakhs. Our net cash generate in Operating Activities was Rs. 101.33 lakhs after adjusting Income Tax refund of Rs. 58.42 lakhs.

Investing Activities

Fiscal 2024

Net cash used in investing activities was Rs. 220.35 lakhs in Fiscal 2024, primarily on account of Rs. 217.55 lakhs used for purchase of Fixed Assets including capital advance and Rs. 13.30 invested in fixed deposits, which was partially offset by proceeds from interest & other income of Rs. 10.50 lakhs.

Fiscal 2023

Net cash used in investing activities was Rs. 116.49 lakhs in Fiscal 2023, primarily on account of Rs. 118.28 lakhs used for purchase of Fixed Assets including capital advance and Rs. 0.19 invested in fixed deposits, which was partially offset by proceeds from interest & other income of Rs. 1.98 lakhs.

Fiscal 2022

Net cash generated from investing activities was Rs. 9.20 lakhs in Fiscal 2022, primarily on account of Rs. 8.95 Lakhs was received from interest and other income, Rs. 0.60 Lakhs from the sale of fixed assets and Rs. 0.35 invested in fixed deposits.

Financing Activities

Fiscal 2024

Net cash used in financing activities in Fiscal 2024 was Rs. 109.30 lakhs, which primarily consists of interest & finance Cost of Rs. 277.67 lakhs and proceeds from long-term borrowings of amount Rs. 70.86 lakhs, proceeds of long-term borrowings of Rs. 165.86 lakh and proceeds of short-term borrowings amounting to Rs. 73.37 lakhs.

Fiscal 2023

Net cash generated from financing activities in Fiscal 2023 was Rs. 481.18 lakhs, which primarily consists of interest & finance Cost of Rs. 223.64 lakhs and repayment of long-term borrowings of amount Rs. 276.79 lakhs, proceeds of long-term borrowings of Rs. 254.81 lakh and proceeds of short-term borrowings amounting to Rs. 726.80 lakhs.

Fiscal 2022

Net cash used from financing activities Fiscal 2022 was Rs. 104.72 lakhs, which primarily consists of interest & finance Cost of Rs. 192.03 lakhs and repayment of long-term borrowings of amount Rs. 167.93 lakhs, proceeds of long-term borrowings of Rs. 180 lakh and proceeds of short-term borrowings amounting to Rs. 75.24 lakhs.

FINANCIAL INDEBTEDNESS

As of June 30, 2024, our Company had total outstanding of borrowings from banks aggregating to Rs. 3,267.75 lakhs in the ordinary course of business consisting of Long-Term Borrowings of Rs.199.46 lakhs and Short-Term Borrowings of Rs 3,068.30 lakhs.

RELATED PARTY TRANSACTIONS

Related party transactions involving our promoters, directors, their entities, and relatives primarily pertain to share capital, remuneration, unsecured borrowings, and the purchase and sale of goods and services etc. For further details of such related parties under AS-18, refer chapter titled “*Restated Financial Statements*” beginning on page 225.

CAPITAL EXPENDITURE IN LAST THREE YEARS

Our net capital expenditures include expenditures on tangible assets which primarily include vehicles, furniture and fixtures, machineries, office equipment, and computers. The following table sets out our net capital expenditures for the period ended March 31, 2024, and for the financial year ended 2023 and 2022.

(Amount in Rs. Lakhs)

| Particulars | For the year ended March 31, | | |
|-------------------------------|------------------------------|---------------|-------------|
| | 2024 | 2023 | 2022 |
| Computers & Other Accessories | 6.28 | 10.29 | 0.29 |
| Plant & Machinery | 20.00 | 0.93 | 3.06 |
| Vehicle | 128.02 | 106.52 | |
| Total | 154.30 | 117.74 | 3.35 |

CONTINGENT LIABILITIES

The following is a summary table of our contingent liabilities as per AS 29 as on June 30, 2024, as indicated in our Restated Financial Statement.

(Amount in Lakhs)

| Particulars | As at 30 June 2024 |
|--|--------------------|
| a. Estimated amount of contracts remaining to be executed and not provided for | - |
| b. Claims against the Company not acknowledged as debt* | 353.41 |
| c. Bank Guarantees | 38.01 |
| d. Outstanding Tax Demand with Respect to any Revenue Authorities | 161.47 |

For details, please refer to contingent liabilities and commitments, “*Restated Financial Statements*” Notes” on page 225.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or which we believe reasonably likely to have a current or future effect on our financial condition, change in financial condition, revenue or expenses, operating results, liquidity, capital expenditure or capital resources.

QUALITATIVE DISCLOSURE ABOUT MARKET RISK

In the course of undertaking our business, we are exposed to the following risks arising from financial instruments, which include credit risk, liquidity risk and market risk. Our primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on our financial performance.

Credit Risk

Credit risk is the risk that a customer will fail to perform or fail to pay amounts due causing financial loss. Our exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, continuous follow-up, and continuously monitoring the creditworthiness of customers to which our Company grants credit terms in the normal course of business.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or another financial asset. Our financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation.

Interest Rate Risk

Interest rate risk is the risk that the fair value of the future cash flow of the financial instruments will fluctuate because of change in the market interest rate to optimize our company's position with regard to interest income and interest expenses. To manage the interest rate risk, our company performs a comprehensive corporate interest rate risk management by comparing and choosing between fixed rate funds and floating rate funds.

Effect of Inflation

We are affected by inflation as it has an impact on the cost of consumption, employees cost etc. in line with changing inflation rates, we rework our margins to absorb the inflationary impact.

Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues or repayment of loans from any bank or financial institution

Except as disclosed in chapter titled "*Restated Financial Statements*" beginning on page 225, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

INFORMATION REQUIRED AS PER ITEM (11) (II) (C) (iv) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS, 2018

Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, during the years under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

Significant economic changes that materially affected or are likely to affect income from continuing operations

Indian rules and regulations as well as the overall growth of Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

Other than as described in the section titled "*Risk Factors*" beginning on page 28 to our knowledge there are no significant economic changes that materially affects or are likely to affect income of our Company from continuing operations.

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 titled "*Risk Factors*" beginning on page 28, 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.

Future changes in relationship between costs and revenues

Apart from the risks as disclosed under Section titled "*Risk Factors*" beginning on page 28, there no known factors that might affect the future relationship between cost and revenue. Our Company's future costs and revenues will be determined by demand/ supply situation, government policies, global market situation and cost of our services.

The extent to which services increase in net sales or revenue are due to quality of our work and increase in number &

value of customers. Increase in revenue is by and large linked to increases in volume of business activity by the Company.

Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices

Our company is engaged in interior designing services. Increase in revenues are by and large linked to increase in operations of company and dependent on the price realization.

Total turnover of each major industry segment in which the issuer company operated

Our company is engaged in one industry only. Relevant Industry data, as available, has been included in the section titled “*Our Industry*” beginning on page 126.

Status of any publicly announced new products or business segment

Otherwise as stated in the Draft Red Herring Prospectus and in the section titled “*Our Business*” appearing on page 165, our company has not publicly announced any new business segment till the date of this Draft Red Herring Prospectus.

The extent to which business is seasonal

Our business is not seasonal in nature.

Any significant dependence on a single or few suppliers or customers

Our business is substantially dependent on projects awarded by our clients to us. For further details, please refer “*Risk factor - We are highly dependent on certain customers for a substantial portion of our revenues. Loss of relationship with any of these customers may have a material adverse effect on our profitability and results of operations.*” on page [●].

The percentage of revenue from operations derived from our top clients is given below:

| Particulars | June 30, 2024 | FY 2024 | FY 2023 | FY 2022 |
|----------------------|---------------|---------|---------|---------|
| Top 1 Customers (%) | 59.53% | 42.66% | 61.60% | 35.89% |
| Top 3 Customers (%) | 97.84% | 87.72% | 77.87% | 65.20% |
| Top 5 Customers (%) | 99.98% | 95.66% | 89.75% | 81.93% |
| Top 10 Customers (%) | 100.00% | 98.86% | 98.34% | 90.00% |

The percentage of top suppliers is given below:

| Particulars | June 30, 2024 | FY 2024 | FY 2023 | FY 2022 |
|----------------------|---------------|---------|---------|---------|
| Top 1 Supplier (%) | 10.01% | 10.34% | 5.44% | 5.76% |
| Top 3 Suppliers (%) | 19.50% | 19.54% | 12.93% | 16.34% |
| Top 5 Suppliers (%) | 29.90% | 25.84% | 18.11% | 23.08% |
| Top 10 Suppliers (%) | 51.73% | 37.61% | 26.94% | 31.64% |

Competitive Conditions

We face competition from existing and potential organized and unorganized competitors, which is common for any business. We have, over a period, developed certain competitive strengths which have been discussed in section titled “*Our Business*” beginning on page 165.

Material Frauds

There are no material frauds, as reported by our Statutory Auditor, committed against our Company, in the last three Fiscal years.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding (i) criminal proceedings involving our Company, Directors, or Promoters (“**Relevant Parties**”); (ii) actions by statutory or regulatory authorities involving the Relevant Parties; (iii) outstanding claims relating to direct and indirect taxes involving the Relevant Parties; and (iv) other pending litigation involving the Relevant Parties as determined to be material by our Board pursuant to the Materiality Policy (as disclosed herein below); or (v) litigation involving our Group Company which has a material impact on our Company. Further, except as stated in this section, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoter in the last five Financial Years including any outstanding action.

For the purposes of (iv) above in terms of the Materiality Policy adopted by a resolution of our Board dated 13.08.2024, pending litigation would be considered ‘material’ if the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of ₹ 5,00,000/- and where the amount is not quantifiable, such pending cases are material from the perspective of the Company’s business, operations, prospects or reputation.

For the purposes of the above, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices issued by statutory or regulatory or taxation authorities) have not and shall not, unless otherwise decided by our Board, be considered material until such time that any of the Relevant Parties or the Group Company, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum.

Further, in accordance with the Materiality Policy, our Company has considered such creditors ‘material’ to whom the amount due is equal to or in excess of ₹ 121.84/- Lakhs (being 5% of the trade payables of the company as at the most recent financial period i.e. F.Y 2023-24).

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

LITIGATION INVOLVING OUR COMPANY

Litigation against our Company

A. Outstanding criminal proceedings

NIL

B. Actions initiated by regulatory or statutory authorities

NIL

C. Outstanding material civil litigation

(i) Aerocomfort (P) Limited Vs. Ms Archee Group Contract (P) Ltd [CS DJ 208209 of 2016]

A civil suit has been filed on 22.04.2015 against the Company by M/s Aerocomfort (P) Limited (“Plaintiff”) for recovery of ₹ 16,25,000/- (including court and jurisdiction fee) for dues in respect to the supply, installation & testing of the air conditioner (HVAC) at Noida and Hyderabad project of the Company. The Plaintiff has alleged that the Company has placed an order for the HVAC system for ₹ 1,35,00,000/- and Plaintiff supplied material of value ₹ 1,51,42,190/- for extra work ordered by the Company. The outstanding balance claimed by the Plaintiff for both Hyderabad and Noida project is ₹ 19,70,615/- together with interest at 18% per annum. The Company made part payment of ₹ 5,00,000/- and for the balance, the Plaintiff filed the civil suit for the

value of ₹ 16,25,000/-, including court and jurisdiction fee.

The Company filed a written statement in reply to the civil suit stating that the Plaintiff raised the bill for ₹ 98,96,310/-. The Company paid advance of ₹ 40,00,000/- but Plaintiff failed to supply the material within the time frame. The Company has also paid the dues of ₹ 40,00,000/- and dues of ₹ 19,50,000/- were paid by Mitali International to the Plaintiff on behalf of the Respondent for Hyderabad project. The Company has also stated that the claim of plaintiff of supplying material for ₹ 12,39,606/- was false and fabricated as Company never ordered to send such supply. The remaining outstanding dues were settled by the Company at ₹ 5,00,000/-. The Company has contended that they are not liable for paying any amount as all dues are clear. The matter is currently pending for adjudication before the Hon'ble District & Session Judge, South – East, Saket.

(ii) Anil Jatav Vs. Archee Group Contracts Pvt. Ltd. and Ors.

An application was filed by Anil Jatav along with 9 others (“Applicants”) on 30.05.2024 against Company under Section 3 of the Payment of Wages Act, 1936 before Court of Authority under the Payment of Wages Act, 1936 Circle - 4, Gurgaon. The Applicants has failed to pay the earned wages of Applicants for the period of 01.05.2019 to 31.08.2019 aggregating to ₹ 34,40,000/- (consisting of ₹ 17,20,000/- as wages and ₹ 17,20,000/- as overtime wages). The Applicant has also sought compensation of 10 times being ₹ 3,44,00,000/-. The matter is currently pending for adjudication.

(iii) Garg Trading Company Vs. Archee Group and Others [Civil Suit 3 of 2021]

An application was filed by Garg Trading Company (“Plaintiff”) on 14.12.2020 against Our Company for recovery of outstanding dues of ₹ 44,55,576/-. Plaintiff who is engaged in the business of hardware, sanitary fittings etc., has alleged that it supplied goods worth ₹ 1,21,02,933/- to Company against which only ₹ 76,47,362/- has been paid by the Company. The matter is currently pending for adjudication before 1-Presiding Officer, Commercial Court, Gautam Budh Nagar.

Litigation by our company

A. Outstanding criminal proceedings

NIL

B. Outstanding material civil litigation

NIL

LITIGATION INVOLVING OUR PROMOTERS

Litigation against our Promoters

A. Outstanding criminal proceedings

(i) State Of Haryana Through APP Vs. Abhishek Dhaka [CHI/374/2022]

An F.I.R. (179 of 2020) was registered in Palam Vihar, Gurugram by Harjinder Kaur Talwar (“Complainant”) against Vikram Vij and our Promoter Abhishek Dhaka and under Section 509 of Indian Penal Code, 1860, for outraging the modesty of a woman. The Complainant has alleged that she and Abhishek Dhaka lived in the same society and Vikram Vij and Abhishek Dhaka made objectionable sounds and gestures towards her. As a result of which Complainant filed the F.I.R. which is now converted into case. Abhishek Dhaka and Vikram Vij were granted bail through Order dated 09.02.2022. The matter is currently pending before the Hon'ble

Judicial Magistrate, Gurugram.

(ii) Harjinder Kaur Vs. Abhishek Dhaka [Criminal Misc. Application No. 86 of 2019]

A complaint bearing no. 633 of 2018 dated 18.09.2018 was filed by Mrs. Harjinder Kaur (“Complainant”) against our Promoters Abhishek Dhaka before the Commissioner of Police, Gurugram wherein our Promoter was alleged of passing derogatory remarks and outraging the modesty of a women. The said complaint was examined by the Deputy Commissioner of Police, Gurugram and vide its report dated 14.01.2019, held that the commission is of no cognizable offense and no further action can be taken in the said matter.

Aggrieved by the said report, the Complainant filed the application no. 86 of 2019 before the learned Magistrate, Gurugram against our Promoters Abhishek Dhaka under Section 156(3) of Code of Criminal Procedure 1973 (“CrPC”) for registration of FIR under Section 354-A, 509, 468, 499, 500, 120-B of Indian Penal Code, 1860 and Section 66-D and 67 of Information Technology Act, 2000. The Court vide its order dated 15.05.2019 directed the police for registration of the FIR. Pursuant to this, a FIR bearing no. 328 of 2019 was registered in Palam Vihar, Gurugram by the Complainant against our Promoter Abhishek Dhaka under Section 354, 468, 499, 506 and 120-B of Indian Penal Code, 1860.

Against the impugned order dated 15.05.2019, a criminal revision petition bearing no. 1365 of 2019 dated 29.05.2019 was filed by our Promoter before the Hon’ble High Court of Punjab and Haryana under Section 482 of CrPC contending that an FIR on same grounds has been filed by the Complainant in Telangana State during the pendency of Application No. 86 of 2019 wherein the court has granted bail to our Promoter, and our Promoter contended that the said fact has been concealed by the Complainant in the said application, therefore the said order dated 15.05.2019 is erroneous in nature. However, the criminal revision petition bearing no. 1365 of 2019 was dismissed by the Hon’ble High Court of Punjab and Haryana vide its order dated 20.08.2024 on the ground of non-prosecution.

Further, after investigation in F.I.R. no. 328 of 2019, the police department has filed a cancellation report dated 30.09.2022 in the court of Hon’ble Judicial Magistrate – 1st Class, Gurugram. The Hon’ble Court has taken into record the cancellation report in case no. UCR/2720 of 2024 and vide its order dated 13.05.2024 has directed that the cancellation report be checked and registered and has further directed that notice be issued to the Complainant. Thereafter, as per order dated 28.08.2024, the Complainant has submitted that she is not satisfied with the police proceedings and has requested that time be given to her for filing protest petition.

Both the matters, bearing application no. 86 of 2019 and UCR/2720 of 2024, are currently pending for adjudication before the Hon’ble Judicial Magistrate – 1st Class, Gurugram.

(iii) State of Telangana PS Cyber Crimes, CCS Vs. Abhishek Dhaka [CC/2623/2022]

An FIR (182 of 2019) was registered in the Cyber Crime department, Hyderabad by Harjinder Kaur Talwar (“Complainant”) against our Promoter Abhishek Dhaka under Section 509 of Indian Penal Code, 1860 and Section 67 of Information Technology Act, 2000. The Complainant has alleged that since August 2008, she has been subjected to sexual harassment and derogatory comments that have affected the modesty and reputation of the Complainant. Complainant has alleged that the derogatory comments have been circulated by our Promoter, Abhishek Dhaka via What’s App, Facebook, e-mails and text messages through fictitious profiles and phone numbers. As a result of which the Complainant filed the FIR which is converted into this case. Our Promoter, Abhishek Dhaka has been granted bail in the said case by the Additional Chief Metropolitan Magistrate, Hyderabad vide its order dated 28.03.2019. The matter is currently pending for adjudication before the Hon’ble Additional Chief Metropolitan Magistrate, Hyderabad.

B. Actions initiated by regulatory or statutory authorities.

NIL

C. Outstanding material civil litigation

(i) Harjinder Kaur @ Lucky Vs. Monika Dhaka and Abhishek Dhaka [CS/952/2019]

A civil suit is filed by Harjinder Kaur (“Plaintiff”) against our Promoters Abhishek Dhaka and Monika Dhaka for injunction and damages of ₹ 1,00,00,000/- in respect to defamation caused to the Plaintiff. Our Promoters have been alleged to have: (i) filed false complaints; (ii) fabricated photographs and false messages; (iii) passed malicious comments; and (iv) initiated mischievous and deliberate acts, raising question on the reputation, integrity and dignity of the Plaintiff and caused irreparable loss to the personal and professional life of the Plaintiff. As a result, Plaintiff filed this present suit for permanent injunction restraining our Promoters Abhishek Dhaka and Monika Dhaka from publishing any photographs of Plaintiff and damages of ₹ 1,00,00,000/- for defamation, sexual harassment and loss of present & future income. In respect to this civil suit, in the written statement our Promoters Abhishek Dhaka and Monika Dhaka, asserted that the present suit for injunction and damages is without merit. They contend that no valid cause of action exists for this suit, as they have neither made any defamatory or indecent remarks nor published any photographs of the Plaintiff. henceforth, the Plaintiff is not entitled to any injunction or damages. The matter is currently pending for adjudication before the Hon’ble Additional Civil Judge (Senior Division), Gurugram.

Litigation by our Promoters

A. Outstanding criminal proceedings

NIL

B. Outstanding material civil litigation

NIL

LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS)

Litigation against our Directors

A. Outstanding criminal proceedings

NIL

B. Actions initiated by regulatory or statutory authorities.

NIL

C. Outstanding material civil litigation

NIL

Litigation by our Directors

A. Outstanding criminal proceedings

NIL

B. Outstanding material civil litigation

NIL

LITIGATION INVOLVING OUR GROUP COMPANIES WHICH HAVE A MATERIAL IMPACT ON OUR COMPANY

Litigation against our Group Companies

A. Outstanding criminal proceedings

NIL

B. Actions initiated by regulatory or statutory authorities.

NIL

C. Outstanding material civil litigation

NIL

Litigation by our Group Companies

A. Outstanding criminal proceedings

NIL

B. Outstanding material civil litigation

NIL

TAX PROCEEDINGS

COMPANY

| Type of Proceedings | Number of Cases | Amount* (₹ in Lakh) |
|---------------------|-----------------|---------------------|
| Direct Tax | 2** | 10.23 |
| Indirect Tax | 18*** | 414.77# |
| Total | 20 | 425.00 |

*To the extent quantifiable and ascertainable.

**Number of cases includes a case wherein demand has not yet been quantified - Assessment proceeding pending u/s 143(3) of the IT Act for the A.Y. 2023-24.

***A. Number of cases includes cases wherein demand has not yet been quantified or demand has been duly paid, however no order for drop proceedings has been issued yet-

1. Notice in Form GST ASMT-10 dated 07.09.2021 alleging that the Assessee has claimed higher ITC in GSTR-3B for the F.Y. 2019-20. However, no demand was quantified in the said notice. Further, the Company has filed reply against the said notice, however, no further notice/order has been issued by the GST authority in the matter.
2. Notice in Form GST ASMT-10 dated 20.10.2023 alleging that the Assessee is liable to pay interest amounting to Rs.37,598/- u/s 50(1) of the CGST Act on account of late filing of GSTR-3B in the F.Y. 2018-19. The Assessee has filed reply against the said notice and has duly paid the amount of demand via Form GST DRC-03 on 28.10.2023.

However, no order for drop proceedings has been issued by the GST authority yet.

B. Number of cases includes a case wherein demand amounting to Rs. 3,91,099/- (Tax=Rs. 1,81,443/-, interest Rs. 1,91,512/- and penalty Rs. 18,144/-) was raised as per order u/s 73 of CGST Act alleging excess claim of ITC pertaining to F.Y. 2017-18. The Company has duly made payment of tax vide DRC-03 dated 04.07.2024. Further, the Company has applied for benefit of the Amnesty Scheme for waive off of demand pertaining to interest and penalty. However, no order has been issued yet for the same.

#Amount of demand does not include the whole amount of demand in following cases as the whole amount of demand is not yet ascertainable-

1. Notice in Form GST ASMT-10 dated 18.10.2023 with respect to various discrepancies in GSTR-1, 3B, 9 and 9C filed for the F.Y. 2018-19 including but not limited to mismatch in turnover declared in GSTR-1 and GSTR-3B, excess ITC etc. The whole amount of demand with respect to such discrepancies is not yet quantified. Out of all the discrepancies raised in the notice, ascertainable amount of demand is Rs. 9,15,217.06/-. The Assessee has filed reply against the said notice and has duly paid the said demand of Rs. 9,15,217.06/- via DRC-03 on 10.11.2023. However, no further notice/order has been issued by the GST authority yet.
2. Notice in Form GST ASMT-10 dated 19.09.2024 with respect to various discrepancies in GSTR-1, 3B, 9 and 9C filed for the F.Y. 2020-21 including but not limited to mismatch in turnover declared in GSTR-1 and GSTR-3B, excess ITC etc. The whole amount of demand with respect to such discrepancies is not yet quantified. Further, out of all the discrepancies raised in the notice, ascertainable amount of demand is Rs. 2,10,859/-. However, no further notice/order has been issued by the GST authority yet.

PROMOTERS

(Amount in Lakhs)

| Type of Proceedings | Number of Cases | Amount* (₹ in Lakh) |
|---------------------|-----------------|---------------------|
| Direct Tax | 11 | 99.46** |
| Indirect Tax | Nil | Nil |
| Total | 11 | 99.46 |

*To the extent quantifiable and ascertainable.

**Amount does not include unquantifiable demand with respect to the following proceedings:

1. Monika Dhaka-
 - e) Penalty proceeding u/s 271(1)(c) of the IT Act for the A.Y. 2013-14.
 - f) Penalty proceeding u/s 271(1)(c) of the IT Act for the A.Y. 2014-15.
2. Nitin Sahjwani- Penalty proceeding u/s 271(1)(c) of the IT Act for the A.Y. 2013-14.

DIRECTORS (OTHER THAN PROMOTERS)

| Type of Proceedings | Number of Cases | Amount* (₹ in Lakh) |
|---------------------|-----------------|---------------------|
| Direct Tax | Nil | Nil |
| Indirect Tax | Nil | Nil |
| Total | Nil | Nil |

GROUP COMPANIES

| Type of Proceedings | Number of Cases | Amount* (₹ in Lakh) |
|---------------------|-----------------|---------------------|
| Direct Tax | Nil | Nil |
| Indirect Tax | Nil | Nil |
| Total | Nil | Nil |

OUTSTANDING DUES TO CREDITORS

In accordance with our Company's Materiality Policy, creditors to whom an amount exceeding ₹ 121.84/- Lakhs (being 5% of the trade payables of the company as at the most recent financial period i.e. F.Y 2023-24) were considered 'material' creditor Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises



(as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at ₹ 121.84/- Lakhs (being 5% of the trade payables of the company as at the most recent financial period i.e. F.Y 2023-24) by our Company, are set out below:

| S. No | Particulars | Total Number of Creditors | Balance as on June 30, 2024 are in Lakhs) |
|-------|--|---------------------------|---|
| 1. | Total Outstanding dues to Micro, Small & Medium Enterprises | 15 | 131.96 |
| 2. | Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises | 410 | 2,304.77 |
| | Total | 425 | 2,436.73 |

Details of material outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), and other material creditors as at June 30, 2024 are as follows:

| S. No | Particulars | Number of Material Creditors | Balance as on June 30, 2024 are in Lakhs) |
|-------|--|------------------------------|---|
| 1. | Total Outstanding dues to Micro, Small & Medium Enterprises | - | - |
| 2. | Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises | 3 | 561.73 |
| | Total | 3 | 561.73 |

MATERIAL DEVELOPMENTS

Except as stated in “*Management’s Discussion and Analysis of Financial Conditions and Results of Operation*” on page no. 233, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 (Twelve) months.

THIS SPACE IS LEFT BLANK INTENTIONALLY

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company can undertake this Offer on the basis of the list of material approvals provided below. Other than as stated below, no further material approvals from any governmental or regulatory authority or any other entity are required to undertake the Offer or continue the business activities of our Company. In the event that any of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we make applications for their renewal from time to time. For details in connection with the regulatory and legal framework within which our Company operates, see the section “**Key Regulations and Policies**” on page 189.

Various licenses/ approvals/ permissions are in the name of Archee Group Contracts Private Limited. The Company is taking necessary steps to get the same in the name of Archee Group Contracts Limited in due course. See “**Risk Factor- We require certain approvals or licenses in the ordinary course of business and the failure to renew, obtain or retain them in a timely manner, or at all, may adversely affect our operations**” on page 37.

The following are the details of licenses, registrations, consents, permissions, and approvals obtained by the Company under various Central and State Laws from the Government and various other Government agencies required for carrying out its present business:

I. APPROVALS IN RELATION TO THE OFFER

For details regarding the approvals and authorizations obtained by our Company in relation to the Offer, refer to the section titled “**Other Regulatory and Statutory Disclosures - Authority for the Offer**” on page 272.

II. APPROVALS OBTAINED BY OUR COMPANY IN RELATION TO OUR BUSINESS AND OPERATIONS

A. Incorporation Related Approvals

| S. No. | Nature of Registration/ License | Registration/Li cense No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry/ Renewal |
|--------|---|---------------------------|---------------------|--|-----------------|---|
| 1. | Certificate of Incorporation as ‘ Archee Group Contracts Private Limited ’ | U70200HR2011 PTC042960 | Companies Act, 1956 | Deputy Registrar of Companies, National Capital Territory of Delhi and Haryana | May 16, 2011 | Perpetual - Company has received below mentioned certificate after conversion . |
| 2. | Certificate of Incorporation as ‘ Archee Group Contracts Limited ’ | U70200HR2011 PLC042960 | Companies Act, 2013 | Registrar of Companies, Central Processing Centre | August 09, 2024 | Valid till cancelled |

B. Taxation Related Approvals

| S. No | Nature of Registration/License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Expiry/ Renewal |
|-------|---|---------------------------|--|-----------------------|-------------------------|
| 1. | Permanent Account Number (PAN) | AAJCA4618A | Income Tax Act, 1961 | Income Tax Department | Valid till cancelled |
| 2. | Tax Deduction Account Number (TAN) | RTKA06882B | Income Tax Act, 1961 | Income Tax Department | Valid till cancelled |
| 3. | Certificate of Registration of goods and services tax (Haryana) | 06AAJCA4618A1Z 5 | Central Goods and Services Tax Act, 2017; and Haryana Goods and Services Tax Act, 2017 | Government of India | Valid till cancelled |
| 4. | Certificate of Registration of goods and services tax (Delhi) | 07AAJCA4618A1Z 3 | Central Goods and Services Tax Act, 2017; and Delhi Goods and Services Tax Act, 2017 | Government of India | Valid till cancelled |
| 5. | Certificate of Registration of goods and services tax (Chandigarh) | 04AAJCA4618A1Z 9 | Central Goods and Services Tax Act, 2017; and Union Territory Goods and Services Tax Act, 2017 | Government of India | Valid till cancelled |
| 6. | Certificate of Registration of goods and services tax (Karnataka) | 29AAJCA4618A1Z X | Central Goods and Services Tax Act, 2017 and Karnataka Goods and Services Tax Act, 2017 | Government of India | Valid till cancelled |
| 7. | Certificate of Registration of goods and services tax (Maharashtra) | 27AAJCA4618A1Z 1 | Central Goods and Services Tax Act, 2017; and Maharashtra Goods and Services Tax Act, 2017 | Government of India | Valid till cancelled |
| 8. | Certificate of Registration of goods and services tax (Punjab) | 03AAJCA4618A1Z B | Central Goods and Services Tax Act, 2017; and Punjab Goods and Services Tax Act, 2017 | Government of India | Valid till cancelled |
| 9. | Certificate of Registration of goods and services tax (Telangana) | 36AAJCA4618A1Z 2 | Central Goods and Services Tax Act, 2017; and Telangana Goods and Services Tax Act, 2017 | Government of India | Valid till cancelled |
| 10. | Certificate of Registration of goods and services tax (Uttar Pradesh) | 09AAJCA4618A1Z Z | Central Goods and Services Tax Act, 2017; and Uttar Pradesh Goods and Services Tax Act, 2017 | Government of India | Valid till cancelled |



ARCHFF GROUP

| | | | | | |
|-----|---|---------------------|--|--|-----------------------|
| 11. | Certificate of Registration of goods and services tax (West Bengal) | 19AAJCA4618A1Z Y | Central Goods and Services Tax Act, 2017; and West Bengal Goods and Services Tax Act, 2017 | Government of India | Valid till cancelled |
| 12. | Certificate of Enrolment and Certificate of Registration under the Telangana Tax on Professions, Trades, Callings and Employments Act, 1987 | 36358380576 | Telangana Tax on Professions, Trades, Callings and Employments Act, 1987 | Commercial Taxes Department, Government of Telangana | Valid till cancelled. |
| 13. | Certificate of Enrolment under the West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 | 192024526034 | West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 | Prescribed Authority, Kolkata South Range, Government of West Bengal | Valid till cancelled. |
| 14. | Certificate of Registration under the West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 | 191008903733 | West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 | Prescribed Authority, Kolkata South Range, Government of West Bengal | Valid till cancelled. |
| 15. | Certificate of Registration under the Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976 | 348717339 | Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976 | Professional Tax Officer, Bangalore | Valid till cancelled. |
| 16. | Certificate of Enrollment under the Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976 | 1127012178 | Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976 | Professional Tax Officer, Bangalore | Valid till cancelled. |
| 17. | Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | 27771048628P | Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | DS Maharashtra Goods and Service Tax Department | Valid till cancelled. |
| 18. | Certificate of Enrollment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | 99242204408P | Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | DS Maharashtra Goods and Service Tax Department | Valid till cancelled. |

C. Labour Law Related & Other Approvals

| S. No | Nature of Registration/ License | Registration /License/ Certificate No. | Applicable Laws | Issuing Authority | Date of Expiry/ Renewal |
|-------------------------------------|--|--|--|--|-------------------------|
| Labour Law-Related Approvals | | | | | |
| 1. | Registration under Employees' Insurance Corporation State | Establishment Code: 13000713640001001 | Employees' State Insurance Act, 1948 | Regional Office, Employees' State Insurance, Haryana | Valid till cancelled |
| 2. | Registration under the Employee Provident Fund for its Registered Office | Establishment Code: HR/RTK/23126 | Employee Provident Fund & Miscellaneous Provisions Act, 1952 | Sub Regional Office, Employees Provident Fund Organization | Valid till cancelled |
| 3. | Registration as a Commercial Establishment with respect to office at Warehouse No. 4, Khasra No. 2017, Old Delhi Road, Sukhrali Enclave, Atul Kataria Chowk, Gurugram, Haryana | PSA/REG/GGN/LI-Ggn-VI/0337636 | Punjab Shops and Commercial Establishment Act, 1958 | Labour Department, Government of Haryana | Valid till cancelled |
| 4. | Registration as a Commercial Establishment with respect to office at Khasra No. 2017, Old Delhi Road, Sukhrali Enclave, Atul Kataria Chowk, Gurugram, Haryana | PSA/REG/GGN/LI-Ggn-VI/0337637 | Punjab Shops and Commercial Establishment Act, 1958 | Labour Department, Government of Haryana | Valid till cancelled |
| 5. | Registration as a Commercial Establishment with respect to office at Unit No. 205, 2 nd Floor, Suncity Trade Tower, Sector 21, Gurugram, Haryana | PSA/REG/GGN/LI-Ggn-I/0337572 | Punjab Shops and Commercial Establishment Act, 1958 | Labour Department, Government of Haryana | Valid till cancelled |
| 6. | Registration as a Commercial Establishment with respect to office at Unit No. 206, 2 nd Floor, Suncity Trade Tower, Sector 21, Gurugram, Haryana | PSA/REG/GGN/LI-Ggn-I/0337573 | Punjab Shops and Commercial Establishment Act, 1958 | Labour Department, Government of Haryana | Valid till cancelled |
| 7. | Registration as a Commercial Establishment with respect to office at Shop No. 36/4, Ground Floor, Pipli Wala Town, Manimajra, Chandigarh - 160101 | 202461860409 | Punjab Shops and Commercial Establishment Act, 1958 | Labour Department, Chandigarh Administration | Valid till cancelled |
| 8. | Registration as a Commercial Establishment with respect to office at 168/5 Bank Colony, Manimajra, Chandigarh | PDCEA/2024/00158 | Punjab Shops and Commercial Establishment Act, 1958 | Labour Department, Chandigarh Administration | Valid till cancelled |



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| 9. | Registration as a Commercial Establishment with respect to office at H. No-75, Uttaranchal Enclave, Street No-2, Kamalpur, Burari, North Delhi, Delhi, 110084 | 2024170534 | Delhi Shops and Commercial Establishment Act, 1954 | Department of Labour, Government of NCT | Valid till cancelled |
| 10. | Registration as a Commercial Establishment with respect to office at F. no. 203 Penthouse No. 3-3-61/1/A/203, Yash Kirti Niwas, New Gokhale Nagar, Ramanthapur, Circle 23, Hyderabad, Telangana, 500013 | SEA/HYD/ALO/23/0937264/2024 | Telangana Shops and Establishment Act, 1988 | Labour Department, Government of Telangana | Valid till cancelled |
| 11. | Registration as a Commercial Establishment with respect to office at 351, ATS Greens, Village Sector-93 A, Expressway, Noida, Uttar Pradesh, 201301 | UPSA10734614 | U.P. Dookan Aur Vanijya Adhishthan Adhiniyam, 1962 | Labour Department, Uttar Pradesh | Valid till cancelled |
| 12. | Registration as a Commercial Establishment with respect to office at Cabin No. 11, Second Floor, SCF 103, Phase- 11, Mohali | SCG124090300257144 | Punjab Shops and Commercial Establishment Act, 1958 | Labour Inspector, SAS Nagar | Valid till cancelled |
| 13. | Registration as a Commercial Establishment with respect to office at 11 th Floor, BP Block, Sector-5, Bidhannagar, North 24 parganas, Salt Lake, Kolkata, West Bengal | NP04672N2024022598 | West Bengal Shop and Establishment Act, 1963 | Government of West Bengal | Valid till cancelled |
| 14. | Intimation under Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017 for office at 1, Mandar, 193 Turner Road, Bandra West, Mumbai City, Maharashtra, 400050. | 890890904/HW Ward/Commercial IT | Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 | Office of the Chief Facilitator | Valid till cancelled |
| 15. | Registration as a Commercial Establishment with respect to office at 235, Binnamangala, 2 nd Floor, 13 th Cross Road, Indira Nagar 2 nd Stage, Bengaluru - 560038, Karnataka | 19/80/S/0233/2024 | Karnataka Shops and Commercial Establishment Act, 1961 | Office of Senior Labour Inspector, Banglore, Karnataka | Valid till cancelled |



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|-----|--|--------------------------------|---|--|------------------------|
| 16. | License for Contract Labour Regulation for executing any work through contract labour for address at Flat No.202, 29A, Southend Park, Ward.90, PS - Lake, Kolkata, Pin Code - 700029 | BNG20/CLL/000627 | Contract Labour (Regulation and Abolition) Act, 1970 | Office Of Assistant Labour Commissioner, Government of West Bengal | 29.06.2025 |
| 17. | Contract License for executing any work through contract labour for address at Sector 74-A, Southern Periphery Road, Gurugram | PSA/REG/GGN/DIC -Ggn-I/0027611 | Contract Labour (Regulation and Abolition) Act, 1970 | Deputy Labour Commissioner, Government of Haryana | 31.12.2024 |
| 18. | Certificate of Registration for employment and conditions of service of building and other construction workers. | 17372 | Building and other Construction Workers' (Regulation of Employment and Conditions of Service) Act, 1996 | Office of the Registering Officer, Government of Haryana | 31.10.2024 |
| 19. | Certificate of Labour Identification Number | 1-5121-3774-1 | - | Ministry of Labour Employment, Government of India | Valid till & cancelled |

Other Approvals

| | | | | | |
|----|---|---------------------|---|--|----------------------|
| 1. | Udyam Registration Certificate | UDYAM-HR-05-0002828 | Micro, Small and Medium Enterprises Development Act, 2006 | Ministry of Micro, Small and Medium Enterprises, Government of India | Valid till cancelled |
| 2. | Fire and life safety certificate with respect to Suncity Trade Tower at Sector 21, Village Dundaheera, Gurugram | FS/2023/380 | Fire & Emergency Services Act 2022 | Assistant Divisional Fire Officer/Fire Station Officer | 16.06.2026 |
| 3. | License to Electrical Contractors | 50590000004628 | Central Electricity Authority (Measures relating to Safety & Electric Supply) Regulations, 2010 | Labour Department, Government of National Capital Territory of Delhi | 25.05.2047 |

D. Certifications

| S. No. | Nature of Certification/ Issuing Authority | Registration/ Certificate No. | License | Issuing Authority | Date of Renewal | Expiry/ |
|--------|--|-------------------------------|---------|--------------------------------------|-----------------|---------|
| 1. | Certificate of Occupational Health & Safety Management System (ISO 14001:2015) | 090311AA03AA | | Criterion assessment Private Limited | 31.01.2025 | |

| | | | | | |
|----|---|----------------------|----------------------|---|------------|
| 2. | Certificate of Environment Management System (ISO 14001:2015) | 090311AA02AA | Criterion assessment | Private Limited | 31.01.2025 |
| 3. | Certificate of Quality Management System (ISO 9001:2015) | 090311AA01AB | Criterion assessment | Private Limited | 31.01.2025 |
| 4. | Certificate of Enlistment, License to trade under Kolkata Municipal Act, 1980 | 0024 2402 9501 | License | Department, Kolkata Municipal Corporation | 31.03.2025 |
| 5. | Certificate of Legal Entity Identifier | 3358002H14MWTGMZ7B14 | Legal Identifier | Entity India Limited | 28.06.2025 |

E. Intellectual Property Related Approvals

| S. No | Nature of Registration/License | Registration/License No./ Application No./Date of Agreement | Status | Applicable Laws | Issuing Authority |
|-------|---|---|------------------------|-----------------------|-------------------------|
| 1. | Application for Registration of Trade Mark (Word) – ‘ARCHEE GROUP’ Under Class 36 (Financial, monetary and banking services; Insurance services; Real estate services) | 6565496 | Formalities Check Pass | Trade Marks Act, 1999 | Registrar of Trademarks |
| 2. | Application for Registration of Trade Mark (Word) - ‘ARCHEE GROUP’ Under Class 37 (Construction services; Installation and repair services; Mining extraction, oil and gas drilling) | 6565497 | Formalities Check Pass | Trade Marks Act, 1999 | Registrar of Trademarks |
| 3. | Application for Registration of Trade Mark (Word) - ‘ARCHEE GROUP’ Under Class 42 (Scientific and technological services and research and design relating thereto; Industrial analysis, industrial research and industrial design services; Quality control and authentication services; Design and development of computer hardware and software) | 6565498 | Formalities Check Pass | Trade Marks Act, 1999 | Registrar of Trademarks |



ARCHEE GROUP

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|----|---|---------|------------------------|-----------------------|-------------------------|
| 4. | Application for Registration of Trade Mark (Device) - | 6565499 | Formalities Check Pass | Trade Marks Act, 1999 | Registrar of Trademarks |
|----|---|---------|------------------------|-----------------------|-------------------------|



Under Class 36 (Financial, monetary and banking services; Insurance services; Real estate services)

| | | | | | |
|----|---|---------|------------------------|-----------------------|-------------------------|
| 5. | Application for Registration of Trade Mark (Device) – | 6565500 | Formalities Check Pass | Trade Marks Act, 1999 | Registrar of Trademarks |
|----|---|---------|------------------------|-----------------------|-------------------------|



Under Class 37 (Construction services; Installation and repair services; Mining extraction, oil and gas drilling)

| | | | | | |
|----|---|---------|------------------------|-----------------------|-------------------------|
| 6. | Application for Registration of Trade Mark (Device) - | 6565501 | Formalities Check Pass | Trade Marks Act, 1999 | Registrar of Trademarks |
|----|---|---------|------------------------|-----------------------|-------------------------|



Under Class 42 (Scientific and technological services and research and design relating thereto; Industrial analysis, industrial research and industrial design services; Quality control and authentication services; Design and development of computer hardware and software)

Domain Name

Our Company has domain name “www.archeegroup.com” registered in its name.

| Sr. No. | Domain Name and ID | Sponsoring Registrar | Creation date | Expiry Date |
|---------|---|------------------------|--------------------|--------------------|
| 1. | Domain Name: www.archeegroup.com Domain ID: 1518258392 | Wild West Domains, LLC | September 07, 2008 | September 07, 2024 |

F. MATERIAL LICENSES/ APPROVALS FOR WHICH OUR COMPANY HAS APPLIED FOR

| S. No. | Nature of Registration/Approval | Application/Acknowledgement No. |
|--------|---|---------------------------------|
| 1. | Application for updating of address of various branch office on EPFO portal | N.A. |

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OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

Corporate Approvals

- Our Board of Directors have passed a resolution in relation to the Offer and other related matters *vide* a resolution passed by Board of Directors in the Board meeting held on September 20, 2024.
- Our Shareholders have passed a resolution in relation to the Offer *vide* a special resolution passed by Shareholders at EGM held on September 20, 2024.
- This Draft Red Herring Prospectus was approved by our Board *vide* its resolution in its meeting dated December 30, 2024.

OTHER APPROVALS

- Our Company's International Securities Identification Number (“ISIN”) is INE0Z5W01012.
- Our Company has entered into an agreement on July 10, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Maashitla Securities Private Limited, for the dematerialization of its shares.
- Our Company has entered into an agreement on July 23, 2024 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Maashitla Securities Private Limited, for the dematerialization of its shares.

APPROVAL FROM THE PROMOTER SELLING SHAREHOLDER(S)

The Promoter Selling Shareholder has authorized and confirmed inclusion of its portion of the Offered Shares as part of the Offer, as set out below:

| Name of the Promoter Selling Shareholders | Consent Letter dated | No. of Equity Shares held | No. of Equity Shares offered |
|---|----------------------|---------------------------|------------------------------|
| Monika Dhaka | September 20, 2024 | 57,37,380 | Up to 3,30,000 |

The Promoter Selling Shareholder has confirmed that it has held the offered shares for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus and that it is in compliance with the SEBI ICDR Regulations and are eligible for being offered in the Offer.

IN-PRINCIPAL APPROVAL FROM THE STOCK EXCHANGE

Our Company has received in-principal approval from the BSE for the listing of our Equity Shares on the SME Platform of BSE pursuant to the letter dated [●] bearing reference no. [●]. For the purpose of this Offer, BSE is the Designated Stock Exchange.

PROHIBITION BY THE SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our directors, the members of our Promoter Group, and the persons in control of Promoters or our Company are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our Company, Promoters or Directors or the Selling Shareholder have neither been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

COMPLIANCE WITH THE SIGNIFICANT BENEFICIAL OWNERS RULES, 2018

Our Company, our Promoters and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018 as amended from time to time, to the extent in force and applicable, as on the date of this Draft Red Herring Prospectus.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

We confirm that none of our directors are, in any manner, associated with the securities market except for trading on day-to-day basis for the purpose of investment and there is no outstanding action initiated by SEBI against any of our directors in the five years preceding the date of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THE OFFER

Our Company is an Unlisted Issuer and is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post-offer face value capital will be more than INR 10 Crore but less than INR 25 Crore, and we propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the BSE SME. Further, our Company satisfies track record and/or other eligibility conditions of BSE SME. Further, our Company satisfies track record and/or other eligibility conditions of BSE SME in the following manner:

- Our Company was incorporated on May 16, 2011 with the Registrar of Companies, Delhi under the Companies Act, 1956 in India, hence is in existence for a minimum period of 3 years on the date of filing the Draft Red Herring Prospectus and has a track record of more than 3 years with a track record of operations for more than one full financial year and audited financial results for more than one full financial year.
- As on the date of this Draft Red Herring Prospectus, our Company has a total paid up capital of Rs. 1,006.08 Lakhs and the Company is proposing fresh issue of 32,05,200 Equity Shares of the face value of Rs. 10/- each which would make the Post Issue Capital Rs. 1,326.60 Lakhs which is below Rs. 2500 Lakhs.
- Our Company has net tangible assets of Rs. 2,262.74 Lakhs as on June 30, 2024 and Rs. 2,146.82 Lakhs as on March 31, 2024 and which is more than Rs. 300.00 Lakhs, based on Restated Financial Statements;

| Particulars | (Rs. in Lakhs) | |
|-------------------------------|--------------------|---------------------|
| | As on 30 June 2024 | As on 31 March 2024 |
| Total Assets | 8,497.58 | 8,747.28 |
| Less: Intangible Assets | Nil | Nil |
| Less: Current Liabilities | 5,968.56 | 6,317.88 |
| Less: Non-Current Liabilities | 266.28 | 282.58 |
| Net Tangible Assets | 2,262.74 | 2146.82 |

- The Company has operating profits (earnings before interest, depreciation and tax) from operations for at least 2 financial years out of preceding three financial years and its net-worth as on June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 is at least Rs. 100.00 Lakhs, based on Restated Financial Statements;

| Particulars | For the period ended on June 30, 2024 | For the year ended | | |
|--|---|---------------------|---------------------|---------------------|
| | | 31 March 2024 | 31 March 2023 | 31 March 2022 |
| Operating profit (earnings before interest, depreciation and tax and other income) from operations | 257.24 | 852.95 | 578.04 | 258.02 |
| Net worth | 2,262.74 | 2,146.82 | 1,579.99 | 1,418.45 |

- The Leverage ratio (Total Debts to Total Equity) of the Company as on March 31, 2024 was 1.44:1 which less than the limit of 3:1.

(Rs. in Lakhs)

| Particulars | For the period ending 30-June-24 | For the year ending 31-Mar-24 | For the year ending 31-Mar-23 | For the year ending 31-Mar-22 |
|------------------------------|-------------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Share Capital | 300.00 | 300.00 | 300.00 | 300.00 |
| Reserves and Surplus | 1,962.74 | 1,846.82 | 1,279.99 | 1,118.45 |
| Total Equity (I) | 2,262.74 | 2,146.82 | 1,579.99 | 1,418.45 |
| Long Term Borrowings | 199.46 | 216.53 | 67.57 | 177.21 |
| Short Term Borrowings | 3,068.30 | 2,880.12 | 2,860.70 | 2,046.24 |
| Total Debt (II) | 3,267.76 | 3,096.65 | 2,928.27 | 2,223.45 |
| Leverage Ratio (II/I) | 1.44 | 1.44 | 1.85 | 1.57 |

- Our Company has not changed its name in the last one year, except for change in Company from a private limited company to a public limited company.
- There is no regulatory action of suspension of trading against our Promoter(s) or companies promoted by our Promoters by any stock exchange having nationwide trading terminals.
- Our Promoter(s) or Directors are not promoter(s) or directors (other than independent directors) of compulsory delisted companies by the stock exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.
- Our directors are not disqualified/ debarred by any of the regulatory authority.
- Our Company has no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company, Promoters or subsidiaries.
- There has been no change in the Promoters of the Company in the preceding one year from date of filing application to BSE for listing on SME Platform of BSE.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the issuer Company.
- Our Company has a website: <https://archeegroup.com/>.
- Company has not been referred to NCLT under IBC.
- There is no winding up petition against our Company, which has been admitted by the court

Notes

- (1) *'Net worth' has been defined as the aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of the miscellaneous expenditure (to the extent not adjusted or written-off) and the debit balance of the profit and loss account.*
- (2) *'Net tangible assets' is defined as the sum of fixed assets (including capital work-in-progress and excluding revaluation reserves and intangible assets), current assets less current liabilities (excluding deferred tax liabilities) and long term liabilities.*

Our Company is in compliance with the following conditions specified in Regulation 228 of the SEBI (ICDR) Regulations:

- (a). Neither our Company nor any of our Promoter(s), members of Promoter Group nor our Director(s) are debarred from accessing the capital markets by SEBI;
- (b). Neither our Promoter(s) nor any of our Director(s) is a Promoter or a Director of any other company which is debarred from accessing the capital market by the SEBI;
- (c). Neither our Company nor any of our Promoter(s) or Director(s) is wilful defaulter or fraudulent borrower; and
- (d). Neither our Promoters nor any of our Director(s) is a fugitive economic offender.

Our Company is in compliance with the following conditions specified in Regulation 230 of SEBI (ICDR) Regulations:

- (a). Our Company has made an application to SME Exchange for listing of its Equity Shares on such SME Exchange and has chosen BSE SME as its Designated Stock Exchange in terms of Schedule XIX.
- (b). The Company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement with Central Depository Services Limited (CDSL) dated July 23, 2024 and National Securities Depository Limited (NSDL) dated July 10, 2024 for dematerialization of its Equity Shares proposed to be issued.
- (c). The Equity Shares are fully paid and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus.
- (d). All Equity Shares held by our Promoters are in dematerialized form.
- (e). As the entire fund requirement is to be funded from the proceeds of the Offer, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Offer. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution.
- (f). The amount dedicated for general corporate purposes, as mentioned in "*Objects of the Offer*" on page 101, does not exceed fifteen per cent (15%) of the amount being raised by our Company.
- (g). The amount for general corporate purposes and such objects where our Company has not identified acquisition or investment target, as mentioned in "*Objects of the Offer*" on page 101, does not exceed thirty-five per cent (35%) of the amount being raised by our Company.

We confirm that:

- (a). In accordance with Regulation 246 of the SEBI (ICDR) Regulations, SEBI has not issued any observations on our Draft Red Herring Prospectus. The Red Herring Prospectus will be filed with the Registrar of Companies, Delhi. Also, we shall ensure that our Book Running Lead Manager submits the copy of Red Herring Prospectus along with a Due Diligence Certificate as per Form A of Schedule V to SEBI (ICDR) Regulations including additional confirmations as required by SEBI at the time of submission of the Red Herring Prospectus with SEBI in Form G of Schedule V to SEBI (ICDR) Regulations. In accordance with sub-regulation (5) of Regulation 246 of SEBI (ICDR) Regulations, a soft copy of the Draft Red Herring Prospectus shall be submitted to SEBI.
- (b). The face value of Equity Shares of Our Company is Rs. 10 (ten only) for each Equity Share. As detailed in the chapter “**Capital Structure**” on page 86.
- (c). Price of the Equity Shares is not less than the face value of the Equity Shares. For further details pertaining to pricing of Equity Shares please refer to “**Capital Structure**” on page 86.
- (d). In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Offer has been hundred percent (100%) underwritten and that the Book Running Lead Manager to the Offer has underwritten more than fifteen per cent (15%) of the total Offer size. For further details pertaining to said underwriting please refer to “**General Information – Underwriter**” on page 72.
- (e). In accordance with Regulation 261 of the SEBI ICDR Regulations, the Book Running Lead Manager will ensure compulsory market making for a minimum period of three (3) years from the date of listing of Equity Shares offered in the Offer. For further details of the market making arrangement see the chapter titled “**General Information**” beginning on page 72.
- (f). In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the total number of proposed allottees in the Offer is greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If the Equity Shares are not allotted and/or the application monies are not refunded or unblocked within four (4) days, our Company shall pay interest at the rate of 15% per annum from expiry of four (4) days.
- (g). The post-offer paid up capital of our Company will be Rs. 1,326.60 Lakhs. For further information refer to the chapter “**Capital Structure**” beginning on page no. 86.
- (h). Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- (i). There is no winding up petition against the Company which has been admitted by the court or a liquidator has not been appointed.
- (j). We confirm that no material regulatory or disciplinary action by a stock exchange or regulatory authority has been taken in the past three years against our Company.
- (k). We confirm that nothing in this Draft Red Herring Prospectus is contrary to the provisions of Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the Securities and Exchange Board of India Act, 1992 (15 of 1992) and the rules and regulations made thereunder.
- (l). We confirm that Book Running Lead Manager i.e., **Shannon Advisors Private Limited** are not associates as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 of our Company.



We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange/s.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations, with respect to the Offer. Further, our Company has not been formed by the conversion of a partnership firm into a company.

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLM, BEING, SHANNON ADVISORS PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 30, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Note:

All legal requirements pertaining to the Offer will be complied with at the time of registering the Draft Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

DISCLAIMER CLAUSE OF BSE LIMITED

As required, a copy of this Offer Document has been submitted to BSE Limited (“BSE”). BSE has given vide its letter Ref.: [●] dated [●], permission to the Issuer to use its name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this Draft Red Herring Prospectus

for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Offer Document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Stock Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Designated Stock Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE BOOK RUNNING LEAD MANAGER

Our Company, the Directors, the Promoter Selling Shareholder, and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.archeegroup.com, would be doing so at his or her own risk.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Offer Agreement dated September 25, 2024, entered into between the Book Running Lead Manager and our Company and the Underwriting Agreement dated [●] entered into between the Underwriter(s), the Selling Shareholder and our Company and the Market Making Agreement dated [●] entered into among the Book Running Lead Manager, the Market Maker and our Company.

All information shall be made available by our Company, the Promoter Selling Shareholder and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at collection centres or elsewhere.

None among our Company or the Promoter Selling Shareholder is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism. Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, Underwriters 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 and will not offer, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for our Company and our respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and our respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

DISCLAIMER IN RESPECT OF JURISDICTION

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Haryana only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India) who are

competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with the SEBI, VCFs, AIFs, public financial institutions, scheduled commercial banks, state industrial development corporation, permitted national investment funds, NBFC-SIs, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to acquire and hold the Equity Shares.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus will be registered with the RoC. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and the Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (“**Securities Act**”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “**U.S. persons**” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

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

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

LISTING

An application shall be made to BSE SME (i.e. **SME Platform of BSE Limited**) for obtaining permission for listing of the Equity Shares being offered and sold in the Offer on SME Platform of BSE Limited after the allotment in the Offer. BSE SME is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform of BSE Limited, our Company will forthwith repay, without interest, all monies received from the applicants in pursuance of the Draft Red Herring Prospectus. The allotment letters shall be offered or application money shall be refunded / unblocked within four (4) days from the closure of the Offer or such lesser time as may be specified by SEBI or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen

per cent (15%) per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law. Any expense incurred by our Company on behalf of any of the Promoter Selling Shareholder with regard to interest on such refunds will be reimbursed by such Selling Shareholder in proportion to its respective portion the Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE Limited are taken within six (6) Working Days of the Offer Closing Date.

The Company has obtained approval from BSE Limited *vide* letter dated [●] to use the name of BSE Limited in this Draft Red Herring Prospectus for listing of equity shares on SME Platform of BSE Limited.

CONSENTS

Consents in writing of the Director(s), the Promoter, the Promoter Selling Shareholder, Chief Financial Officer, the Company Secretary & Compliance Officer, the Statutory Auditor, the Banker to the Company, the Book Running Lead Manager, Registrar to the Offer, Banker to the Offer, Sponsor Bank, Refund Banker, Legal Advisor to the Company, Underwriter to the Offer and Market Maker to the Offer to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013. Further, such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

EXPERT OPINIONS

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

- (1) Our Company has also received written consent dated December 26, 2024 from Kapish Jain and Associates, Chartered Accountant, to include their name as required under the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 in respect of their report dated December 28, 2024 on the statement of tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
- (2) Our Company has received written consent dated December 26, 2024 from Kapish Jain and Associates, Chartered Accountant, to include their name as required under the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated December 28, 2024 on our Restated Financial Information, (ii) report dated December 28, 2024 on the statement of tax benefits and written consent dated December 26, 2024 from Kapish Jain & Associates to include their name under the Companies Act, 2013 in this Draft Red Herring Prospectus and as an “expert” as defined under the Companies Act, 2013, and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” and consent thereof shall not be construed to mean an “expert” or consent as defined under the U.S. Securities Act.

PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES BY OUR COMPANY DURING THE LAST FIVE YEARS

Our Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) during the five years immediately preceding the date of this Draft Red Herring Prospectus.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION PAID ON PREVIOUS OFFERS OF THE EQUITY SHARES IN THE LAST FIVE YEARS

Since this is the initial public offer of Equity Shares, no sum has been paid or is payable as commission or brokerage for

subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in since incorporation.

PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES BY LISTED GROUP COMPANIES, SUBSIDIARIES AND ASSOCIATE IN THE LAST THREE YEARS

Neither our Company, any of our Group Companies, or Associate have undertaken any capital issue or any public or rights issue in the last three years or listed or have made any application for listing on any stock exchange in India or overseas, preceding date of filing this Draft Red Herring Prospectus.

For further information refer to the chapter “*Capital Structure*” beginning on page no. 86.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

PERFORMANCE VIS-À-VIS OBJECTS

Particulars regarding public or rights issue by our Company during the last five years and performance vis-à-vis objects

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Our Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus. Therefore, data regarding promise versus performance is not applicable to us.

PRICE INFORMATION OF PAST OFFERS HANDLED BY THE BOOK RUNNING LEAD MANAGERS

Shannon Advisors Private Limited, our Book Running Lead Manager, has been issued a certificate of registration dated July 18, 2024 by SEBI as Merchant Banker with registration no. INM000013174.

1) Price information of past offers handled by Shannon Advisors Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

Since this is the first Offer Document filed by Shannon Advisors Private Limited, as the Book Running Lead Manager, price information of the past offers handled by the Book Running Lead Manager is not applicable.

2) Summary statement of price information of past offers handled by Shannon Advisors Private Limited (during current financial year and two financial years preceding the current financial year):

Since this is the first Offer Document filed by Shannon Advisors Private Limited, as the Book Running Lead Manager, summary statement of price information of past offers handled by them is not applicable.

STOCK MARKET DATA OF EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

The Company has appointed **Maashitla Securities Private Limited** as the Registrar to the Offer, to handle the investor

grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, UPI ID (if applicable), number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Offer, namely, **Maashitla Securities Private Limited**, will handle investor's grievances pertaining to the Offer. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Offer in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the Applicant. We estimate that the average time required by us or the Registrar to the Offer or the SCSBs for the redressal of routine investor grievances will be 7 business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company will constitute Stakeholders Relationship Committee in the meeting of our Board of Director(s) before listing of Equity Shares on Stock Exchange. For further details on the Committees, please refer to the section titled "**Our Management**" beginning on page 201.

Our Company has appointed Lalita Vats as the Company Secretary and Compliance Officer to redress the complaints, if any, of the investors participating in the Offer. For contact details for our Compliance Officer, please refer to "General Information – Company Secretary and Compliance Officer" on page 72.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post-Offer related problems such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. Pursuant to the press release PR. No. 85/2011 dated June 08, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three (3) years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED SUBSIDIARY COMPANIES

As on the date of filing this Draft Red Herring Prospectus, our Company does not have any group companies listed on any stock exchange, so disclosure regarding mechanism for disposal of redressal of investor grievances for any group companies is not applicable.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Offer, for the redressal of routine investor grievances shall be 7 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or**
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”**

The liability prescribed under Section 447 of the Companies Act, 2013, includes frauds involving an amount of at least Rs. 10,00,000/- or one per cent. of the turnover of the Company, whichever is lower, imprisonment for a term of not less than six (6) months extending up to ten (10) years (provided that where the fraud involves public interest, such term shall not be less than three (3) years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where the fraud involves an amount less than Rs. 10,00,000/- (Rupees Ten lakhs only) or one per cent (1%) of the turnover of the Company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five (5) years or with fine which may extend to Rs. 50,00,000/- (Rupees Fifty lakhs only) or with both.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

The Company has not sought for any exemptions from complying with any provisions of securities laws granted by SEBI.

SECTION IX – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered pursuant to this offer shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the Offer of capital and listing of securities Issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Offer and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Offers by retail individual investors through intermediaries (Syndicate members, Registered Stockbrokers, Registrar and Transfer agent and Depository Participants).

Further vide the said circular Registrar to the Offer and Depository Participants have been also authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Offer and DPs as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being offered and transferred in the offer shall be subject to the provisions of the Companies Act, 2013 and the Memorandum of Association & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Offer will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

Authority for the Offer

The present Public offer of up to 35,35,200 equity shares includes a Fresh issue of 32,05,200 Equity shares and an offer for sale by the Promoter Selling Shareholder of 3,30,000 equity shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on September 20, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on September 20, 2024 in accordance with the provisions of Sections 23(1)(a), 62(1)(c) other applicable provisions, if any, of the Companies Act, 2013. The Offer for Sale has been authorized by the Promoter Selling Shareholder by her consent letter dated September 20, 2024.

| Name of the Selling Shareholder | Type | No. of shares offered |
|---------------------------------|----------|-----------------------|
| Ms. Monika Dhaka | Promoter | Up to 3,30,000 |

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per the provisions of the Companies Act, 2013. For further details, please refer to the chapter titled "*Dividend Policy*" beginning on Page No. 224.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10/- and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“**Cap Price**”).

The Price Band and the minimum Bid Lot will be decided by our Company and Promoter Selling Shareholder in consultation with the BRLM and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper, and [●] edition of [●], a Hindi newspaper (Hindi being the regional language of [●] where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange.

The Offer Price shall be determined by our Company and Promoter Selling Shareholder in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Offer Price shall be determined by our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis for Offer Price*” beginning on Page No. 115.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Compliance with the disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI(LODR), 2015 and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled “*Main*”

Provisions of the Articles of Association” beginning on page 335.

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialized form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Offer before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated July 10, 2024.
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated July 23, 2024.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an Issuer shall be in dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement offered through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

Further in accordance with Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Offer.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

Exclusive Jurisdiction for the purpose of this Offer is with the competent courts/authorities in Haryana.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. 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 and the applicable laws of the jurisdiction where those Offers and sales occur.

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

Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such a transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-offer capital of our Company, Promoter's minimum contribution as provided under the chapter titled "*Capital Structure*" beginning on Page No. 86 and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "*Main provisions of articles of association*" beginning on Page No. 335.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Withdrawal of the Offer

Our Company and Promoter Selling Shareholder in consultation with the BRLM, reserves the right to not to proceed with the Offer after the Offer Opening Date but before the Allotment. In such an event, our Company would Offer a public notice in the newspapers in which the pre-offer advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the

ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company and Promoter Selling Shareholder in consultation with BRLM withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer/Offer for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

OFFER PROGRAM

| Events | Indicative Dates |
|---|--------------------|
| Bid/Offer Opening Date | [●] ⁽¹⁾ |
| Bid/Offer Closing Date | [●] ⁽²⁾ |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or before [●] |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account* | On or before [●] |
| Credit of Equity Shares to Demat accounts of Allottees | On or before [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange | On or before [●] |

⁽¹⁾ Our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

⁽²⁾ Our Company and the Promoter Selling Shareholder, in consultation with the BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021, shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company and the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and Promoter Selling Shareholder in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post Offer timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Offer procedure is subject to change to any revised circulars offered by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids

Bid/Offer Period (except the Bid/Offer Closing Date)

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))

Bid/Offer Closing Date

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

- i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders

On the Bid/Offer Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchange. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company and Promoter Selling Shareholder in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and Promoter Selling Shareholder in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription

This Offer is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Offer through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the Offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Offer shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Offer through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lac only) per application.

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

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above ₹ 25.00 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal

ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered and transferred through this Offer are proposed to be listed on SME Platform of BSE with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on SME Platform of BSE. For further details of the market making arrangement, please refer to chapter titled “*General Information*” beginning on Page No. 72.

Arrangements for disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME.

Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre-offer Equity Shares and Promoter’s minimum contribution in the Offer as detailed in the chapter “*Capital Structure*” beginning on page no. 86 and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Option to receive securities in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further it is mandatory for the investor to furnish the details of his/her depository account, & if for any reasons, details of the account are incomplete or incorrect, the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

New Financial Instruments

As on the date of this Draft Red Herring Prospectus, there are no as bonds, debentures, outstanding warrants, new financial instruments or any rights, etc, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

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OFFER STRUCTURE

This offer is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹ 10 crores and up to ₹ 25 crores, shall offer equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an offer, please refer chapter titled “*Terms of the Offer*” and “*Offer Procedure*” beginning on Page No. 284 and 297 respectively.

The present offer is of up to 35,35,200 Equity Shares of face value of ₹ 10.00/- each ("Equity Shares") for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the "Offer Price") aggregating to ₹ [●] Lakhs ("the Offer") by the issuer Company (the "Company") comprising of a fresh issue of up to 32,05,200 equity shares aggregating to ₹ [●] Lakhs (the "Fresh Issue") and an Offer for Sale of up to 3,30,000 equity shares aggregating to ₹ [●] Lakhs by the Selling Shareholder ("Offer for Sale"), out of the Offer up to [●] equity shares of face value of ₹10.00/- each for cash at a price of ₹ [●] per equity share including a share premium of [●] per equity share aggregating to ₹ [●] Lakhs will be reserved for subscription by Market Maker to The Offer (the "Market Maker Reservation Portion").

The Offer less the Market Maker Reservation Portion i.e., Net offer of [●] equity shares of face value of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] lakhs (the “Net Offer”). The offer and the Net offer will constitute up to [●] % and [●] %, respectively of the post issue paid up Equity Share Capital of the Company. For further details, please refer chapter titled “*Terms of the offer*” on page 284.

This offer is being made by way of Book Building Process ⁽¹⁾:

| Particular of the Offer ⁽²⁾ | Market Maker Reservation Portion | QIBs ⁽³⁾ | Non-Institutional Applicants | Retail Individual Investors |
|---|----------------------------------|--|---|---|
| Number of Equity Shares Available for allocation | Up to [●] Equity Shares | Not more than [●] Equity Shares. | Not less than [●] Equity Shares | Not less than [●] Equity Shares |
| Percentage of offer available for allocation | [●] % of the offer size | Not more than 50% of the Net offer being available for allocation to QIB Bidders However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion | Not less than 15% of the offer or the Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation. | Not less than 35% of the offer or the Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation. |



| | | | | |
|----------------------------------|---|--|---|--|
| Basis of Allotment (4) | Firm Allotment | Proportionate as follows: (excluding the Anchor Investor Portion): a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price. | Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares. | Proportionate basis subject to minimum allotment of [●] Equity Shares. |
| Mode of Bid | Only through the ASB A process | Only through the ASB A process | Through ASBA Process through banks or by using UPI ID for payment | Through ASBA Process through banks or by using UPI ID for payment |
| Mode of Allotment | Compulsorily in dematerialized form | | | |
| Minimum Bid Size | [●] Equity Shares | Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000 | Such number of Equity shares in multiple of [●] Equity shares that Bid size exceeds ₹ 2,00,000 | [●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000 |
| Maximum Bid Size | [●] Equity Shares | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, subject to applicable limits | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the offer (excluding the QIB portion), subject to limits as applicable to the Bidder | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000 |
| Trading Lot | [●] Equity Shares, however, the Market Maker may accept odd lots if | [●] Equity Shares and in multiples thereof | [●] Equity Shares and in multiples thereof | [●] Equity Shares |

| | |
|-------------------------|---|
| | any in the market as required under the SEBI (ICDR) Regulations, 2018. |
| Terms of Payment | Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. ⁽⁵⁾ |
| Mode of Bid | Only through the ASBA process |

- (1) *This offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*
- (2) *Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price*
- (3) *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an offer for at least 25% of the post issue paid-up Equity share capital of the Company. This offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*
- (4) *Subject to valid Bids being received at or above the offer price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.*
- (5) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum-Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

WITHDRAWAL OF THE OFFER

In accordance with SEBI (ICDR) Regulations, the Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager, reserves the right not to proceed with the offer at any time before the Bid/Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the offer after Bid/ Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of offer. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the offer, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-offer advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the offer after the Bid/ Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

JURISDICTION

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities at Haryana.

BID/OFFER PROGRAMME

| Events | Indicative Dates |
|--|--------------------|
| Bid/Offer Opening Date | [●] ⁽¹⁾ |
| Bid/Offer Closing Date | [●] ⁽²⁾ |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or before [●] |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account | On or before [●] |
| Credit of Equity Shares to Demat accounts of Allottees | On or before [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange | On or before [●] |

¹⁾Our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

²⁾Our Company and the Promoter Selling Shareholder, in consultation with the BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.

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

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Offer closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of bids.
- A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

OFFER PROCEDURE

All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “**General Information Document**”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document, which are applicable to the Offer, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and Allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“**CAN**”) and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of Bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint Bids in cases of individual, multiple Bids and instances when a Bid would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Bids; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI vide the UPI circulars, and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with an existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020.

The final reduced timeline of T+3 days for the UPI Mechanism for bids by UPI Bidders (“**UPI Phase III**”), and modalities of the implementation of UPI Phase III has been notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures **under UPI Phase III on a mandatory basis** subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/ P/CIR/2021/570 dated June 02, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

Furthermore, pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Bidders in initial public offerings (opening on or after May 1, 2022) whose bid sizes are up to Rs. 5,00,000/- shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Subsequently, pursuant to SEBI circular



no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, bids made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after bid monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding four (4) Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended by SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Our Company, the Promoter Selling Shareholder and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section The General Information Document and is not liable for any amendment, modification, or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

Further, Our Company, the Promoter Selling Shareholder and the Book Running Lead Manager are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for Bid in this Offer.

BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, the Offer has been made for at least 25% of the post-Offer paid-up equity share capital of our Company. The Offer is being made under Regulation 229(2) of Chapter IX of SEBI ICDR Regulations via the Book Building Process.

The Allocation to the public will be made as per Regulation 253 of SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and Promoter Selling Shareholder may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion.

Further, 5% of the QIB Portion shall be available for Allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for Allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price.

Further, not less than 15% of the Net Offer shall be available for Allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer shall be available for Allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and Promoter Selling Shareholder and then in consultation with the BRLM and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Bidders should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' Depository account, including DP ID, Client ID, PAN, and UPI ID (for RIBs using the UPI Mechanism), shall be treated as incomplete and will be rejected. The Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to the Allotment of the Equity Shares in the Offer, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the press release dated June 25, 2021 and September 17, 2021.

PHASED IMPLEMENTATION OF UPI FOR BIDS BY RETAIL INDIVIDUAL BIDDERS AS PER THE UPI CIRCULAR

SEBI has issued the UPI Circulars in relation to streamlining the process of public offer of, among others, equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for Bids by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public offer closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure a complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

- Phase I:** This phase was applicable from January 1, 2019, until March 31, 2019, or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Bidder had the option to submit the ASBA Form with any of the Designated Intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public offer closure to listing continue to be 6 (six) Working Days.
- Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by UPI Bidders through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public offer closure to listing continues to be six Working Days during this phase.
- Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023, and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public offer closure to listing has been reduced to three working days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarifications or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for Bids that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted Bids, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would

result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

The Offer will be made under UPI Phase III of the UPI Circulars (on a mandatory basis).

Our Company and the Promoter Selling Shareholder will be required to appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Investors.

The processing fees may be released to the remitter banks (SCSBs) only after a Bid cum Application is made by the SCSBs to the BRLM with a copy to the Registrar, and such Bid cum Application shall be made only after (i) unblocking of application amounts for each Bid cum Application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the BRLM.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than Anchor Investors) and the Abridged Prospectus will be available at the offices of the BRLM's, the Designated Intermediaries at relevant Bidding Centres, and at the Registered Office of Our Company. The electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE (www.bseindia.com), at least one day prior to the Bid Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLM. All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

All ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected.

Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

1. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat, and bank account (3 in 1 type accounts), provided by certain stock brokers.
2. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain stock brokers.
3. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs, or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSBs or Sponsor Banks, as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

| Category | Colour of Bid cum Application Form* |
|---|-------------------------------------|
| Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis [^] | [●] |
| Non-Residents including FPIs, Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis [^] | [●] |
| Anchor Investors ¹ | [●] |

*Excluding electronic Bid cum Application Form.

[^] Electronic Bid cum Application Form and the Abridged Prospectus will be made available for download on the website of the BSE (www.bseindia.com)

¹ Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges.

Subsequently, for ASBA Forms (other than UPI Bidders using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank and the Banker to the Offer. The Sponsor Bank and the Banker to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and Banker to the Offer shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with Banker to the Offer and Sponsor Bank(s) on a continuous basis.

Bidders shall only use the specified Bid cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system-generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Bid.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an investor, intending to subscribe to this Offer, shall submit a completed Bid cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”):

1. An SCSB, with whom the bank account to be blocked, is maintained
2. a syndicate member (or sub-syndicate member)
3. a stock-broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)
4. a Depository Participant (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5. a registrar to an Offer and shares transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of Bid, give an acknowledgment to an investor, by giving the counter foil or specifying the Bid number to the investor, as proof of having accepted the Bid cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

| | |
|--|--|
| For Bids submitted by Investors to SCSB: | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the Stock Exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the Bid Money specified. |
| For Bids submitted by investors to intermediaries other than SCSBs: | After accepting the Bid cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the Stock Exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer. |
| For Bids submitted by investors to intermediaries other than SCSBs with use of UPI for payment or | After accepting the Bid cum Application Form, respective intermediary shall capture and upload the relevant Bid details, including UPI ID, in the electronic bidding system of Stock Exchange. Stock Exchange shall share Bid details including the UPI ID with the Sponsor Bank on a continuous basis, to enable the Sponsor Bank to initiate UPI Mandate Request on investors for blocking of funds. |

Stock Exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock Exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the Bid details already uploaded.

Upon completion and submission of the Bid cum Application Form to Bid collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (Including U PI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIB’s, who shall accept the UPI Mandate Request.

For all pending UPI Mandate Request, the Sponsor Bank shall initiate request for blocking of funds on the ASBA Accounts of relevant Bidders with a confirmation cut of time of 12:00 pm on the First Working Day after the Bid / Offer

Closing Date (“**Cut – Off Time**”). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analyzing the same and fixing liability.

MAXIMUM AND MINIMUM BID SIZE

1. For Retail Individual Bidders

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed Rs. 2,00,000/-. In case of revision of Bid, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 2,00,000/-.

2. For Other than Retail Individual Bidders (Non-Institutional Investors and QIBs):

The Bid must be for a minimum of such number of Equity Shares that the Bid Amount exceeds Rs. 2,00,000/- and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Net Offer size. However, the maximum Bid by a QIB Bidders should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI ICDR Regulations, a QIB Bidder cannot withdraw its Bid after the Offer Closing Date and is required to pay 100% QIB margin upon submission of Bid.

In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs. 2,00,000/- for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company, Promoter Selling Shareholder and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

METHOD OF BIDDING PROCESS

Our Company and Promoter Selling Shareholder in consultation with the BRLM will decide the Price Band and the minimum Bid Lot size for the Offer and the same shall be advertised in all editions of the English national daily newspaper and all editions of [●], a Hindi national daily newspaper and all edition of [●], a regional newspaper each with wide circulation at least two Working Days prior to the Bid/ Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Offer Period.

1. The Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 (ten) Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be published in all editions of the English national daily newspaper and all editions of [●], a Hindi national daily newspaper and all editions of [●], a regional newspaper each with wide circulation where

the registered office of the company is situated, and also by indicating the change on the websites of the Book Running Lead Manager.

2. During the Offer Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in specified cities and it shall have the right to vet the Bids during the Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the specified cities) to register their Bids.
3. Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at different price levels and revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
4. The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bids and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “*Bids at different price levels and Revision of Bids*”.
5. Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
6. The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
7. Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “*Payment into Escrow Account for Anchor Investors*” in the section “*Offer Procedure*” beginning on page 297 of this Draft Red Herring Prospectus.
8. Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
9. If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
10. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.



11. The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

WHO CAN APPLY?

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/ societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

13. Scientific and/ or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.
24. Applications not to be made by:
 - a. Minors (except through their Guardians)
 - b. Partnership firms or their nominations
 - c. Foreign Nationals (except NRIs)
 - d. Overseas Corporate Bodies

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

1. Our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/Offer Period. Provided that, the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares as mentioned in Schedule XIII Para 7 of SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price.
2. Our Company and Promoter Selling Shareholder in consultation with the BRLM, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
3. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-Off Price. However, bidding at the Cut-Off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

4. Retail Individual Bidders, who Bid at Cut-Off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-Off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
5. The price of the specified securities offered to an Anchor Investor shall not be lower than the price offered to other Applicants.

PARTICIPATION BY ASSOCIATES /AFFILIATES OF BRLM AND THE SYNDICATE MEMBERS

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the non-institutional category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

OPTION TO SUBSCRIBE IN THE OFFER

1. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Bidders will not have the option of getting Allotment of Equity Shares in physical form.
2. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
3. A single Bid from any Bidder shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

INFORMATION FOR THE BIDDERS

1. Our Company and the Book Running Lead Manager shall declare the Bid/ Offer Opening Date and Bid/ Offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Offer Opening Date.
3. Copies of the Bid cum Application Form along with Abridged Prospectus and copies of the Draft Red Herring Prospectus will be available with the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their Bid.

6. Bid cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Bidder has to apply only through UPI channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Bids submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Bid Amount specified in the Bid cum Application Form, before entering the ASBA Bid into the electronic system.
9. Except for Bids by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of Bid in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI ICDR Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid cum Application Form is liable to be rejected.

ELECTRONIC REGISTRATION OF BIDS

1. The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the offline data file into the online facilities for Book Building Process on a regular basis before the closure of the Offer.
2. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.
3. Only Bids that are uploaded on the Stock Exchanges platform are considered for Allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange platform during the Offer Period after which the Stock Exchange send the Bid information to the Registrar to the Offer for further processing.

Participation by the Promoters, the members of the Promoter Group, the Book Running Lead Manager, the Syndicate Member(s) and persons related to the Promoters/the members of the Promoter Group/the Book Running Lead Manager.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Offer under the Anchor Investor Portion:

1. Mutual Funds sponsored by entities which are associate of the Book Running Lead Manager;
2. insurance companies promoted by entities which are associate of the Book Running Lead Manager;
3. AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
4. FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the Book Running Lead Manager.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoters and the member of the Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

However, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to the Promoters or the members of the Promoter Group of our Company:

1. rights under a Shareholders' agreement or voting agreement entered into with the Promoters or the members of the Promoter Group of our Company;
2. veto rights; or
3. right to appoint any nominee Director on the Board.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Manager" if:

1. either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
2. either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
3. there is a common director, excluding nominee director, among the Anchor Investors and the Book Running Lead Manager.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI ICDR Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI ICDR Regulations are eligible to invest. The QIB Portion will be reduced in proportion to Allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI ICDR Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least Rs. 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of Rs. 200.00 lakhs.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.

5. Our Company and the Promoter Selling Shareholder in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - a) where allocation in the Anchor Investor Portion is up to Rs. 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - b) where the allocation under the Anchor Investor Portion is more than Rs. 200.00 Lakhs but up to Rs. 2,500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of Rs. 100.00 Lakhs per Anchor Investor; and
 - c) where the allocation under the Anchor Investor portion is more than Rs. 2,500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to Rs. 2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of Rs. 2,500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of Rs. 100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Offer Opening Date, through intimation to the Stock Exchange.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
9. At the end of each day of the bidding period, the demand including Allocation made to Anchor Investors, shall be shown graphically on the bidding terminals of Syndicate Members and website of Stock Exchange offering electronically linked transparent bidding facility, for information of public.
10. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
11. The BRLM, our Promoters, Promoter Selling Shareholder, Promoter Group, or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered issuance.
13. Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned

schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in Equity Shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NRIs

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents white in colour).

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour).

Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries.

Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and Eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

As per Schedule III of the FEMA Rules, a NRI or OCI may purchase or sell shares of a listed Indian company on repatriation basis, on a recognized stock exchange in India, subject to the conditions that NRIs or OCIs may purchase and sell shares through a branch designated by an authorized dealer for the purpose; and the total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the company.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 333.

BIDS BY HUFs

Bids by HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made

in the name of the HUF in the Bid cum Application Form as follows: “Name of Sole Bidder or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs will be considered at par with Bids from individuals.

BIDS BY FPIs INCLUDING FIIs

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of the post- Offer Equity Share capital. Further, in terms of the FEMA Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company. With effect from April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in sub-paragraph (b) of paragraph 3 of Schedule I of the FEMA Rules, 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. 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 March 31, 2020. 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; however, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

A FPI may purchase or sell Equity Shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/or may purchase or sell securities other than equity instruments.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

To ensure compliance with the applicable limits, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalization of the Basis of Allotment, the Registrar to the Offer shall:

1. use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI, and
2. obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for offer procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs, (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs, (iii) such offshore derivative instruments are issued after compliance with “know your client” norms, and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, among others, the following conditions:

1. each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Further, Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be regarded as multiple Bids:

1. FPIs that utilise the multi-investment manager structure;
2. Offshore derivative instruments (“ODI”) which have obtained separate FPI registration for ODI and proprietary derivative investments;
3. Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
4. FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager;
5. Multiple branches in different jurisdictions of foreign bank registered as FPIs;
6. Government and Government related investors registered as Category I FPIs; and
7. Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to the aforesaid seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the Bidder FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation.

In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

BIDS BY SEBI REGISTERED AIFS, VCFS, AND FVCIS

The SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs. Post the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs. Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking.

The holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in initial public offerings.

Further, the shareholding of VCFs, Category I AIFs or Category II AIFs and FVCIs in a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by the VCF or AIF or FVCI. However, if such VCFs, Category I AIFs or Category II AIFs and FVCIs hold individually or with persons acting in concert, more than 20% of the pre-offer shareholding of such company, this exemption from lock-in requirements will not be applicable.

There is no reservation for Eligible NRIs, AIFs, FPIs and FVCIs. All such Bidders will be treated on the same basis with other categories for the purpose of Allocation. Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the

FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, Promoter Selling Shareholder or the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof. Limited liability partnership can participate in the Offer only through the ASBA process.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, ("**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act, (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company, (iii) hold along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank, and Mutual Funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap does not apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate investment by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company's paid-up share capital and reserves.

The banking company is required to submit a time-bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary or a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in para 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

BIDS BY SCSBS

SCSBS participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012, and January 2, 2013, issued by SEBI. Such SCSBS are required to ensure that for making Bids on their own account using

ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum Application Form in public issues and clear demarcated funds should be available in such account for such Bids.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“**IRDAI Investment Regulations**”), and are based on investments in the Equity Shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDAI Investment Regulations, as amended, which are broadly set forth below:

1. equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer;
2. the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2), and (3) above, as the case may be.

*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 2,50,00,000 Lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs. 50,00,000 Lakhs or more but less than Rs. 2,50,00,000 Lakhs.

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines, and circulars issued by IRDAI, from time to time, including the IRDAI Investment Regulations for specific investment limits applicable to them.

BIDS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with existing regulations issued by RBI, OCBs cannot participate in this Offer.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of Rs. 2,500 lakhs (subject to applicable laws) and pension funds with a minimum corpus of Rs. 2,500

lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye-laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the Book Running Lead Manager, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the Book Running Lead Manager, may deem fit.

The above information is given for the benefit of the Bidders. Our Company, Promoter Selling Shareholder, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid, without assigning any reason therefore.

BID NOT TO BE MADE BY:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Policy with the prior approval of Government if the investment is through government route and with the prior approval of RBI if the investment is through automatic route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid cum Application Form, the OCB shall be eligible to be considered for share allocation.

GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until the Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Anchor investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;
3. Ensure that you (other than the Anchor Investors) have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA Account belongs to you and no one else. Further, UPI Bidders using the UPI Mechanism must also mention their UPI ID and shall use only their own bank account which is linked to their UPI ID;
4. UPI Bidders bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the Bid Amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
5. UPI Bidders bidding using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the Bid appear on the list displayed on the SEBI website. A Bid made using an incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidder's Depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;
8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism may submit their ASBA Forms with Syndicate Members, Registered Brokers, CRTAs or CDPs and should ensure that the Bid cum Application Form contains the stamp of such Designated Intermediary;
9. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
10. If the First Bidder is not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be). Bidders (except UPI Bidders Bidding using the UPI Mechanism) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form. UPI Bidders Bidding using the UPI Mechanism should ensure that they have mentioned the correct UPI-linked bank account number and their correct UPI ID in the Bid cum Application Form;
11. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the Bid number for all your Bid options as proof of registration of the Bid cum Application Form from the concerned Designated Intermediary;
14. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;
15. Submit revised Bids to the same Designated Intermediary, through whom the original Bid is placed and obtain a revised acknowledgement;
16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in

- the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other Bids in which PAN is not mentioned will be rejected;
17. Ensure that the Demographic Details are updated, true and correct in all respects;
 18. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
 19. Ensure that the category and the investor status are indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic bidding system of the Stock Exchange;
 20. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;
 21. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
 22. Bidders (except UPI Bidders bidding using the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA Account under the ASBA process. UPI Bidders bidding using the UPI Mechanism should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise the blocking of funds equivalent to the Bid Amount and subsequent debit of funds in case of Allotment, in a timely manner;
 23. Note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;
 24. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and Retail Individual Investors) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);
 25. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
 26. UPI Bidders bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using their UPI PIN. Upon the authorization of the mandate using their UPI PIN, the UPI Bidder may be deemed to have verified the attachment containing the Bid details of the UPI Bidder bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid cum Application Form in their ASBA Account;
 27. UPI Bidders bidding using the UPI Mechanism should mention the valid UPI ID of only the Bidder (in case of a single account) and of the First Bidder (in case of a joint account) in the Bid cum Application Form;
 28. UPI Bidders Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in their account and subsequent debit of funds in case of Allotment in a timely manner;
 29. Bids by Eligible NRIs, HUFs and FPIs other than individuals, corporate bodies and family offices, for a Bid Amount of less than Rs. 2,00,000/- would be considered under the retail category for the purposes of Allocation and Bids for a Bid Amount exceeding Rs. 2,00,000/- would be considered under the non-institutional category for Allocation in the Offer;
 30. Ensure that Anchor Investors submit their Bid cum Application Forms only to the Book Running Lead Manager;
 31. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 pm of the Bid/ Offer Closing Date;

32. RIBs Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 pm of the Working Day immediately after the Bid/ Offer Closing Date; and
34. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding Rs. 2,00,000/- (for Bids by RIBs) and Rs. 5,00,000/-, net of employee discount, if any (for Bids by eligible employees);
3. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
6. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
7. Anchor Investors should not Bid through the ASBA process;
8. Do not submit the Bid cum Application Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
9. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
10. Do not Bid at Cut-Off Price (for Bids by QIBs, eligible employees bidding under the employee reservation portion (subject to the Bid Amount being above Rs. 2,00,000/-) and Non-Institutional Investors);
11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Draft Red Herring Prospectus;
12. Do not submit your Bid after 3:00 pm on the Bid/Offer Closing Date;
13. If you are a QIB, do not submit your Bid after 3:00 pm on the QIB Bid/Offer Closing Date;
14. Do not submit the General Index Register (GIR) number instead of the PAN;
15. Do not submit incorrect details of the DP ID, Client ID, PAN, and UPI ID (where applicable) or provide details for a beneficiary account that is suspended or for which details cannot be verified by the Registrar to the Offer;
16. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
17. Do not withdraw Your Bid or lower the size of Your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor.
18. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Form or on Bid cum Application Form in a colour prescribed for another category of Bidder;
19. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
20. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or Your relevant constitutional documents or otherwise;

21. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid Depository accounts as per Demographic Details provided by the Depository);
22. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder and are using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
23. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
24. Do not submit a Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism);
25. Do not submit ASBA Bids to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);
26. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Company;
27. Do not Bid for Equity Shares more than what is specified by respective Stock Exchange for each category;
28. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If You are UPI Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;
29. Do not Bid if You are an OCB; and
30. Do not instruct Your respective banks to release the funds blocked in the ASBA Account under the ASBA process.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see **“General Information”** on page 72.

GROUPS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

1. Amount blocked does not tally with the amount payable for the Equity Shares applied for;
2. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
3. Bids by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
4. PAN not mentioned in the Bid cum Application Form;
5. Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
6. GIR number furnished instead of PAN;
7. Bids for lower number of Equity Shares than specified for that category of investors;
8. Bids at Cut-Off Price by NIIs;
9. Bids for number of Equity Shares which are not in multiples of the Equity Shares as specified in the Draft Red Herring Prospectus;
10. The amounts mentioned in the Bid cum Application Form does not tally with the amount payable for the value of the Equity Shares bid/applied for;
11. Bids for lower number of Equity Shares than the minimum specified for that category of investors;
12. Category not ticked;
13. Multiple Bids as defined in the Draft Red Herring Prospectus;
14. In case of Bids under power of attorney or by limited companies, corporate, trusts etc., where relevant documents are not submitted;
15. Bids accompanied by stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
16. Signature of the Sole Bidder is missing;



17. Bid cum Application Form are not delivered by the Bidders within the time prescribed as per the Bid cum Application Form, Bid/ Offer Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Form;
18. In case, no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
19. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
20. Bids by OCBs;
21. Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act;
22. Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form at the time of blocking such Bid Amount in the bank account;
23. Bids not uploaded on the terminals of the Stock Exchange; and
24. Where no confirmation is received from SCSB for blocking of funds;
25. Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form /Application Form. Bids not duly signed by the Sole/First Bidder.
26. Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
27. Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
28. Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
29. Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
30. ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Bid cum Application Form;
31. Submission of Bid cum Application Form using third party ASBA Bank Account;
32. Submission of more than one Bid cum Application Form per UPI ID by RIIs bidding through Designated Intermediaries;
33. In the case of Bids by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Bid cum Application Form is linked to a third-party bank account;
34. Bids by RIBs with Bid Amount of a value of more than Rs. 2,00,000 (net of retail discount);
35. Bids uploaded by QIBs after 4:00 pm on the QIB Bid / Offer Closing Date and by Non-Institutional Bidders uploaded after 4:00 pm on the Bid / Offer Closing Date (other than UPI Bidders), and Bids by UPI Bidders uploaded after 5:00 pm on the Bid / Offer Closing Date, unless extended by the Stock Exchange;
36. The UPI Mandate is not approved by Retail Individual Investor; and
37. The original Bid is made using the UPI mechanism and revision(s) to the Bid is made using ASBA either physically or online through the SCSB, and vice-versa.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section of the **GID**.

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorized employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in the SEBI ICDR Regulations.

METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

Our Company will not make any Allotment in excess of the Equity Shares issued through the Offer except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 10% of the Net Offer may be made for the purpose of

making Allotment in minimum Bid Lots.

The Allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum Bid size as, determined and disclosed.

The Allotment of Equity Shares to each Retail Individual Investor and Non-Institutional Investor shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in the Retail Individual Investor category and the non-institutional category, respectively, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

Our Company, in consultation with the Book Running Lead Manager in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). The payment instruments for payment into the Escrow Account should be drawn in favour of:

1. In case of resident Anchor Investors: “[●]”
2. In case of non-resident Anchor Investors: “[●]”
3. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Banker to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

CONFIRMATION OF ALLOCATION NOTE AND ALLOTMENT IN THE OFFER

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange. The BRLM or Registrar to the Offer shall send to the SCSBs or Sponsor Bank a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

PAYMENT MECHANISM

The Bidders shall specify the bank account number in their Bid cum Application Form and the SCSBs shall block an amount equivalent to the Bid Amount in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Bid or receipt of instructions from the Registrar to unblock the Bid Amount. However, Non-Retail Individual Bidders shall neither withdraw nor lower the size of their Bid at any stage. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Bid cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the Bid Amount in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Bid Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Bid by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the

SEBI ICDR Regulations, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for Bid providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making Bid.

TERMS OF PAYMENT

The entire Offer price of Rs. [●] per share is payable on Bid cum Application. In case of an Allotment of a lesser number of Equity Shares than the number applied, the Registrar to the Offer shall instruct the SCSBs or Sponsor Bank to unblock the excess amount blocked.

SCSBs or Sponsor Bank will transfer the amount as per the instruction received by the Registrar to the Offer, post finalization of the Basis of Allotment. The balance amount after transfer to the Public Offer Account shall be unblocked by the SCSBs or Sponsor Bank.

The Bidders should note that the arrangement with Banker to the Offer or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between our Company, Sponsor Bank, and Banker to the Offer, the BRLM and the Registrar to the Offer to facilitate collections from the Bidders.

PRICE DISCOVERY AND ALLOCATION

1. Based on the demand generated at various price levels, our Company and Promoter Selling Shareholder in consultation with the BRLM shall finalize the Offer Price.
2. The SEBI ICDR Regulations, specify the Allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for Allocation to each category are disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to Allocation, the Bidder may refer to the Draft Red Herring Prospectus.
3. Under-subscription in any category (except QIB category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. The unsubscribed portion in the QIB category is not available for subscription to other categories.
4. In case of under-subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the reserved portion to the Offer. For Allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Draft Red Herring Prospectus.
5. In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
6. Allocation to Anchor Investors, if applicable shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI ICDR Regulations.

ILLUSTRATION OF THE BOOK AND PRICE DISCOVERY PROCESS

Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer. Bidders can Bid at any price within the Price Band. For instance, assume a Price Band of Rs. 20/- to Rs. 24/- per share, offer size of 3,000 Equity Shares and receipt of five Bid from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received

from various investors.

| Applied Quantity | Bid Amount (Rs.) | Cumulative Quantity | Subscription |
|------------------|------------------|---------------------|--------------|
| 500 | 24 | 500 | 16.67% |
| 1,000 | 23 | 1,500 | 50.00% |
| 1,500 | 22 | 3,000 | 100.00% |
| 2,000 | 21 | 5,000 | 166.67% |
| 2,500 | 20 | 7,500 | 250.00% |

Price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The Issuer in consultation with the BRLM, may finalize the Offer Price at or below such Cut-Off Price, i.e., at or below Rs. 22.00. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for Allocation in the respective categories.

FILING OF OFFER DOCUMENT

The Draft Red Herring Prospectus is being filed with BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001, India.

The Draft Red Herring Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Draft Red Herring Prospectus in terms of Regulation 246(2) of SEBI ICDR Regulations. Pursuant to Regulation 246(1), a copy of the Red Herring Prospectus / Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

Further, in light of the SEBI notification dated March 27, 2020, our company will submit a copy of the Red Herring Prospectus and Prospectus to the email id: cfdil@sebi.gov.in

A copy of the Red Herring Prospectus / Prospectus along with the documents required to be filed under Section 23, 26, 28 and Section 32 of the Companies Act, 2013 would be filed with the Registrar of Companies, situated NCT of Delhi and Haryana.

PRE-OFFER ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. Our Company shall, in the pre-offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

WITHDRAWAL OF BIDS

1. RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
2. The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

WITHDRAWAL OF OFFER

Our Company and Promoter Selling Shareholder in consultation with the Book Running Lead Manager, reserves the right

not to proceed with the Offer at any time after the Offer Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-offer advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform Designated Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals from Designated Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF RED HERRING PROSPECTUS/PROSPECTUS WITH THE ROC

Our Company and Promoter Selling Shareholder intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Red Herring Prospectus/Prospectus with the RoC in terms of Section 23, 26, 28 and 32 of Companies Act, 2013.

INVESTOR GRIEVANCE

In case of any pre-offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled “*General Information*” on page no. 72.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. The complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
2. All steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within such timeline as may be prescribed by SEBI;
3. Adequate arrangements shall be made to collect all Bid cum Application Form;
4. If the Allotment is not made within the prescribed time under applicable law, Bid Amount will be refunded/unblocked in the ASBA Accounts within two days from the Bid/Offer Closing Date or such other time as may be specified by SEBI, failing which our Company shall pay interest prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations for the delayed period;
5. Funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
6. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within two days from the Bid/Offer Closing Date, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit of refund;
7. No further issue of Equity Shares shall be made until the Equity Shares Offered through the Draft Red Herring Prospectus are listed or until the Bid Amount are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;
8. If our Company do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-offer advertisements are published. The Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

9. If our Company withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft Offer document with SEBI, in the event our Company subsequently decides to proceed with the Offer;
10. The Minimum Promoters' Contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees, in accordance with the applicable provisions of the SEBI ICDR Regulations;
11. The Allotment of securities/refund confirmation to eligible NRIs shall be dispatched within specified time; and
12. Our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

UNDERTAKINGS BY THE SELLING SHAREHOLDER

Only statements and undertakings which are specifically “confirmed” or “undertaken” by the Promoter Selling Shareholder in this Draft Red Herring Prospectus shall be deemed to be “Statements and Undertakings made by the Selling Shareholder”. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Promoter Selling Shareholder. The Promoter Selling Shareholder specifically confirms and undertakes the following in respect of Promoter Selling Shareholder and the Equity Shares being offered by the Promoter Selling Shareholder pursuant to the Offer:

1. The portion of the Offered Shares shall be transferred in the Offer free and clear of any pre-emptive rights, liens, mortgages, charges, pledges, trusts or any other encumbrance or transfer restrictions, both present and future, in a manner prescribed under Applicable Law in relation to the Offer, and without any objection by it and in accordance with the instructions of the Registrar to the Offer;
2. The Promoter Selling Shareholder shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of its respective Offered Shares being offered pursuant to the Offer until such time that the lock-in (if applicable) remains effective save and except as may be permitted under the SEBI ICDR Regulations;
3. The portion of the Offered Shares have been held by the Promoter Selling Shareholder for a minimum period of one year prior to the date of filing the Draft Red Herring Prospectus, such period determined in accordance with Regulation 26 (6) of the SEBI ICDR Regulations;
4. The Promoter Selling Shareholder is the legal and beneficial owner and has full title of its respective portion of the Offered Shares;
5. The Promoter Selling Shareholder shall provide all reasonable co-operation as requested by our Company and the Lead Manager in relation to the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of his portion of the Offered Shares;
6. The Promoter Selling Shareholder will not have recourse to the proceeds of the Offer, until approval for final listing and trading of the Equity Shares is received from the Designated Stock Exchange;
7. The Promoter Selling Shareholder will deposit his respective portion of the Offered Shares in an escrow account opened with the Share Escrow Agent prior to filing of the Prospectus with the RoC;
8. The Promoter Selling Shareholder shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application in the Offer, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person who makes an Application in the Offer, except as permitted under applicable law;
9. The Promoter Selling Shareholder will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the Book Running Lead Manager in redressal of such investor grievances that pertain to the Equity Shares held by the Promoter Selling Shareholder and being offered pursuant to the Offer.

The Promoter Selling Shareholder has authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of the Offer.

IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- (a) makes or abets making of a bid in a fictitious name to a company for acquiring, or subscribing for, its securities; or***
- or***
- (b) makes or abets making of multiple bids to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”***

The liability prescribed under Section 447 of the Companies Act, 2013, includes, for frauds involving an amount of at least Rs. 10,00,000/- or one per cent. of the turnover of the Company, whichever is lower, imprisonment for a term of not less than six (6) months extending up to ten (10) years (provided that where the fraud involves public interest, such term shall not be less than three (3) years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where the fraud involves an amount less than Rs. 10,00,000/- (Rupees Ten lakhs only) or one per cent (1%) of the turnover of the Company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five (5) years or with fine which may extend to Rs. 50,00,000/- (Rupees Fifty lakhs only) or with both.

UTILISATION OF OFFER PROCEEDS

The Board certifies that:

1. all monies received out of the fresh issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilised out of the fresh issue shall be disclosed, and continue to be disclosed till the time any part of the fresh issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
3. details of all unutilised monies out of the fresh issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.
4. our company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the fresh issue.
5. our Company shall not have recourse of the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. the Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

BASIS OF ALLOCATION

1. The SEBI ICDR Regulations specify the Allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to Allocation, the Bidder may refer to the RHP.
2. Under-subscription in any category (except QIB category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, Unsubscribed portion in QIB category is not available for subscription to other categories.

3. In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the reserved portion to the Offer. For Allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Prospectus.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer.

BASIS FOR ALLOTMENT

1. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional Bidders and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to 1200 Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter.

2. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price.

The Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter.

3. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs bidding in the QIB category (net of Anchor Investor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:
- i. In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
 - ii. In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
 - iii. Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below.
- b) In the second instance Allotment to all QIBs shall be determined as follows:
- i. In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
 - ii. Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
 - iii. Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

4. Allotment to Anchor Investor (If Applicable)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
- i. not more than 60% of the QIB Portion will be allocated to Anchor Investors
 - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- Allocation to Anchor Investors shall be on a discretionary basis and subject to:
- a maximum number of two Anchor Investors for allocation up to Rs. 2 crores;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs. 2 crores and up to Rs. 25 crores subject to minimal allotment of Rs. 1 crores per such Anchor Investor; and
 - in case of allocation above Rs. 25 crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to Rs. 25 crore rupees and an additional 10 such investors for every additional Rs. 25 crore rupees or part thereof, shall be permitted, subject to a minimum allotment of Rs. 1 crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

In the event that the Offer Price is higher than the Anchor Investor Allocation Price:

- c) Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- d) In the event the Offer Price is lower than the Anchor Investor Allocation Price: Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

5. Basis of Allotment for QIBS (other than Anchor Investors) and NIIs in case of oversubscribed offer.

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange. The Allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Equity Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Equity Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Equity Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Equity Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] Equity Shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] Equity Shares, and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] Equity Shares, the Bidder would be allotted Equity Shares by rounding off to the nearest multiple of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares.
- e) If the Equity Shares allotted on a proportionate basis to any category is more than the Equity Shares allotted to the Bidders in that category, the balance available Equity Shares or Allocation shall be first adjusted against any category, where the allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Equity Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the “Capital Structure” mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Designated Stock Exchange.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

1. **Designated Date:** On the Designated Date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

2. **Issuance of Allotment Advice:** Upon approval of the basis of allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved basis of allotment, the Issuer

shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been allotted Equity Shares in the Offer.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Offer Closing Date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the Issuer.

INSTRUCTION FOR COMPLETING THE BID CUM APPLICATION FORM

The Bid should be submitted on the prescribed Bid cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid cum Application Form. Bid not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid cum Application Form should bear the stamp of the Designated Intermediaries. ASBA Bid cum Application Form, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid cum Application Forms in public issues using the REGISTERED BROKERS network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centres is available on the website of BSE i.e., www.bseindia.com. With a view to broad base the reach of investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid cum Application Forms in Public Offer with effect front January 01, 2016. The list of ETA and DPs centres for collecting the Bid shall be disclosed is available on the website of BSE i.e., www.bseindia.com.

BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid cum Application Form is mandatory and Bids that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain front the Depository the Demographic Details. These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid cum Application Form, the Bidder would be deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

SUBMISSION OF BID CUM APPLICATION FORM

All Bid cum Application Form duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of the Bid cum Application Form, give an acknowledgement to investor, by

giving the counter foil or specifying the Bid number to the investor, as a proof of having accepted the Bid cum Application Form, in physical or electronic mode, respectively.

DISPOSAL OF BID AND BID AMOUNT AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment Advice, and give benefit to the beneficiary account with depository participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Bid/Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI ICDR Regulations, the Company further undertakes that:

1. Allotment and listing of Equity Shares shall be made within 3 (Three) days of the Bid/Offer Closing Date;
2. Giving of instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such Bid Amount, with interest as prescribed under SEBI ICDR Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

RIGHT TO REJECT BIDS

In case of QIB Bidders, the Company and Promoter Selling Shareholder in consultation with the BRLM may reject Bids provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Bids based on technical grounds.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all Shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

1. Tripartite Agreement dated July 10, 2024, amongst NSDL, our Company, and the Registrar to the Offer; and
2. Tripartite Agreement dated July 23, 2024, amongst CDSL, our Company, and the Registrar to the Offer.

COMMUNICATION

All future communications in connection with Bids made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, bid cum Application Form number, Bidder Depository account details, number of Equity Shares applied for, date of Bid form, name and address of the Banker to the Offer where the Bid was submitted and a copy of the acknowledgement slip.

Investors can contact the Company Secretary and Compliance Officer of our Company or the Registrar to the Offer in case of any pre-offer or post-offer related problems such as non-receipt of letters of allotment, credit of Allotted shares in the respective beneficiary accounts, etc. at addresses mentioned in Chapter '*General Information*' at page 72.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) (“DPIIT”), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

As per the existing policy of the Government of India, OCBs cannot participate in this offer. See “*Offer Procedure*” beginning on page 297.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See “*Offer Procedure*” beginning on page 297.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to



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participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period.

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 applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Issues and sales occur.

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

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

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SECTION X - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

(Last altered by the Members of the Company at the Extra-Ordinary General Meeting of the Company held on June 27, 2024 in pursuance of the Company Act, 2013)

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act, which shall be the regulations for the management of the company.

(I)

INTERPRETATION

2. In these regulations: -
 - (a) "**Act**" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and any previous Company Law, so far as may be applicable.
 - (b) "**Articles**" means these Articles of Association of the Company or as altered from time to time.
 - (c) "**Associate Company**", in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.
Explanation: For the purposes of this clause, "significant influence" means control of at least twenty per cent of total share capital, or of business decisions under an agreement;
 - (d) "**Board of Directors**" or "**Board**", means the collective body of the directors of the Company and shall include a Committee thereof.
 - (e) "**Company**" means "**ARCHEE GROUP CONTRACTS LIMITED**".
 - (f) "**Control**" shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.
 - (g) "**Depositories Act**" means the Depositories Act, 1996, or any statutory modification or re-enactment thereof, for the time being in force.
 - (h) "**Depository**" means a depository as defined under Section 2(1)(e) of the Depositories Act.
 - (i) "**Director**" means a member of the Board appointed in accordance with these Articles, including any additional and/or alternate director.,
 - (j) "**Debenture**" includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.
 - (k) "**Documents**" includes summons, notice, requisition, order, declaration, form and register whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.
 - (l) "**General Meeting**" means a general meeting of the shareholders of the company whether an annual general meeting or an extraordinary general meeting.
 - (m) "**Independent Director**" shall have the meaning as prescribed in the Act.
 - (n) "**Key Managerial Personnel**" means Chief Executive Officer or Managing Director or the manager; the company secretary; whole-time director; Chief Financial Officer; and such other officer as may be notified from time to time in the Rules.
 - (o) "**Ordinary and Special Resolution**" shall have the meaning assigned to these term in section 114 of the Act.

- (p) “**Promoters**” means a person-
- (a) who has been named as such in a prospectus or is identified by the company in the annual return referred to in Section 92; or
 - (b) who has control over the affairs of the Company, directly or indirectly whether as a shareholder, director or otherwise; or
 - (c) in accordance with whose advice, directions or instructions the Board of Directors of the Company is accustomed to act:

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity;

- (q) “**Rules**” means applicable rules for the time being in force as prescribed under relevant Sections of the Act.
- (r) “**Seal**” means common seal of the company wherever any is duly adopted by the company.
- (s) “**Secretary**” is a Key Managerial Person appointed by the Board of Directors to perform any of the duties of a Company Secretary.
- (t) “**The Office**” means Registered office of the company.
3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

PUBLIC COMPANY

4. The Company is a Public Company within the meaning of Section 2 (71) of the Companies Act, 2013.

(II)

SHARE CAPITAL AND VARIATION OF RIGHTS

5. The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association with power to Board of Directors to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges, or conditions may be, thought fit and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.
6. The Board may issue and allot shares in the Capital of the Company for consideration other than cash.

KINDS OF SHARE CAPITAL

7. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
- (a) Equity share capital:
 - (i) with voting rights; and / or
 - (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

(b) Preference share capital

CERTIFICATE OF SHARES

8. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide, --
- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (2) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- (3) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (4) A person opts to hold any shares with the depository, the Company shall intimate such depository the details of allotment of the shares to enable the depository to enter in its records the name of such person as the beneficial owner of that shares.
- (5) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

DEMATERIALISATION OF SECURITIES

9. Notwithstanding anything contained in these Articles the company shall entitled to dematerialize its shares, debentures and other securities and held in the depositories and offer its securities in dematerialized form.
10. Save as herein otherwise provided the company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the company and accordingly the company shall not (except as ordered by the court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person weather or not it shall have express or implied notices thereof.
11. In case of transfer of shares, debentures or other securities where the company has not issued any certificate and where such shares debentures or other securities are being held in electronic and fungible form the provisions of the Depositories Act shall apply.
12. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the company in that behalf.
13. Except as specifically provided in these Articles the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

Provided that, nothing contained in Articles shall apply to the transfer of shares, debenture or other marketable securities effected by the transferor and the transferee, both of whom are entered as beneficial owners are entered as beneficial owners in the record of the depository.

COMMISSION FOR PLACING OF SHARES

14. (1) Subject to the provision of the Act, the Company may at any time pay a commission to any person for



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subscribing or agreeing to subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock or other securities of the company or procuring or agreeing to procure subscriptions (weather absolute or conditional) for shares, debentures or debenture-stock or other securities of the company but so that the statutory conditions and requirements shall not exceed the rate as may be fixed under the Companies Act 2013, the Rules and SEBI guidelines wherever applicable.

(2) The commission may be paid or satisfied (subject to the provisions of the act and these Articles) in cash or in shares, debentures or debenture stock of the company, (Whether fully paid or otherwise) or in any combination thereof.

VARIATION OF MEMBER'S RIGHT

15. (1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms or issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class and all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question.

(2) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

ISSUE AND REDEMPTION OF PREFERENCE SHARES

16. Subject to the provisions of the Act and Rules made in this behalf, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

FURTHER ISSUE OF CAPITAL

17. (1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to

(a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or

(b) Employees under the scheme Employees Stock Option

(c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

18. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules and SEBI guidelines.

ISSUE OF SECURITIES AT A PREMIUM

19. The Company shall have power to issue Securities at a premium and shall duly comply with the provision of Sections 52 of the said Act.

LIEN

20. (i) The company shall have a first and paramount lien –

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

21. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made --

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

22. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

23. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

24. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

25. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

26. The Company may issue Share warrants subject to, and in accordance with, the provisions of the Act and the applicable rules/ regulations/ guidelines. The Board may in its discretion, with respect to any Share which is fully paid-up, on application in writing signed by the person registered as holder of the Share, and authenticated by such evidence (if any) as the Board may from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) with respect to the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a Share warrant.

27. (1) The bearer of a Share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Shareholder at any meeting held after the expiry of two (2) clear days from the time of deposits, as if the depositor's name were inserted in the Register of Members as the holder of the Shares included in the deposited warrant.

(2) Not more than one person shall be recognized as the depositor of the Share warrant.

- (3) The Company shall on two (2) days written notice return the deposited Share warrant to the depositor.
28. (1) Except as herein otherwise expressly provided, no person shall, as bearer of a Share warrant, sign a requisition for calling a meeting of the Shareholders of the Company, or attend, or vote or exercise any other privilege of a Shareholder at a meeting of the Shareholders, or be entitled to receive any notices from the Company.
- (2) The bearer of a Share warrant shall be entitled in all other respects to the same privileges and advantages as if such person were named in the Register of Members as the holder of the Shares included in the warrant, and such person shall be a Shareholder.
29. The Board may, from time to time, make rules as to the terms on which (if it deems fit) a new Share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

POWER TO BORROW

30. The Board may, from time to time, and at its discretion, subject to the provisions of the Act and these Articles, accept deposits from Shareholders either in advance of calls or otherwise and generally raise or borrow moneys, either from the Directors, their friends and relatives or from others for the purposes of the Company and/or secure the payment of any such sum or sums of money, provided however, where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in ordinary course of business) and remaining outstanding and undischarged at that time exceed the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company in a General Meeting by an ordinary resolution. The Board may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions as it thinks fit, and in particular by receiving deposits, issue of bonds, debentures perpetual, redeemable, debenture stock, or any security of the Company or by mortgage or charge or other security upon all or any part of the property or undertaking of the Company (both present and future), including its uncalled capital for the time being; provided that the Board shall not give any option or right to any person for making calls on the Shareholders in respect of the amount unpaid for the time being on the Shares held by them, without the previous sanction of the Company in a General Meeting.

CALLS ON SHARES

31. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

32. (1) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
- (2) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

33. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
34. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
35. The Board
- a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board.
- Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
36. Neither a judgement nor a decree in favour of Company for calls or other moneys due in respect of any share, nor any part payment or satisfaction there under, nor the receipt by the Company of a portion of any money which shall, from time to time, be due from any member in respect of any share, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.
37. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company
38. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
39. The Board may, subject to the right of appeal conferred by section 58 decline to register –
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the company has a lien.
40. The Board may decline to recognise any instrument of transfer unless –
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
41. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

42. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSMISSION OF SHARES

43. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
44. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
(a) to be registered himself as holder of the share; or
(b) to make such transfer of the share as the deceased or insolvent member could have made.
(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
45. (1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
46. (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
(3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
(4) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

47. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
48. The notice aforesaid shall –
(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

49. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
50. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
51. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
52. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
53. A forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Board thinks fit, and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as it thinks fit.
54. A member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall notwithstanding the forfeiture remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, with interest thereon at such rate as the Board may determine.
55. A duly verified declaration in writing that the declarant is a Director, the Manager or the Secretary of the Company, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
56. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any persons.
57. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
58. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
59. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share, becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
60. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

ALTERATION OF CAPITAL

61. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
62. Subject to the provisions of section 61, the company may, by ordinary resolution, -

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
63. Where shares are converted into stock, --
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
 - (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder/ member" in those regulations shall include "stock" and "stock-holder" respectively
64. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.
 - (d) any other reserve in the nature of share capital.

JOINT HOLDERS

65. Where two or more persons are registered as joint holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the following provisions:
- a. The person whose name stands first on the register in respect of such shares shall alone be entitled to delivery of certificate thereof.
 - b. Any one of such persons may give effectual receipts for any dividend, bonus or return of capital payable in respect of such share and such joint holders shall be severally, as well as jointly liable for payment of all installments and calls due in respect of such share/shares.
 - c. Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrators, of a deceased member in whose names any share stands shall be for the purpose of this Article be deemed joint holders thereof;
 - d. On death of any one or more of such joint holders, the survivors shall be the only persons, recognized by the Company as having any title to or interest in such share, but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
 - e. The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

CAPITALIZATION OF PROFITS

66. (i) The company in general meeting may, upon the recommendation of the Board, resolve –
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards --
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (iv) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (v) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
67. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall
- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally, do all acts and things required to give effect thereto.
- (ii) The Board shall have power --
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

68. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

69. All general meetings other than annual general meeting shall be called extraordinary general meeting.
70. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETING

71. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

- (ii) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the Chair is vacant.
 - (iii) The quorum for a general meeting shall be as provided in the Act.
72. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
73. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
74. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
75. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
76. (i) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
- (ii) The Chairman shall exercise an absolute discretion in the matters as are or could reasonably be regarded as defamatory of any person, irrelevant or immaterial to the proceedings or detrimental to the interests of the Company. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

ADJOURNMENT OF MEETING

77. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

78. Subject to any rights or restrictions for the time being attached to any class or classes of shares, -
- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
79. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members
80. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and

any such committee or guardian may, on a poll, vote by proxy, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office or such other office of the Company as may from time to time be designated by the Board, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians

81. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
82. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
83. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

84. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
85. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
86. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

87. a. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen).

b. Subject to the provisions of Section 149 of the Act, the Company may from time to time by Special Resolution increase or reduce the number of Directors within the limits fixed by these Articles, and may also determine in what rotation the increased or reduced number is to vacate the office. A person appointed as a Director shall not act as a Director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as prescribed in the relevant Rules. The Directors shall appoint one women director as per the requirements of section 149 of the Act.
c. The following shall be the first directors of the Company,

1. ABHISHEK DHAKA
2. NITIN SAHJWANI
3. MONIKA DHAKA

88. (i) The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to

five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Special Resolution and such other compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors.

(ii) Not less than two-thirds of the total number of Directors of the Company shall:

- (a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and
- (b) save as otherwise expressly provided in the said Act; be appointed by the Company in General Meeting.

Explanation:- For the purpose of this article “Total number of directors” shall not include Independent Directors appointed on the Board of the Company. The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.

(iii) The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.

(iv) Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

(v) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for re- election.

(vi) At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.

(vii) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a holiday, at the same time and place.

(viii) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless :-

- (a) at the meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
- (b) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
- (c) he is not qualified or is disqualified for appointment;
- (d) a resolution, whether special or ordinary, is required for his appointment or reappointment by virtue of any provisions of the said Act; or
- (e) The Whole-time Directors shall not be liable to retire by rotation.

89. (1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(2) The remuneration payable to the Directors, including any Managing or Whole-time Director or Manager, if any, shall be determined in accordance with and subject to the provisions of the Act by a resolution passed by the Company in General Meeting.

(3) Every Director shall be paid a sitting fee not exceeding the limits prescribed in the Companies Act, 2013 or any amendment thereof for each meeting of the Board of Directors or of any committee thereof attended by him and shall be paid in addition thereto all travelling, hotel and other expenses properly incurred by him in attending

and returning from the meetings of the Board of Directors or any committee thereof or General Meeting of the company or in connection with the business of the Company to and from any place.

90. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
91. The Board of Directors shall have power at any time, and from time to time, to appoint any person other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office only up to the date of the next Annual General Meeting, or the last date on which the annual general meeting should have been held, whichever is earlier, but shall be eligible for appointment by the Company at that meeting subject to the provisions of the Act.
92. The Board of Directors may appoint a person, not being a person holding any alternate directorship for any other Director in the Company, to act as an Alternate Director to act for a director (hereinafter called as “Original Director”) during his absence for a period less than three months from India. No person shall be appointed as an alternate director for an Independent Director unless he is qualified to be appointed as an Independent Director. An Alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly. An Alternate Director shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India as aforesaid any provision for the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director. An Alternate Director may be removed by the Board of Directors which may appoint another Alternate Director in his place.
93. The Board may appoint any person as a director nominated by any financial institution, bank, corporation or any other statutory body, or if the Company has entered into any obligation with any such institution, bank, corporation or body in relation to any financial assistance by way of loan advanced to the Company or guarantee or given of any loan borrowed or liability incurred by the Company or so long as the Company is indebted. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors.

Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

94. If the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board and the person so appointed shall hold office upto the date which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid.

Subject to the provisions of Section 168 of the Act a Director may at any time resign from his office upon giving notice in writing to the Company of his intention so to do, and thereupon his office shall be vacated.

POWERS OF BOARD

95. The management and business of the Company shall be vested in the Board of Directors, who may exercise all such powers of the Company as are not by the Act or any statutory modification thereof for the time being in force, or by these presents, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these presents, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
96. Subject to the provisions of Section 179 of the Act and other provisions of the Act and rules there under, the

Board may delegate from time to time and at any time to committee formed out of the Directors any of its powers, authorities, and discretion for the time being vested in the Board and any such delegations may be made on such terms and subject to such conditions as the Board may think fit.

97. The Board may appoint, at any time and from time to time by a power of attorney under the Company's seal any person to be attorney of the company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the board under these Articles and for such period and subject to such conditions as the Board may from time to time thinks fit, and any such appointment may, if the Board thinks fit, be made in favour of the members or any of the members of any firm or company, or the members, directors, nominees or manufacturers of any firm or company or otherwise in favour of anybody or persons, whether nominated directly or indirectly by the Board, and any such power of attorney may contain such provision for the protection or convenience of persons dealing with such attorney as the Board may think fit.
98. The Board may authorise any such delegate, or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.
99. Subject to the provisions of Section 179, the Board may delegate all or any of their powers to any Directors jointly or severally or to any one Director at their discretion.

PROCEEDINGS OF THE BOARD

100.(1) A minimum number of four meetings of the Directors shall have been held in every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meeting and proceedings, as they think fit.

(2) The Chairperson may at any time summon a meeting of the Board and the Chairperson or a Secretary, on the requisition of a Director, shall at any time summon a meeting of the Board.

Subject to provisions of Section 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the company and shall be sent by hand delivery or by post or through electronic means. The meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at such meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director.

(3) The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two directors whichever is higher and the directors participating by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time.

(4) With regard to every meeting conducted through video conferencing or other permitted means, the scheduled venue of the meetings shall be deemed to be in India, for the purpose of specifying the place of the said meeting and for all recordings of the proceedings at the meeting.

101.(1) Save as otherwise expressly provided in the Act, a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the votes.

(2) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

102. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number

is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

103. (1) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a chairperson of its meetings and determine the period for which he is to hold office.
- (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairperson of the meeting.
104. (1) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
- (2) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (3) The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
105. A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
106. (1) A Committee may meet and adjourn as it thinks fit.
- (2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present. In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
107. All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
108. Subject to the provisions of the Act, resolutions of the Board may be passed by circulation, if the resolution has been circulated in draft, together with necessary papers, if any, to all the Directors or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:
- Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board.
- A resolution under sub-section (1) shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

KEY MANAGERIAL PERSONNEL

109. Subject to the provisions of the Act, a Key Managerial Personnel may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and the Key Managerial Personnel so appointed may be removed by means of a resolution in the Board Meeting.

REGISTERS

110. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.
111. (a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
- (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

THE SEAL

112. (1) The Board shall provide a common seal for the Company and shall have power from time to time to destroy the same, substitute a new seal in lieu thereof, and the common seal shall be kept at the Registered Office of the Company and committed to the custody of the Whole- time/ Managing Director or the Secretary if there is one.
- (2) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of anyone Director or the Secretary or such other person as the Board/ Committee may appoint for the purpose shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

113. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
114. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
115. (1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
116. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

117. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
118. (1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (2) Every such electronic transfer, cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders may, direct the payment of the cheque or warrant if purporting to be duly endorsed shall be a good discharge to the Company. Payment in any way whatsoever shall be made at the risk of the person entitled to the money represented thereby.
119. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
120. Notice of any dividend that may have been declared shall be given to the persons entitled to share thereto in the manner mentioned in the Act.
121. No dividend shall bear interest against the Company

ACCOUNTS

122. (1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act and the Rules.

The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute or authorised by the Directors or by the resolution of the Company in General Meeting.

Subject to Section 129 of the Act at every Annual General Meeting of the Company the Directors shall lay before the Company a Financial Statements for each financial year. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. Every account when audited and approved by a General Meeting shall be conclusive.

AUDIT

Accounts to be Audited

123. Every Balance Sheet and Profit and Loss Account shall be audited by one or more Auditors to be appointed as hereinafter set out.

Remuneration of Auditors

124. The remuneration of the Auditors shall be fixed by the Board as authorised in a General Meeting from time to time

WINDING UP

125. Subject to the applicable provisions of the Act and the Rules made thereunder
- (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different

classes of members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND INSURANCE

126. (a) Subject to the provisions of the Act, the Managing Director and every Director, Manager, Company Secretary and other officer or Employee of the Company shall be indemnified by the Company against any liability, and it shall be the duty of Directors out of the funds of the Company to pay, all costs and losses and expenses (including travelling expenses) which any such Director, Officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such Managing Director, Director, Company Secretary, Officer or Employee or in any way in the discharge of his duties.

(b) Subject as aforesaid the Managing Director and every Director, Manager, Company Secretary, or other officer or employee of the Company shall be indemnified against any liability incurred by them or him in defending any proceedings, whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

(c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

(d) Subject to the provisions of the Act, no Director or other officer of the Company shall be liable for the act, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys or the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his officer or in relation thereto unless the same happen through his own willful act or default.

GENERAL POWER

127. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

SECRECY CLAUSE

128. No member shall be entitled to inspect the Company works without the permission of the Director, or Managing Director, or to require discovery of or any information respecting any details of the company's internal process, technology, marketing strategies trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the Company to communicate to the public.

129. Every Director, Managing Director, Manager, Company Secretary, Auditor, Trustee, Members of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company, shall if so required by the Directors before entering upon his duties, or at any time during his term of office, sign a declaration



ARCHEE GROUP

pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or any meeting or by a Court of Law or by the person to whom such matters relate and expect so far as may be necessary in order to comply with any of the provisions of these Articles or law.

SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or may be entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/ Prospectus which will be delivered to the RoC for filing. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from date of the Draft Red Herring Prospectus until the Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts

1. Offer Agreement dated September 25, 2024 between our Company, Promoter Selling Shareholder and the Book Running Lead Manager to the Offer.
2. Registrar and Share Transfer Agent Agreement dated September 26, 2024, executed between our Company, Promoter Selling Shareholder and the Registrar to the Offer.
3. Banker to the Offer Agreement dated [●] among our Company, Promoter Selling Shareholder, Book Running Lead Manager, Banker to the Offer and the Registrar to the Offer.
4. Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Promoter Selling Shareholder, Book Running Lead Manager and Underwriter.
6. The Tripartite Agreement dated July 23, 2024, amongst CDSL, the Company and the Registrar to the Offer.
7. Tripartite Agreement dated July 10, 2024, amongst NDSL, the Company and the Registrar to the Offer.
8. Syndicate Agreement dated [●] among our Company, the BRLM and Syndicate Member.
9. Share Escrow Agreement dated [●] between our Company, Promoter Selling Shareholder, the BRLM and Share Escrow agent.

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Our certificate of incorporation dated May 16, 2011 and certificate of incorporation dated August 9, 2024 consequent upon change of name of our Company pursuant to its conversion to a public company.
3. Copy of the Board Resolution dated September 20, 2024 authorizing the Offer and other related matters.
4. Copy of Shareholder's Resolution dated September 20, 2024 authorizing the Offer and other related matters.
5. Consent letter dated September 20, 2024 from the Promoter Selling Shareholder consenting to participate in the Offer for Sale.
6. Statement of Tax Benefits dated December 28, 2024 issued by our Statutory Auditors M/s. Kapish Jain & Associates, Chartered Accountants.
7. Copy of Restated Financial Statement and along with Report from the peer review certified auditor M/s. Kapish Jain & Associates, Chartered Accountants, for the stub period June 30, 2024 and financial years ended on March 31, 2024, 2023 and 2022 included in this Draft Red Herring Prospectus.
8. Copy of Audited Financial Statement for the financial years ended on March 31, 2024, 2023 and 2022.
9. Copy of Certificate from M/s. Kapish Jain & Associates, Chartered Accountants, dated December 28, 2024

regarding the source and deployment towards the objects of the Offer.

10. Certificate on Key Performance Indicators (KPI's) issued by Statutory Auditor dated December 30, 2024.
11. Consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Offer, the Book Running Lead Manager to the Offer, Share Escrow Agent*, Registrar to the Offer, Banker to the Offer*, Market Maker* and Underwriter to the Offer* to act in their respective capacities.
**to be obtained prior filing of Prospectus.*
12. Board Resolutions of Directors dated December 30, 2024 approving the Draft Red Herring Prospectus, [●] approving the Red Herring Prospectus and [●] approving the Prospectus.
13. Due Diligence Certificate from Book Running Lead Manager dated December 30, 2024.
14. Copy of In-principal approval from BSE vide letter dated [●] to use the name of BSE in the Prospectus for listing of Equity Shares on the SME Platform of BSE.

THIS SPACE IS LEFT BLAK INTENTIONALLY

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

| Name | DIN | Designation | Signature |
|----------------|----------|-------------------|-----------|
| Nitin Sahjwani | 03349163 | Managing Director | Sd/- |

Place: Gurgaon

Date: 30.12.2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct

SIGNED BY THE WHOLE TIME DIRECTOR OF OUR COMPANY

| Name | DIN | Designation | Signature |
|----------------|----------|---------------------|-----------|
| Abhishek Dhaka | 03331946 | Whole Time Director | Sd/- |

Place: Gurgaon

Date: 30.12.2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct

SIGNED BY THE WHOLE TIME DIRECTOR OF OUR COMPANY

| Name | DIN | Designation | Signature |
|--------------|----------|---------------------|-----------|
| Monika Dhaka | 03420143 | Whole Time Director | Sd/- |

Place: Gurgaon

Date: 30.12.2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct

SIGNED BY THE NON-EXECUTIVE DIRECTOR OF OUR COMPANY

| Name | DIN | Designation | Signature |
|----------------|----------|------------------------|-----------|
| Maanvita Dhaka | 10730670 | Non-Executive Director | Sd/- |

Place: Gurgaon

Date: 30.12.2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

| Name | DIN | Designation | Signature |
|----------------|----------|----------------------|-----------|
| Rajiv Chhikara | 09047168 | Independent Director | Sd/- |

Place: Gurgaon

Date: 30.12.2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

| Name | DIN | Designation | Signature |
|---------------------|----------|----------------------|-----------|
| Ravi Kumar Shingari | 08912955 | Independent Director | Sd/- |

Place: Gurgaon

Date: 30.12.2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

| Name | PAN | Designation | Signature |
|---------------|------------|-------------------------|-----------|
| Babit Khurana | BHZPK6090B | Chief Financial Officer | Sd/- |

Place: Gurgaon

Date: 30.12.2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

| Name | PAN | Designation | Signature |
|-------------|------------|---|-----------|
| Lalita Vats | AKHPL8902B | Company Secretary and Compliance Officer | Sd/- |

Place: Gurgaon

Date: 30.12.2024

DECLARATION

I, Monika Dhaka hereby confirm that all statements, disclosures and undertakings specifically made by us in this Draft Red Herring Prospectus in relation to myself, as a Promoter Selling Shareholder and my portion of Offered Shares, is true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including any statements and undertakings made or confirmed by, or relating to, the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE SELLING SHAREHOLDER OF OUR COMPANY

| Name | Signature |
|--------------|-----------|
| Monika Dhaka | Sd/- |

Place: Gurgaon

Date: 30.12.2024