



### ASIAN PETROPRODUCTS AND EXPORTS LIMITED#

Our Company was incorporated on November 26, 1991 as 'Asian Petroproducts and Exports Limited', as a public limited company under the Companies Act, 1956 with the Registrar of Companies, Gujarat at Dadra & Nagar Haveli. At the time of incorporation, the Registered Office of our Company was situated at Tundav Rania Road, Anjesar, Tal: Savli, Vadodara - 391 775, Gujarat, India. For details in relation to change in Registered Office of our Company, please refer to "General Information" on page 46.

**Registered Office:** 24, Suwermapuri Soceity, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara - 390 007, Gujarat, India.; **Tel:** +91 265 358 4403; **Facsimile:** N.A.

**E-mail:** barodagroup99@gmail.com; **Website:** www.asianpetro.in; **Contact Person:** Anjali Gurnani, Company Secretary and Compliance Officer; **Corporate Identification Number:** L23209GJ1991PLC016666

**OUR PROMOTERS- JAYKISHOR CHAITANYAKISHOR CHATURVEDI, ANKUR JAYKISHOR CHATURVEDI, SIDDHARTH JAYKISHOR CHATURVEDI AND MANSAA MASTA**

**FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY**

**WE HEREBY CONFIRM THAT NEITHER OUR COMPANY NOR OUR PROMOTER OR ANY OF OUR DIRECTORS ARE IDENTIFIED AS WILFUL DEFAULTER ORA FRAUDULENT BORROWER AS ON DATE OF THIS LETTER OF OFFER**

**ISSUE OF UPTO 1,58,90,416\* EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 10 PER EQUITY (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 1,600\* LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF ELEVEN (11) RIGHTS EQUITY SHARE(S) FOR EVERY SIX (6) FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON WEDNESDAY, OCTOBER 30, 2024 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 1 TIME THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 150 OF THIS LETTER OF OFFER.**

\*Assuming full subscription. Subject to finalization of the Basis of Allotment.

#### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of the investors is invited to the section titled "Risk Factors" on page 22 of this Letter of Offer.

#### OUR COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

#### LISTING

The existing Equity Shares are listed on BSE Limited ("BSE") (the "Stock Exchange"). Our Company has received 'in-principle' approvals from BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated September 20, 2024. For the purpose of this Issue, the Designated Stock Exchange is BSE.

#### REGISTRAR TO THE ISSUE



#### ADROIT CORPORATE SERVICE PRIVATE LIMITED

17-20, Jafferbhoy Ind. Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059, Maharashtra, India.

**Telephone:** +91 224 227 0400

**Facsimile:** NA

**E-mail:** info@adroitcorporate.com

**Website:** www.adroitcorporate.com

**Investor grievance:** info@adroitcorporate.com

**Contact person:** Sandeep Shinde

**SEBI Registration No:** INR000002277

**Validity of Registration:** Permanent

#### ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON**
MONDAY, NOVEMBER 11, 2024	THURSDAY, NOVEMBER 21, 2024	MONDAY, NOVEMBER 25, 2024

#The name of our Company is reflecting as "Asian Petro Products and Exporters Limited" on the website of Ministry of Corporate Affairs. Our Company has registered a complaint with the Ministry of Corporate Affairs for rectifying the name of our Company.

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

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

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**SECTION I – GENERAL  
DEFINITIONS AND ABBREVIATIONS**

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

*Unless otherwise specified, the capitalized terms used in this Letter of Offer shall have the meaning as defined hereunder. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.*

*Provided that terms used in the sections/ chapters titled “Industry Overview”, “Summary of this Letter of Offer”, “Financial Information”, “Statement of Special Tax Benefits”, “Outstanding Litigation and Material Developments” and “Issue Related Information” on pages 66, 19, 100, 62, 140 and 150 respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/ chapters.*

**Company Related Terms**

<b>Term</b>	<b>Description</b>
“Company”, “our Company”, “the Company”, “the Issuer” or “ASIAN”	Asian Petroproducts and Exports Limited, a public limited company incorporated under the Companies Act, 1956, having its registered office at 24, Suwarnapuri Soceity, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara – 390 007, Gujarat, India.
“we”, “us”, or “our”	Unless the context otherwise indicates or implies, refers to our Company.

<b>Term</b>	<b>Description</b>
Annual Audited Financial Statements	The audited financial statements of our Company prepared as per Ind AS for Fiscal 2024, Fiscal 2023 and Fiscal 2022, prepared in line with Ind AS notified under the Companies Act, 2013, as amended read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
Articles / Articles of Association / AoA	Articles / Articles of Association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as our Company’s audit committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“ <b>SEBI Listing Regulations</b> ”) and Section 177 of the Companies Act, 2013. For details, see “ <i>Our Management</i> ” on page 86 of the Letter of Offer.
Auditor / Statutory Auditor/ Peer Review Auditor	Statutory and peer review auditor of our Company, namely, DBS & Associates, Chartered Accountants.
Board / Board of Directors	Board of directors of our Company or a duly constituted committee thereof.
Chief Financial Officer / CFO	Ankur Jaykishor Chaturvedi, the Chief Financial Officer of our Company.
Company Secretary and Compliance Officer	Anjali Gurnani, the Company Secretary and the Compliance Officer of our Company.
Director(s)	The director(s) on the Board of our Company, unless otherwise specified.
Equity Shareholder	A holder of Equity Shares
Equity Shares	Fully paid-up Equity shares of our Company of face value of ₹ 10 each.
Erstwhile Promoters	Chaitanya K Chaturvedi is the erstwhile Promoter of our Company. He ceased to be our Promoter on account of his demise.
Executive Directors	Executive Directors of our Company.
Independent Director(s)	The Independent Director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
Key Management Personnel / KMP	Key Management Personnel of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as described in the subsection titled “ <i>Our Management– Key Managerial Personnel</i> ” on page 95 of this Letter of Offer.
Limited Reviewed Financial Information or	The limited reviewed unaudited financial results of our Company for the three-month period ended June 30, 2024, prepared in accordance with the recognition

<b>Term</b>	<b>Description</b>
Limited Reviewed Financial Statements	and measurement principles laid down in Indian Accounting Standards 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. For details, see " <i>Financial Information</i> " on page 100 of this Letter of Offer.
Memorandum of Association / MoA	Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The committee of the Board of directors reconstituted as our Company's Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
Non-Executive and Independent Director	Non-Executive and Independent Directors of our Company, unless otherwise specified.
Non-executive Directors	Non-executive Directors of our Company.
Promoter Group	Individuals and entities forming part of the promoter and promoter group in accordance with SEBI ICDR Regulations. As on date of this letter of Offer, except for our Promoters, none of the members of our Promoter Group, hold Equity Shares in our Company.
Promoter(s)	Jaykishor Chatanyakishor Chaturvedi, Ankur Jaykishor Chaturvedi, Siddharth Jaykishor Chaturvedi and Mansa Masta
Registered Office	The Registered Office of our Company located at 24, Suwarnapuri Soccity, Chikuwadi, Near Jetalpur Road, Vadodara - 390 007, Gujarat, India.
Registrar of Companies/ RoC	Registrar of Companies, Gujarat at Ahmedabad having its office at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013, Gujarat, India.
Restated Financial Statements/ Restated Financial Information	Restated financial statements of our Company for the for the Fiscal 2024, Fiscal 2023 and Fiscal 2022, comprising (i) the restated statement of assets and liabilities as at financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, (ii) the restated statement of profit and loss (including other comprehensive income), the restated statement of cash flows and the restated statement of changes in equity for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, and (iii) notes thereto prepared in terms of the requirements of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For details, see " <i>Financial Information</i> " on page 100 of this Letter of Offer.
Rights Issue Committee	The committee of our Board constituted for purposes of the Issue and incidental matters thereof.
Senior Management	Senior management of our Company determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations. For details, see " <i>Our Management</i> " on page 86 of this Letter of Offer.
Shareholders/ Equity Shareholders	The Equity Shareholders of our Company, from time to time.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations.

#### Issue Related Terms

<b>Term</b>	<b>Description</b>
2009 ASBA Circular	The SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009
2011 ASBA Circular	The SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011
"Abridged Letter of Offer" or "ALOF"	Abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act.
"Allot" or "Allotment" or "Allotted"	Allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account	The account opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act.

<b>Term</b>	<b>Description</b>
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue.
Allotment Date	Date on which the Allotment is made pursuant to the Issue.
Allottee(s)	Person(s) to whom the Rights Equity Shares are Allotted pursuant to the Issue.
Applicant(s) / Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of this Letter of Offer, including an ASBA Investor.
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ASBA	Application (whether physical or electronic) used by ASBA Applicants to make an Application authorizing the SCSB to block the Application Money in the ASBA Account
ASBA Account	Account maintained with SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Equity Shareholders, as the case may be.
ASBA Applicant / ASBA Investor	As per the SEBI Master Circular, all investors (including renouncee) shall make an application for a rights issue only through ASBA facility.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.
Banker(s) to the Issue	Collectively, the Escrow Collection Bank and the Refund Banks to the Issue.
Bankers to the Issue Agreement	Agreement dated October 8, 2024 entered into by and among our Company, the Registrar to the Issue and the Bankers to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in the Issue and which is described in “ <i>Terms of the Issue</i> ” on page 150 of this Letter of Offer.
Consolidated Certificate	The certificate that would be issued for Rights Equity Shares Allotted to each folio in case of Eligible Equity Shareholders who hold Equity Shares in physical form.
“Controlling Branches” “Controlling Branches of the SCSBs”	Such branches of SCSBs which coordinate Bids under the Issue with the Registrar to the Issue and the Stock Exchanges, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> .
Demographic Details	Details of Investors including the Investor’s address, name of the Investor’s father/husband, investor status, occupation and bank account details, where applicable.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;inTmlId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;inTmlId=35</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
“Draft Letter of Offer” “DLoF”, “DLOF”	The draft letter of offer dated July 6, 2024 filed with the Stock Exchanges for its observations and in-principal listing approval.

<b>Term</b>	<b>Description</b>
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see “ <i>Notice to Investors</i> ” on page 11.
Escrow Account	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident investors– eligible equity shareholders as on record date making an Application through the ASBA facility.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being ICICI Bank Limited.
“Issue” or “Rights Issue”	Issue of up to 1,58,90,416* Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ 10 per Rights Equity Share aggregating up to ₹ 1,600 lakhs* on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of eleven (11) Rights Equity Shares for every six (6) Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. Wednesday, October 30, 2024. <i>*Assuming full subscription. Subject to finalization of the Basis of Allotment.</i>
Issue Closing Date	Monday, November 25, 2024
Issue Material	Collectively, the Abridged Letter of Offer, the Common Application Form and Rights Entitlement Letter, and any other material relating to the Issue.
Issue Opening Date	Monday, November 11, 2024
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Applications, in accordance with the SEBI ICDR Regulations.
Issue Price	₹ 10 per Rights Equity Share
Issue Proceeds	The Gross proceeds raised through the Issue.
Issue Size	Amount aggregating up to ₹ 1,600 lakhs* <i>*Assuming full subscription. Subject to finalization of the Basis of Allotment.</i>
“Letter of Offer” or “LOF”	This final letter of offer dated October 26, 2024 which has been filed with the Stock Exchanges and SEBI for record purposes.
Multiple Application Forms	More than one Application form submitted by an Eligible Equity Shareholder/ Renouncee in respect of the same Rights Entitlement available in their demat account. However additional applications in relation to additional Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application
Net Proceeds	Proceeds of the Issue less our Company’s share of Issue related expenses. For further information about the Issue related expenses, see “ <i>Objects of the Issue</i> ” on page 54 of this Letter of Offer.
“Non-Institutional Bidders” or “NIIs”	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchanges through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchanges, from time to time, and other applicable laws, on or before Thursday, November 21, 2024.
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, to be decided prior to filing of the Letter of Offer, being Wednesday, October 30, 2024.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being ICICI Bank Limited.
“Registrar to the Company”	Adroit Corporate Service Private Limited
Registrar Agreement	Agreement dated June 26, 2024 entered into among our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to

<b>Term</b>	<b>Description</b>
	the Issue pertaining to the Issue.
Renounee(s)	Any person(s) who has/have acquired the Rights Entitlement from the Eligible Equity Shareholders on renunciation in accordance with the SEBI Master Circular.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on Thursday, November 21, 2024 in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee on or prior to the Issue Closing Date.
“Retail Individual Bidders(s)” or “Retail Individual Investor(s)” or “RII(s)” or “RIB(s)”	An individual Investor (including an HUF applying through Karta) who has applied for Rights Equity Shares and whose Application Money is not more than ₹200,000 in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
RE ISIN	ISIN for Rights Entitlement <i>i.e.</i> , INE810M20019
Rights Entitlement	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, being Wednesday, October 30, 2024 eleven (11) Rights Equity Shares for every six (6) Equity Shares held on Wednesday, October 30, 2024.  The Rights Entitlements with a separate ISIN: INE810M20019 will be credited to your demat account before the date of opening of the Issue, against the equity shares held by the Equity Shareholders as on the record date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue.
SEBI Master Circular	Master circular dated June 21, 2023 issued by the Securities and Exchange Board of India in order to enable the stakeholders to have access to all circulars/directions issued under the relevant provisions of the SEBI ICDR Regulations, 2018 at one place. The SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 has been rescinded pursuant to the SEBI Master Circular.
Self-Certified Syndicate Banks” or “SCSBs	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time
Stock Exchange	Stock Exchange where the Equity Shares are presently listed, being BSE
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter(s) or Fraudulent Borrower(s)	Company or person, as the case may be, categorized as a wilful defaulter(s) or fraudulent borrower(s) 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 RBI and in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, Term Description the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Issue Closing Date



<b>Term</b>	<b>Description</b>
	and the listing of the Equity Shares on the Stock Exchanges. “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

### **Business and Industry related Terms or Abbreviations**

<b>Term</b>	<b>Description</b>
ATJ	Alcohol-to-Jet
BPCL	Bharat Petroleum Corporation
CASE	Coatings, Adhesives, Sealants & Elastomers
CBG	Compressed Bio-Gas
D.G.	Diesel Generator
GACL	Gujarat Alkalies and Chemicals Limited
GCPMH	Global Chemicals and Petrochemicals Manufacturing Hubs in India
IOCL	Indian Oil Corporation
ISCMA	Indian Speciality Chemical Manufacturer’ Association
MMT	Million Metric Tonnes
MSEB	Maharashtra’s State Electricity Distribution Co. Ltd. Board
MT	Metric Tonnes
NTPC REL	NTPC Renewable Energy Limited
PCPIR	Petroleum, Chemicals and Petrochemicals Investment Region
PIBSA	Poly ISO Butylene Succinic Anhydride
PIBSI	Poly ISO Butylene Succinic Imide
PLI	Production Linked Incentive
Polyol	Polyhydric Alcohol
PVC	Poly Vinyl Chloride
QA & QC	Quality Assurance & Quality Control.
RSC	Royal Society of Chemistry
SMO	Sorbitan Mono Oleate
SOP	Standard Operating Procedure

### **Conventional and General Terms or Abbreviations**

<b>Term</b>	<b>Description</b>
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIBIL	Credit Information Bureau (India) Limited
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 2013 / Companies Act	Companies Act, 2013 along with rules made thereunder
Companies Act 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
CSR	Corporate Social Responsibility
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant’s Identification Number

<b>Term</b>	<b>Description</b>
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 2019
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI / Government	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act / IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended from time to time
INR or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India.
ISIN	International Securities Identification Number
IT	Information Technology
MCA	The Ministry of Corporate Affairs, GoI
Mn / mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NAV	Net Asset Value
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
NSDL	National Securities Depository Limited
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972

<b>Term</b>	<b>Description</b>
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, as amended
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended.
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, since repealed and replaced by the SEBI (AIF) Regulations
Securities Act	The United States Securities Act of 1933.
STT	Securities Transaction Tax
State Government	The Government of a state in India
Trademarks Act	Trademarks Act, 1999, as amended
TDS	Tax Deducted at Source
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31

## NOTICE TO INVESTORS

The distribution of the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement (collectively “**Issue Material**”) and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will electronically dispatch through email and physical dispatch through speed post the Draft Letter of Offer, this Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, the Draft Letter of Offer, this Letter of Offer will be provided, through email and speed post, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, SEBI and the Stock Exchanges.

In case the Eligible Equity Shareholders have provided their valid e-mail address registered with the depositories/ Company, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, by registered or speed post on a reasonable effort basis, to the Indian addresses provided by them. Our Company, and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer, this Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Draft Letter of Offer, this Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Draft Letter of Offer, this Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Draft Letter of Offer, this Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Draft Letter of Offer, this Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar, or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form. Neither the delivery of the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company’s affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Draft Letter of Offer, this Letter of Offer and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

**THE CONTENTS OF LETTER OF OFFER SHOULD NOT BE CONSTRUED AS BUSINESS, LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT ITS OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, OUR**

**COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.**

**NO OFFER IN THE UNITED STATES**

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof (“United States”), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Draft Letter of Offer/ this Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and the Draft Letter of Offer/ this Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

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

Rights Entitlements may not be transferred or sold to any person in the United States.

The Rights Entitlements and the Equity Shares have not been approved or disapproved by the US Securities and Exchange Commission (the “US SEC”), any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Equity Shares or the accuracy or adequacy of this Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

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

**ENFORCEMENT OF CIVIL LIABILITIES**

The Company is a Public Limited (Listed) Company under the laws of India and all the Directors and all Executive Officers are residents of India. It may not be possible or may be difficult for investors to affect service of process upon the Company or these other persons outside India or to enforce against them in courts in India, judgments obtained in courts outside India. India is not a party to any international treaty in relation to the automatic recognition or enforcement of foreign judgments.

However, recognition and enforcement of foreign judgments is provided for under Sections 13, 14 and 44A of the Code of Civil Procedure, 1908, as amended (the “**Civil Procedure Code**”). Section 44A of the Civil Procedure Code provides that where a certified copy of a decree of any superior court (within the meaning of that section) in any country or territory outside India which the Government of India has by notification declared to be a reciprocating territory, is filed before a district court in India, such decree may be executed in India as if the decree has been rendered by a district court in India. Section 44A of the Civil Procedure Code is applicable only to monetary decrees or judgments not being in the nature of amounts payable in respect of taxes or other charges of a similar nature or in respect of fines or other penalties. Section 44A of the Civil Procedure Code does not apply to arbitration awards even if such awards are enforceable as a decree or judgment. Among others, the United Kingdom, Singapore, Hong Kong and the United Arab Emirates have been declared by the Government of India to be reciprocating territories within the meaning of Section 44A of the Civil Procedure Code.

The United States has not been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. Under Section 14 of the Civil Procedure Code, an Indian court shall, on production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction unless the contrary appears on the record; but such presumption may be displaced by proving want of jurisdiction.

A judgment of a court in any non-reciprocating territory, such as the United States, may be enforced in India only by a suit upon the judgment subject to Section 13 of the Civil Procedure Code, and not by proceedings in execution. Section 13 of the Civil Procedure Code, which is the statutory basis for the recognition of foreign judgments (other than arbitration awards), states that a foreign judgment shall be conclusive as to any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title except where:

- The judgment has not been pronounced by a court of competent jurisdiction;
- The judgment has not been given on the merits of the case;
- The judgment appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognize the law of India in cases where such law is applicable;
- The proceedings in which the judgment was obtained are opposed to natural justice;
- The judgment has been obtained by fraud; and/or
- The judgment sustains a claim founded on a breach of any law in force in India.

A suit to enforce a foreign judgment must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. In addition, it is unlikely that an Indian court would enforce foreign judgments if it considered the amount of damages awarded as excessive or inconsistent with public policy or if the judgments are in breach of or contrary to Indian law. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the Reserve Bank of India to repatriate any amount recovered pursuant to execution of such judgment. Any judgment in a foreign currency would be converted into Rupees on the date of such judgment and not on the date of payment and any such amount may be subject to income tax in accordance with applicable laws. The Company cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

## PRESENTATION OF FINANCIAL INFORMATION

### Certain Conventions

All references to “India” contained in this Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

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

Unless otherwise specified, any time mentioned in this Letter of Offer is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Letter of Offer are to a calendar year.

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

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

### Financial Data

Unless stated otherwise or the context otherwise requires, the financial data in this Letter of Offer is derived from the restated financial statements of our Company as of and for Financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, comprising (i) the restated statement of assets and liabilities for the for the Financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, (ii) the restated statement of profit and loss (including other comprehensive income), the restated statement of cash flows and the restated statement of changes in equity for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, and (iii) notes thereto prepared in terms of the requirements of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time, prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards 34 ‘Interim Financial Reporting’ prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Further, the Limited Review Financial Statements of our Company for the three month period June 30, 2024, have also been prepared in accordance with Ind AS as prescribed under Section 133 of Companies Act read with the Ind AS Rules and other the relevant provisions of the Companies Act and the SEBI Listing Regulations. Our Company publishes its financial statements in Indian Rupees. For further information, see “*Financial Statements*” beginning on page 100 of this Letter of Offer.

The GoI has adopted the Indian accounting standards (“**Ind AS**”), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board (“**IFRS**”) and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (the “**Ind AS Rules**”).

We have prepared our annual Audited Financial Statements in accordance with Ind AS in accordance with recognition and measurement principles laid down in Ind AS 34 prescribed under the Section 133 of the Companies Act 2013 and Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements), 2015. Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off and unless otherwise specified all financial numbers in parenthesis represent negative figures. Our Company has presented all numerical information in this Letter of Offer in “lakh” units or in whole numbers where the numbers have been too small to represent in lakh. One lakh represents 1,00,000 and one million represents 1,000,000.

There are significant differences between Ind AS, US GAAP and IFRS. We have not provided a reconciliation of the financial information to IFRS or US GAAP. Our Company has not attempted to also explain those differences or quantify their impact on the financial data included in this Letter of Offer, and you are urged to consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the

Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Letter of Offer should accordingly be limited. For further information, see “*Financial Information*” on page 100 of this Letter of Offer.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounded off adjustments. All figures in decimals (including percentages) have been rounded off to one or two decimals. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Letter of Offer, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

### Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India;
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America; and
- “Euro” or “€” are to Euros, the official currency of the European Union.

Our Company has presented certain numerical information in this Letter of Offer in “lakh” or “Lac” units. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operation*” and elsewhere in this Letter of Offer, unless otherwise indicated, have been calculated based on our Financial Information.

### Exchange Rates

This Letter of Offer contains conversions 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 Indian Rupee and other foreign currencies:

Currency	As on June 30, 2024 <sup>^</sup>	As on March 31, 2024* (₹)	As on March 31, 2023 (₹)	As on March 31, 2022 (₹)
1 USD	83.45	83.12	82.63	75.81

<sup>^</sup>Since, June 30, 2024 was a public holiday, the exchange rates as of June 29, 2024 has been considered.

\*The reference rate has been taken as at March 28, 2024 as March 31, 2024 was a Sunday.

(Source: [www.fbil.org.in](http://www.fbil.org.in))

### Industry and Market Data

Unless stated otherwise, industry and market data used in this Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Although we believe the industry and market data used in this Letter of Offer is reliable, it has not been independently verified by us, or any of its affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such



data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 22, of this Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Letter of Offer is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

## FORWARD - LOOKING STATEMENTS

This Letter of Offer contains certain “forward-looking statements”. Forward looking statements appear throughout this Letter of Offer, including, without limitation, under the chapters titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Industry Overview*”. Forward-looking statements include statements concerning our Company’s plans, objectives, goals, strategies, future events, future revenues or financial performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, our Company’s competitive strengths and weaknesses, our Company’s business strategy and the trends our Company anticipates in the industries and the political and legal environment, and geographical locations, in which our Company operates, and other information that is not historical information. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “likely”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek to”, “will”, “will continue”, “will pursue”, “forecast”, “target”, or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our Company’s expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company’s business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Letter of Offer that are not historical facts. These forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

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

- We generally do business with our customers on purchase order basis and do not enter into long term contracts with them. Our inability to maintain relationships with our customers could have an adverse effect on our business, prospects, results of operations and financial condition.
- Our Company is reliant on the demand from the chemical industry for a significant portion of our revenue. Any downturn in the chemical industry or an inability to increase or effectively manage our sales could have an adverse impact on our Company’s business and results of operations.
- We depend on a few customers for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations.
- The prices we are able to obtain for our products that we trade depend largely on prevailing market prices.
- The commercial success of our services depends to a large extent on the success of the end use customers. If there is any downturn in the industries in which the customers operate, it could have a material adverse effect on our business, financial condition and results of operations.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on pages 22, 78 and 126, respectively, of this Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure 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 as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Letter of Offer and are not a guarantee of future performance. These statements are based on the 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. Neither our Company, our Directors, our Promoters, the Syndicate Member(s) nor any of their respective affiliates or advisors 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 the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

## SUMMARY OF THIS LETTER OF OFFER

The following is a general summary of the terms of this Issue, and should be read in conjunction with and is qualified by the more detailed information appearing in this Letter of Offer, including the sections titled “*Risk Factors*”, “*The Issue*”, “*Capital Structure*”, “*Objects of the Issue*”, “*Our Business*”, “*Industry Overview*”, “*Outstanding Litigation and Material Developments*” and “*Terms of the Issue*” on pages 22, 44, 51, 54, 78, 66, 140 and 150 respectively.

### 1. Summary of Industry

India’s chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers, and fertilisers. India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India’s GDP. India's chemical sector, which is currently estimated to be worth US\$ 220 billion in 2022 and is anticipated to grow to US\$ 300 billion by 2025 and US\$ 1 trillion by 2040.

For further details, please refer to the chapter titled “*Industry Overview*” at page 66 of this Letter of Offer.

### 2. Summary of primary Business

Our Company has a long-standing history of trading of Ethylene Oxide (EO) based derivatives since inception in 1993 till 2010. Post-2010, our Company diversified into packaging the products traded by us in plastic-related products such as LDPE and HDPE plastic bags, complying with government regulations. Additionally, we expanded our trading operations to include a variety of products such as Rubber Processed Oil (RPO), Furnace Oil, Petrochemicals, Solar products, LDPE/HDPE granules, and various allied products. Our Company has successfully sustained its business operations, even as many of our competitors have ceased to exist. This resilience is largely due to our strategic diversification of the product range we trade. At the core of our business philosophy is the commitment to building and maintaining robust relationships with our customers, which we believe is essential for long-term success. Ensuring customer satisfaction, fostering loyalty, and actively seeking feedback are integral aspects of our strategy.

In addition to trading of Ethylene Oxide (EO) based derivatives, we also package the products traded by us in LDPE and HDPE plastic bags in our manufacturing unit based on the requirement of our customers and in accordance with the government norms. Our packaging services provide our customers with an added advantage of safe delivery of products and storage in their warehouses in a safe and compliant manner.

For further details, please refer to the chapter titled “*Our Business*” at page 78 of this Letter of Offer.

### 3. Our Promoters

The Promoters of our Company are Jaykishor Chaitanyakishor Chaturvedi, Ankur Jaykishor Chaturvedi, Siddharth Jaykishor Chaturvedi and Mansa Masta.

For further details please see chapter titled “*Our Promoters*” beginning on page 97 of this Letter of Offer.

### 4. Objects of the Issue

The Net Proceeds are proposed to be used in the manner set out in the following table:

(₹ in lakhs)

Sr. No.	Particulars	Estimated amount
1.	Repayment of unsecured loans availed by our Company from Promoter and Promoter Group of our Company	Upto 514.04
2.	Funding of working capital requirements of our Company	Up to 1,000.00
3.	General corporate purposes <sup>(1)</sup>	75.00

<sup>(1)</sup> The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

For further details, please see chapter titled “*Objects of the Issue*” beginning on page 54 of this Letter of Offer.

### 5. Summary of Financial Information

Following are the details as per the Limited Reviewed Financial Information for the three month period ended

June 30, 2024 and the Restated Financial Information as at and for the Financial Years ended on March 31, 2024, 2023 and 2022:

(₹ in lakhs)

S. No.	Particulars	As of and for the Financial Years ended			
		June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	866.75	866.75	769.75	792.20
2.	Net Worth	(322.00)	(295.68)	(191.52)	(202.51)
3.	Revenue from operations	0.00	0.00	1,666.38	34.69
4.	Profit after Tax	(26.32)	(104.16)	10.99	(29.51)
5.	Earnings per Share	(0.30)	(1.20)	0.14	(0.43)
6.	Net Asset Value per equity share	(0.03)	(0.12)	0.01	(0.03)
7.	Total borrowings	519.13	372.28	239.05	314.45

For further details, please refer the section titled “*Financial Information*” on page 100 of this Letter of Offer.

## 6. Summary of Outstanding Litigation

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoter, our Directors and our Subsidiary is provided below:

(₹ in lakhs)

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigation	Aggregate amount involved (₹ in lakhs)
<b>Company</b>						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	9	Nil	Nil	Nil	140.19
<b>Directors</b>						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
<b>Promoters</b>						
By our Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil

<sup>#</sup>To the extent quantifiable.

For further details, please refer the chapter titled “*Outstanding Litigation and Material Developments*” on page 140 of this Letter of Offer.

## 7. Risk Factors

Please see the chapter titled “*Risk Factors*” beginning on page 22 of this Letter of Offer.

## 8. Summary of Contingent Liabilities

The details of our contingent liabilities as of June 30, 2024 and the Financial year March 31, 2024, see “*Financial Statements*” on page 100 of this Letter of Offer.

## 9. Summary of Related Party Transactions

For details regarding our related party transactions for the period ended June 30, 2024 and the Financial Years ended 2024, 2023 and 2022, see “*Financial Statements – Restated Financial Statements – Notes to Restated Financial Statements – Note 6: Related Party Transaction Disclosure*” on page 100 of this Letter of Offer.

## 10. Issue of equity shares made in last one year for consideration other than cash

Our Company has not issued equity shares in last one year for consideration other than cash.

**11. Split or consolidation of Equity Shares in the last one year**

Our Company has not undertaken a split or consolidation of Equity Shares in the last one year.

**12. Exemption from complying with any provisions of securities laws, if any, granted by the Securities and Exchange Board of India**

Our Company has not been granted any exemption from complying with any provisions of securities laws by the Securities and Exchange Board of India.

## SECTION II - RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.*

*To obtain a complete understanding, you should read this section in conjunction with the sections “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 66, 78 and 126 of this Letter of Offer, respectively. The industry-related information disclosed in this section that is not otherwise publicly available is derived from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.*

*This Letter of Offer also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and, in the section titled “Forward-Looking Statements” on page 17 of this Letter of Offer.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.*

### *Materiality:*

*The Risk Factors have been determined on the basis of their materiality. 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; and*
- Some events may not be material at present but may have a material impact in future.*

*The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.*

*In this Letter of Offer, any discrepancies in any table between total and sums of the amount listed are due to rounding off.*

*In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to Asian Petroproducts and Exports Limited.*

*The risk factors are classified as under for the sake of better clarity and increased understanding.*

### **INTERNAL RISK FACTORS**

#### **BUSINESS RELATED RISKS**

- 1. We generally do business with our customers on purchase order basis and do not enter into long term contracts with them. Our inability to maintain relationships with our customers could have an adverse effect on our business, prospects, results of operations and financial condition.***

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long term contract with any of customers nor has any marketing tie up for our products. Any change in the buying pattern of our customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations. Our business depends on the continuity of our relationship with our customers. There can be no assurance that we will be successful in maintaining such relationships or increasing the number of such relationships. If we are not able to maintain existing relationships with our current customers or if we are not able to develop new relationships, including if we are not able to provide services on a timely basis or offer services that meet the needs of the customers, the number of customers could decline in the future and as a result, our business, prospects, results of operations and financial condition could be adversely affected in the future.

- 2. Our Company is reliant on the demand from the chemical industry for a significant portion of our revenue. Any downturn in the chemical industry or an inability to increase or effectively manage our sales could have an adverse impact on our Company's business and results of operations.***

We cater to a broad spectrum of industries nationwide, supplying petrochemical products to esteemed clients such as Aditya International and Biozor Energy Pvt. Ltd. in western India and expanding our services to companies in northern India. Our primary focus is on supplying chemical products and bio-fuels to the infrastructure sector, niche industries like upstream hydrocarbon exploration, and export-oriented industries to meet the ever-growing demand. Our revenues are highly dependent on our customers from the chemical industry and the loss of any of our customers from any industry which we cater to may adversely affect our sales and consequently on our business and results of operations. Further, in the event, there takes place a shift of practice of developing or procuring raw materials in-house in the chemical industries or the other industries which we cater to, it may have an adverse impact on the demand for our products. Similarly, in the event of any new breakthrough in the development of a novel product or raw material by our competitors or customers, our products may become obsolete or be substituted by such alternatives; thereby impacting our revenues and profitability adversely. It may also happen that our competitors are able to improve the efficiency of their manufacturing process or their distribution or raw materials sourcing process and thereby offer their similar or high quality products at lower price our Company may be unable to adequately react to such developments which may affect our revenues and profitability.

- 3. We depend on a few customers for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key customers may adversely affect our business and results of operations.***

Our business operations are highly dependent on our customers and the loss of any of our customers may adversely affect our sales and consequently on our business and results of operations. While we typically have long term relationships with our customers, we have not entered into long terms agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers and suppliers. The actual sales by our Company may differ from the estimates of our management due to the absence of long term agreements. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. If there occurs any change in the market conditions, requirements of our customers, or if we fail to identify and understand evolving industry trends, preferences or fail to meet our customers' demands, it might have a direct impact on our revenue and customer base. The inability to procure new orders or expand our customer base on a regular basis or at all may adversely affect our business, revenues, cash flows and operations.

- 4. The prices we are able to obtain for our products that we trade depend largely on prevailing market prices.***

The price of the products traded by us has a significant impact on our profits. Some of our core products have been subject to price fluctuations resulting from government policies, shifts in supply and demand and other factors beyond our control. As a result, any fluctuation in prices could have a material adverse effect on our Company and our results of operations.

- 5. The commercial success of our services depends to a large extent on the success of the success of the end use customers. If there is any downturn in the industries in which the customers operate, it could have a material adverse effect on our business, financial condition and results of operations.***



We cater to a broad spectrum of industries nationwide, supplying petrochemical products to esteemed clients such as Aditya International and Biozor Energy Pvt. Ltd. in western India and expanding our services to companies in northern India. Our primary focus is on supplying chemical products and bio-fuels to the infrastructure sector, niche industries like upstream hydrocarbon exploration, and export-oriented industries to meet the ever-growing demand. The success of our business operations is dependent upon the success of the business of our customers who are manufacturers engaged in the chemical industry. Therefore, the commercial success of our business is highly dependent on the commercial viability and success of our customers. Any downturn in the industries in which our customers operate or the demand of the products or services of our customers and end use customers, could have a direct impact on the demand of our services and our business operations. Any disturbance in the industry in which our customers operate could adversely impact our business due to our high dependence on our customers. Alternatively, in the event our customers are able to devise an in-house procurement unit, or if our customers are able to find a cheaper alternative for our services, it may conversely result in a reduction in the demand of our services and have a material adverse effect on our business, financial condition and results of operations.

**6. *The business orders which we undertake may be delayed, modified, cancelled, or not fully paid for by our clients and therefore, could materially affect our business, results of operations and financial condition.***

The business orders which we undertake may be cancelled or may be subject to changes in scope or schedule. We may also encounter problems executing the orders or executing them on a timely basis. Moreover, factors beyond our control or the control of our clients may postpone an order or cause its cancellation. Such factors could include delays or failures to obtain necessary permits, right-of-way, or receive performance bonds and other types of difficulties or obstructions. Any delay, failure, or execution difficulty with respect to orders in our Order Book could materially affect our business, results of operations and financial condition.

**7. *We are dependent upon few suppliers for the material requirements of our trading business.***

Our primary focus is on supplying chemical products and bio-fuels to the infrastructure sector, niche industries like upstream hydrocarbon exploration, and export-oriented industries to meet the ever-growing demand. We majorly import the products traded by us from foreign jurisdictions. Thus, if we experience significant increase in demand, or need to replace an existing supplier, we cannot assure you that we will be able to meet such demand or find suitable substitutes, in a timely manner and at reasonable costs, or at all. Our Company maintains a list of approved and quality suppliers from whom we procure the materials on order basis as per our internal demand projections. We have not entered into long term contracts with our suppliers and prices for materials are normally based on the quotes we receive from various suppliers. Since we have no formal arrangements with our suppliers, they are not contractually obligated to supply their products to us and may choose to sell their products to our competitors. Non-availability or inadequate quantity of products could have a material adverse effect on our business. Further, any discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality and quantity could hamper our ability to execute orders. 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 to us. Further, we cannot assure you that our suppliers will continue to be associated with us on reasonable terms, or at all. Since our suppliers are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such suppliers, which may cause them to cater to our competitors alongside us.

Further, the amount of materials procured and the price, at which we procure such materials, may fluctuate from time to time. In addition, the availability and price of our materials may be subject to a number of factors beyond our control, including economic factors, seasonal factors, environmental factors and changes in government policies and regulations, including those relating to the excipient industry in general. We cannot assure you that we will always be able to meet our material requirements at prices acceptable to us, or at all, or that we will be able to pass on any increase in the cost of materials to our customers. Further, we also cannot assure you with a reasonable certainty that the materials that we would procure in the future will not be defective. In the absence of formal agreements, should we receive any defective materials, we may not be in a position to recover any advance payments made or claim compensation from our suppliers. Any inability on our part to procure sufficient quantities of materials, on commercially acceptable terms, may lead to a decline in our sales volumes and profit margins which could adversely affect our business, results of operations and financial condition.

**8. *Our Company has incurred negative net worth and losses in the past.***

On account of continuous decrease in demand our products and increased competition from domestic as well as international players, our Company has incurred losses in the past and also has suffered erosion in net worth. The details of losses and negative net worth reported in the preceding three years has been provided below:

(₹ in lakhs)

(Loss)				Negative Net Worth			
June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
(26.32)	(104.16)	14.65	(29.51)	(203.36)	(295.68)	(191.52)	(202.51)

Any operating losses/negative net worth could adversely affect the overall operations and financial conditions and also divert the attention of the management towards such events which could have an adverse effect on our operations and financials. There can be no assurance that we will not incur negative net worth and losses in any future periods, or that there may not be an adverse effect on our reputation or business as a result of such losses.

**9. Our results of operations are likely to vary from year to year and be unpredictable, which could cause the market price of the Equity Shares to be volatile.**

Our results of operations in any given year can be influenced by a number of factors, many of which are outside of our control and may be difficult to predict, including:

- our ability to acquire and retain clients for our products & services;
- maintaining high levels of customer satisfaction;
- costs relating to our operations;
- adhering to our high quality and process execution standards;
- pricing policies introduced by our competitors;
- the timing and nature of, and expenses incurred in, our marketing efforts;
- recruiting, training, and retaining sufficient skilled technical and management personnel;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems;

Also, please refer “*Management's Discussion and Analysis of Financial Condition and Results of Operations*” on page 126 for details on the factors affecting our financial results. All of these factors, in combination or alone could negatively impact our revenues and may cause significant fluctuations in our results of operations. This variability and unpredictability could materially and adversely affect our results of operations and financial condition.

**10. Our Statutory Auditor has included matter of uncertainties, emphasis of matters and qualifications, in the examination report to Restated Consolidated Financial Statements for the three years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Limited Reviewed Financial Information for the three-month period ended June 30, 2024.**

Our Statutory auditor has included the following remarks in the examination report to the Restated Financial Statements for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the audit reports for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022:

"We draw to attention to:

*We are unable to determine the consequential impact of certain specific transactions /matters and disclosures on the Standalone Financial Statements. Such specific transactions/ matters include: 1. The Company continues to prepare its accounts as going concern basis, despite facts that- a) There is an erosion in the Net Worth of the Company 2. The Company has not complied with the TDS provisions of the Income Tax Act. 3. The Company has not complied with provision of Ind AS- 119 for employee benefits."*

Our Statutory auditor has included the following remarks in the Limited Reviewed Financial Information for the three-month period ended June 30, 2024:

*"The Company continues to prepare its account as going concern basis, despite facts that-*

- 1)There is an erosion in the Net Worth of the Company*
  - 2) Company is incurring losses since last many years*
- 2. The Company has not complied with the TDS provisions of the Income Tax Act."*

There can be no assurance that any similar remarks, or matters of emphasis will not form part of our financial statements for the future fiscal periods, which could subject us to additional liabilities due to which our reputation and financial condition may be adversely affected. For further details, please refer to “*Financial Information*” on page 100 of the Letter of Offer.

**11. *The proposed objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.***

The objects of the Issue for which the funds are being raised have not been appraised by any bank or financial institution. In the absence of such independent appraisal, the requirement of funds raised through this Issue, as specified in the section titled “*Objects of the Issue*” are based on the company’s estimates and internal research. We may have to revise our management estimates from time to time and consequently our funding requirements may also change. This may result in rescheduling of our expenditure plans and an increase or decrease in our proposed expenditure for a particular object. Deployment of these funds is at the discretion of the management and the Board of Directors of the company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

**12. *We may not be able to maintain our current levels of profitability due to increased costs or reduced trading spreads or margins.***

Our business strategy involves a relatively high level of ongoing interaction with our clients. We believe that this involvement is an important part of developing our relationship with our clients, identifying new cross selling opportunities and monitoring our performance. However, this level of involvement also entails higher levels of costs and also requires a relatively higher gross spread, or margin, on the various products we offer in order to maintain profitability. There can be no assurance that we will be able to maintain our current levels of profitability if the gross spreads on our traded products were to reduce substantially, which could adversely affect our results of operations.

**13. *If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results of operations and financial condition.***

We require certain statutory and regulatory licenses, registrations and approvals to operate our business some of which are granted for a fixed period of time and need to be renewed from time to time. Further, in future, we may also be required to obtain new licenses, registrations and approvals for any proposed operations, including any expansion of existing operations. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals in a timely manner or at all. Further, these licenses, registrations and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. We may be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. Further, our Company will be responsible for bearing any and all liabilities arising out of this non-compliance. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues and operations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company’s operations and may have a material adverse effect on our business. For further details on the licenses obtained by our Company and licenses for which renewal applications have been made, kindly refer the chapter titled “*Government and Other Approvals*” beginning on page 143 of this Letter of Offer.

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

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

**15. *We depend on the accuracy and completeness of information about customers and counterparties and any misrepresentation, errors in or incompleteness of such information could cause our business to suffer.***

In deciding whether to extend credit or enter into other transactions with customers, we rely on information furnished to us by or on behalf of customers. We may also rely on certain representations from our customers as to the accuracy and completeness of that information. For ascertaining the credit worthiness we do not obtain any independent support from credit information companies or credit bureaus and on independent valuers in relation to the value of the net worth of such parties. Our reliance on any misleading information given may affect our judgment of credit worthiness of potential customers, which may affect our business, prospects, results of operations and financial condition.

**16. All of our product verticals are extremely competitive segments and we face risk of competition affecting our margins and profitabilities as we scale our operations.**

Our purchase and sales models includes various intermediaries who may connect with our competitors and share details of the specialties of our products or our sourcing processes etc. We may not be able to protect our trade secrets and may not be able to detect the same as well. We have not entered into any non-disclosure agreements with our intermediaries and thus our efforts towards marketing of our products may be leaked to other players in the market. This may affect the demand and exclusivity of our products and make us subject to fierce competition thereby adversely affecting our business, financial condition and results of operations.

**17. There are outstanding litigations involving our Company, if determined adversely, may adversely affect our business and financial condition.**

As on the date of this Letter of Offer, our Company is involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and/or severally from us and/or other parties, as the case may be. We cannot assure you that these legal proceedings will be decided in favour of our Company, as the case may be, or that no further liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoter and our Directors are provided below:

(₹ in lakhs)

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigation	Aggregate amount involved (₹ in lakhs)
<b>Company</b>						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	9	Nil	Nil	Nil	140.19
<b>Directors</b>						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
<b>Promoters</b>						
By our Promoter	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil

<sup>#</sup>To the extent quantifiable.

For further details, please refer to the section titled “*Outstanding Litigations and Defaults*” on page 140 of this Letter of Offer.

**18. Our Company proposes to utilize part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain unsecured borrowings availed by our Company and accordingly, the utilization of that portion of the Net Proceeds will not result in creation of any tangible assets.**

Our Company intends to utilise a part of the Net Proceeds for repayment or pre-payment, in full or in part, of all or certain unsecured borrowings availed by our Company. The details of the loans identified to be repaid or prepaid using the Net Proceeds have been disclosed in the section titled “*Objects of the Issue*” on page 54 of this Letter of Offer. While we believe that utilization of Net Proceeds for repayment of unsecured loans would help us to reduce our cost of debt and enable the utilization of our funds for further investment in business growth and expansion, the pre-payment of loans will not result in the creation of any tangible assets for our Company.

**19. System failures or inadequacy and security breaches in computer systems may adversely affect our business.**

Our business is increasingly dependent on our ability to process transactions and banking data into well managed accounts systems. Our financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communication services. Our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available to and received by our management through our existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in our operations. We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate a growing customer base or product portfolio or supplier base. Any failure to effectively maintain or improve or upgrade our management information systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation.

**20. Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.**

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirement accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory.

**21. Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.**

Our Company has experienced negative net cash flow in operating, investing and financing activities in the past, the details of which are provided below:

(₹ in Lakhs)

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash Flow from/ (used in) Operating Activities	(163.81)	39.33	83.06	22.37
Net Cash Flow used in Investing Activities	(0.37)	(156.07)	(0.46)	0.11
Net Cash Flow used in Financing Activities	146.85	(133.23)	(75.40)	(17.42)

For further details with respect to reason for negative cash flows, please refer to “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on page 126 of this Letter of Offer. We may incur negative cash flows in the future which could have a material adverse effect on our business, prospects, results of operations and financial condition.

**22. We are involved in high volume - low margin business. Any disruption in our turnover or failure to regularly grow the same may have a material adverse effect on our business, results of operations and financial condition.**

Ours is a high-volume low margin business. Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results, debt service capabilities and financial conditions. We are in the business of trading of ethylene oxide based derivatives and due to the nature of the products we sell, we may not be able to charge higher margins on our products. Hence, our business model is heavily reliant on our ability to effectively grow our turnover and manage our key processes including but not limited to procurement of timely sales / order execution and continuous cost control of non-core activities.

As part of our growth strategy, we aim to improve our functional efficiency and expand our business operations. Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands.

- 23. *The majority of Issue proceeds will be utilized by our Company for part- repayment or prepayment of unsecured loans availed by it from our Promoters and members of our Promoter Group. Accordingly, the utilization of that portion of the Net Proceeds will not result in creation of any tangible assets.***

One of the Objects of this Issue is to partly repay or pre-pay the unsecured loans amounting to ₹ 514.04 lakhs availed by our Company from our Promoters, namely, Jaykishor Chaitanyakishor Chaturvedi, Ankur Jaykishor Chaturvedi and Siddharth Jaykishor Chaturvedi and one of the members of our Promoter Group, namely, Jaykishor Chaitanyakishor Chaturvedi (HUF). For further details, please see the chapter titled “*Objects of the Issue*” beginning on page 54 of this Letter of Offer. Further, our Promoters and Promoter Group have confirmed that the application money due from them in lieu of their Rights Entitlements, can be adjusted towards the amount proposed to be repaid or pre-paid pursuant to this Issue. Accordingly, the utilization of Net Proceeds for repayment or pre-payment of unsecured loans would not result in an actual cash flow from our Company to our Promoters and members of our Promoter Group and will also not result in the creation of any tangible assets for our Company.

- 24. *Any adverse change in regulations governing our products, may adversely impact our business prospects and results of operations.***

An adverse change in the regulations governing the development of our products and their usage by our customers, including the development of licensing requirements and technical standards and specifications or the imposition of onerous requirements, may have an adverse impact on our operations. Our Company may be required to alter our distribution process and target markets and incur capital expenditure to achieve compliance with such new regulatory requirements applicable to us and our customers.

We cannot assure you that we will be able to comply with the regulatory requirements. If we fail to comply with new statutory or regulatory requirements, there could be a delay in the submission or grant of approval for marketing new products or we may be required to withdraw existing products from the market. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to market such products and/or we may be deemed to be in breach of our arrangements with our customers. Consequently, there is an inherent risk that we may inadvertently fail to comply with such regulations, which could lead to forced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products, which may adversely impact our business, results of operations and financial condition.

- 25. *Any delays and/or defaults in customer payments could result in increase of working capital investment and/or reduction of our Company’s profits, thereby affecting our operation and financial condition.***

We are exposed to payment delays and/or defaults by our customers. Our financial position and financial performance are dependent on the creditworthiness of our customers. As per our business network model, we supply our products directly to our customers without taking any advance payment or security deposit against the orders placed by them. Such delays in payments may require our Company to make a working capital investment. We cannot assure you that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. If a customer defaults in making its payments on an order on which our Company has devoted significant resources, or if an order in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company’s results of operations and financial condition.

There is no guarantee on the timeliness of all or any part of our customers’ payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

- 26. *Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations.***

Our business requires a significant amount of working capital. As per our settled business terms, we require our customers to pay the full amount of the consideration only after they receive the order, as a result, significant amounts of our working capital are often required to finance the purchase of the end product before payment is received from our customers. Further, we are also required to meet the increasing demand and for achieving the same, adequate stocks have to be maintained which requires sufficient working capital. In the event, we are unable to source the required amount of working capital for addressing such increased demand of our products, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our products.

Further, one of the objects of this Issue includes funding of working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see “*Objects of the Issue*” on page 54. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments for a product on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the capital reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we take provisions for bad debts, including those arising from such defaults based primarily on ageing and other factors such as special circumstances relating to special customers. There can be no assurance that such payments will be remitted by our clients to us on a timely basis or that we will be able to effectively manage the level of bad debt arising from defaults. We may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, adverse political conditions, foreign exchange risks and liability claims.

All of these factors may result, in increase in the amount of receivables and short-term borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.

- 27. *We are dependent on information technology systems in carrying out our business activities and it forms an integral part of our business. Further, if we are unable to adapt to technological changes and successfully implement new technologies or if we face failure of our information technology systems, we may not be able to compete effectively which may result in higher costs and would adversely affect our business and results of operations.***

We are dependent on information technology system in connection with carrying out our business activities and such systems form an integral part of our business. Any failure of our information technology systems could result in business interruptions, including the loss of our customers, loss of reputation and weakening of our competitive position, and could have a material adverse effect on our business, financial condition and results of operations. Additionally, our information technology systems, specifically our software may be vulnerable to computer viruses, piracy, hacking or similar disruptive problems. Computer viruses or problems caused by third parties could lead to disruptions in our business activities. Fixing such problems caused by computer viruses or security breaches may require interruptions, delays or temporary suspension of our business activities, which could adversely affect our operations. Breaches of our information technology systems may result in unauthorized access to confidential information. Such breaches of our information technology systems may require us to incur further expenditure to put in place advanced security systems to prevent any unauthorised access to our networks. In the event, any breach of our systems or software leads to the leaking of our trade secrets or any inventive techniques devised by our Company, it might lead to loss of our originality in the market and increase the chance of our products being substituted by the products of our competitors.

Our future success depends in part of our ability to respond to technological advancements and emerging standards and practices on a cost-effective and a timely basis. Our failure to successfully adopt such technologies in a cost-effective manner could increase our costs thereby compelling us to bid at lower margins which might lead to loss of bidding opportunities vis-à-vis such competitors. Additionally, the government authorities may require adherence with certain technologies and we cannot assure you that we would be able to implement such technologies in a timely manner or at all. The cost of upgrading or implementing new technologies or upgrading our existing equipment or expanding our capacity could be significant, less cost effective and therefore could negatively impact our profitability, results of operations, financial condition as well as our future prospects.

- 28. *We may be unable to grow our business in additional geographic regions or international markets, which may adversely affect our business prospects and results of operations.***

Our Company seeks to grow its market reach domestically to explore untapped markets and segments; however, we cannot assure you that we will be able to grow our business as planned. Infrastructure and logistical challenges in

addition to the advancement of research and development in the chemical industry, changing customers' taste and preferences may prevent us from expanding our presence or increasing the penetration of our products. Further, customers may be price conscious and we may be unable to compete effectively with the products of our competitors. If we are unable to grow our business in these new markets effectively, our business prospects, results of operations and financial condition may be adversely affected.

Further, expansion into new markets is important to our long-term prospects. Competing successfully in international markets requires additional management attention and resources to tailor our services to the unique aspects of each new country. We may face various risks, including legal and regulatory restrictions, increased advertising and brand building expenditure, challenges caused by distance, language and cultural differences, in addition to our limited experience with such markets and currency exchange rate fluctuations. International markets require a very high standard of quality of products and our Company may not be able to match the international standards thereby failing to make a brand presence in the international markets. If we are unable to make long-lasting relations with the major customers in the overseas market or if we are unable to justify the quality of our products to them, it may make it difficult for us to enter into such markets. These and other risks, which we do not foresee at present, could adversely affect any international expansion or growth, which could have an adverse effect on our business, results of operations and financial condition.

***29. If our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected.***

Our Company is currently using logo is not yet registered in the name of our Company. If we are unable to get the same registered with the trademark authorities then, our Company may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks in future could have a material adverse effect on our business and goodwill, which in turn could adversely affect our results of operations.

There can be no assurance that third parties will not infringe upon our intellectual property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its intellectual property, which could adversely affect our business, results of operations and financial condition.

***30. Our Promoters, Directors and Key Managerial Personnel have interests 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, 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. 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.

***31. 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 Issue, our Promoters and members of our Promoter Group will collectively hold 56.17% 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.

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

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price which is proposed to be determined on a fixed price 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 51 of this Letter of Offer.

**33. *We are exposed to foreign currency exchange rate fluctuations, which may impact our results of operations and cause our results to fluctuate. Our inability to manage our foreign currency risk may harm our results of operations and cause our results to fluctuate and/or decline.***

Our financial statements are presented in Indian Rupees. However, our revenue and expenses are influenced by the currency of foreign countries. At present, our Company operates within the states of Gujarat and Maharashtra, with a keen emphasis on importing diverse goods from Dubai. Further, due to the time gap between the accounting of purchases and actual payments, the foreign exchange rate at which the purchase is recorded in the books of accounts may vary with the foreign exchange rate at which the payment is made, thereby benefiting or affecting us, depending on the appreciation or depreciation of Rupee as compared to the foreign currency. We may, therefore, be exposed to risks arising from exchange rate fluctuations, suffer losses on account of foreign currency fluctuations for our material procurement and/or payments received and we may not be able to pass on all losses on account of foreign currency fluctuations to our customers. As on date of this Letter of Offer, we do not have any hedging policy to mitigate the losses on account of foreign currency fluctuations. There is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may harm our results of operations and cause our results to fluctuate and/or decline.

**34. *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 favorable 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.

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

As of June 30, 2024, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please refer to the chapter titled — "*Restated Financial Information*" at page 100.

While we believe that all our related party transactions have been conducted on an arm's length basis, we cannot assure you that we may not have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

**36. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on

our part to raise money from this Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 54 of this Letter of Offer.

- 37. *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 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 the 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 86 of this Letter of Offer.

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

Our operations are subject to inherent risks and hazards which may adversely impact our profitability, such as fire, riots, third party liability claims, loss-in-transit for our products, accidents and natural disasters. There are many events that could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which in turn may expose us to certain risks and liabilities. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance had been availed. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part, or on time. If we were to incur a significant liability for which we were not fully insured, it could adversely affect our results of operations and financial position.

- 39. *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, 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 99 of this Letter of Offer.

- 40. *Increased losses due to fraud, employee negligence, theft or similar incidents may have an adverse impact on us.***

Our business and the industry in which we operate are vulnerable to the problem of pilferage by employees, damage, misappropriation of cash and inventory management and logistical errors. An increase in product losses due to such factors at our place of operation may require us to install additional security and surveillance equipment and incur additional expenses towards inventory management and handling. We cannot assure you whether these measures will successfully prevent such losses. Further, there are inherent risks in cash management as part of our operations, which include theft and robbery, employee fraud and the risks involved in transferring cash to banks. Additionally, in case of losses due to theft, financial misappropriation, fire, breakage or damage caused by other casualties, we cannot assure you that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us or the termination of coverage under the relevant policy.

- 41. *We have not independently verified certain data in this Letter of Offer.***

We have not independently verified data from the Industry and related data contained in this Letter of Offer. Such data may also be produced on a different basis from comparable information compiled with regards to other countries.

Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

- 42. *There is no existing market for our Equity Shares, and we do not know if one will develop to provide you with adequate liquidity. Further, an active trading market for the Equity Shares may not develop and the price of the Equity Shares may be volatile.***

An active public trading market for the Equity Shares may not develop or, if it develops, may not be maintained after the Issue. Our Company will determine the Issue Price. The Issue Price may be higher than the trading price of our Equity Shares following this Issue. As a result, investors may not be able to sell their Equity Shares at or above the Issue Price or at the time that they would like to sell. The trading price of the Equity Shares after the Issue may be subject to significant fluctuations in response to factors such as, variations in our results of operations, market conditions specific to the sectors in which we operate economic conditions of India and volatility of the securities markets elsewhere in the world.

- 43. *The price of the Equity Shares may be highly volatile after the Issue.***

The price of the Equity Shares on the Indian stock exchanges may fluctuate after this Issue as a result of several factors, including, volatility in the Indian and global securities market; our operations and performance; performance of our competitors and the perception in the market about investments in the our industry; adverse media reports on us or the industry; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal and environmental regulations. There can be no assurance that the prices at which the Equity Shares are initially traded will correspond to the prices at which the Equity Shares will trade in the market subsequently.

- 44. *Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Letter of Offer would be subject to certain compliance requirements, including prior shareholders' approval.***

Our Company intends to use the Net Proceeds towards funding of working capital requirements and repayment of unsecured borrowings. Our Board will have flexibility in temporarily investing the Net Proceeds as well as its inter se allocation across various heads, as disclosed in the section titled "*Objects of the Issue*" on page 54.

In case of any exigencies arising out of business conditions, economic conditions, competition or other factors beyond our control which adversely affect our business, we may require to use the Net Proceeds to meet any other expenditure or fund which expenditure cannot be determined with certainty as on the date of this Letter of Offer. In terms of Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Letter of Offer without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances requiring us to undertake variation in the utilisation of the Net Proceeds disclosed in the Letter of Offer, we cannot assure that we will be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

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

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in the Letter of Offer, 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 by re-deploying the unutilised portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

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

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

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

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

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.

***46. 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.

***47. 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.

***48. 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.

**ISSUE SPECIFIC RISKS**

**49. We will not distribute the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter to overseas Shareholders who have not provided an address in India for service of documents.**

In accordance with the SEBI ICDR Regulations and SEBI Master Circular our Company will send, only through email, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares permitted under laws of such jurisdictions and in each case who make a request in this regard. The Issue Materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. However, the Companies Act, 2013 requires companies to serve documents at any address which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act, 2013 and the rules made thereunder with respect to distribution of Issue Materials in overseas jurisdictions where such distribution may be prohibited under the applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India for the purposes of distribution of Issue Materials, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act, 2013 and may subject us to fines or penalties.

**50. SEBI has recently, by way of SEBI Master Circular, streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars, and in this Letter of Offer.**

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Master Circular and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see “*Terms of the Issue*” on page 150 of this Letter of Offer.

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

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

In accordance with the circular SEBI Master Circular, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 03, 2018 issued by the SEBI, with effect from April 01, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form. For details, please refer chapter “*Terms of the Issue*” on page 150 of this Letter of Offer.

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

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renounees may not be able to apply in case of failure

in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, see “*Terms of the Issue*” on page 150 of this Letter of Offer.

**53. *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 an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our 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.

**54. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares.

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

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

**56. *Investors will be subject to market risks until the Equity Shares credited to the investors demat account are listed and permitted to trade.***

Investors can start trading the Equity Shares allotted to them only after they have been credited to an investor’s demat account, are listed and permitted to trade. Since the Equity Shares are currently traded on the Stock Exchange, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor’s demat account or that trading in the Equity Shares will commence in a timely manner.

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

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

**58. *The trading price of our Equity Shares may be subject to volatility and you may not be able to sell your Equity Shares at or above the Issue Price.***

The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets in general experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could adversely affect the price of our Equity Shares.

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

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

**60.  *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

**61.  *Investors will not have the option of getting the allotment of Equity Shares in physical form.***

In accordance with the SEBI ICDR Regulations, the Equity Shares shall be issued only in dematerialized form. Investors will not have the option of getting the allotment of Equity Shares in physical form. The Equity Shares Allotted to the Applicants who do not have demat accounts or who have not specified their demat details, will be kept in abeyance till receipt of the details of the demat account of such Applicants. For details, see "*Terms of the Issue*" on page 150 of this Letter of Offer. This may impact the ability of our shareholders to receive the Equity Shares in the Issue.

**62.  *There is no guarantee that our Equity Shares will be listed, or continue to be listed, on the Indian stock exchanges in a timely manner, or at all, and prospective investors will not be able to immediately sell their Equity Shares on the Stock Exchange.***

In accordance with Indian law and practice, final approval for listing and trading of our Equity Shares will not be applied for or granted until after our Equity Shares have been issued and allotted. Such approval will require the submission of all

other relevant documents authorizing the issuance of our Equity Shares. Accordingly, there could be a failure or delay in listing our Equity Shares on the Stock Exchange, which would adversely affect your ability to sell our Equity Shares.

**63. *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 sales of Equity Shares might occur.

**64. *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**

**65. *Significant differences exist between Ind AS, Indian GAAP and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and consider material to their assessment of our financial condition.***

Our summary statements of assets and liabilities and summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity, as per the Financial Statements, have been prepared in accordance with the Ind GAAP notified under the Companies Act, 2013, read with the applicable Rules, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of Ind AS, US GAAP, IFRS or any other system of accounting principles on the financial data included in this Letter of Offer, nor do we provide a reconciliation of our financial statements to those of Ind AS, US GAAP, IFRS or any other accounting principles. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which the Financial Information included in this Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited.

**66. *Political, economic or other factors that are beyond our control may have adversely affect our business and results of operations.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products or services may be adversely affected by an economic downturn in domestic, regional and global economies.

Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production.

Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of



inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

**67. A slowdown in economic growth in India could cause our business to suffer.**

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India;
- prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- variations in exchange rates;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;
- prevailing regional or global economic conditions; and
- other significant regulatory or economic developments in or affecting India

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

**68. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects and results of operations.**

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, 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.

The Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("ICDS"), thereby creating a new framework for the computation of taxable income. The ICDS became applicable from the assessment year for Fiscal 2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

- the General Anti Avoidance Rules ("GAAR") have been made effective from April 01, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.
- a comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure, which came into effect from July 01, 2017. We cannot provide any assurance as to any aspect of the tax regime following implementation of the GST. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time

and other resources, and any failure to comply may adversely affect our business, 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 affect the viability of our current business or restrict our ability to grow our business in the future.

Any increase in taxes and levies, or the imposition of new taxes and levies in the future, could increase the cost of production and operating expenses. Taxes and other levies imposed by the central or state governments in India that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. The central and state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability.

**69. *Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

These could include further falls in Stock Exchange's indices and greater volatility of markets in general due to the increased uncertainty. These and other related events could have a significant impact on the global credit and financial markets as a whole, and could result in reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial markets. There are also concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares.

**70. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

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

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

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

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

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

**73. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.**

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the insurance industry, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the GoI and other regulatory bodies, or impose onerous requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of price points of various input costs and thereby increase our operational cost.

The Taxation Laws (Amendment) Act, 2019, also prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate (on gross basis) for Indian companies from 34.94% to approximately 25.17%. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. Due to COVID -19 pandemic, the Government of India had also passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, among others, the Central Goods and Service Tax Act, 2017 and Customs Tariff Act, 1975.

Changes in other laws may impose additional requirements, resulting in additional expenditure and time cost. For instance, the GoI has announced four labour codes which are yet to come into force as on the date of this Letter of Offer, namely, (i) the Code on Wages, 2019, (ii) the Industrial Relations Code, 2020; (iii) the Code on Social Security, 2020; and (iv) the Occupational Safety, Health and Working Conditions Code, 2020. Such codes will replace the existing legal framework governing rights of workers and labour relations. While the rules for implementation under these codes have not been announced, we are unable to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to employees which were previously segregated under different acts and had different applicability and coverage. The Social Security Code has introduced the concept of workers outside traditional employer-employee work-arrangements, such as "gig workers" and "platform workers" and provides for the mandatory registration of such workers in order to enable these workers to avail themselves of various employment benefits, such as life and disability cover, health and maternity benefits and old age protection, under schemes framed under the Social Security Code from time to time. 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.

***74. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business.

Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

***75. Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

The recent outbreak of Novel Coronavirus has significantly affected financial markets around the world. Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

## SECTION III – INTRODUCTION

### THE ISSUE

This Issue has been authorized through a resolution passed by our Board at its meeting held on January 18, 2024 read with the resolution passed by the Rights Issue Committee in their meeting held on July 6, 2024, pursuant to Section 62(1)(a) of the Companies Act. The following is a summary of this Issue, and should be read in conjunction with and is qualified entirely by the information detailed in the chapter titled “*Terms of the Issue*” on page 150 of this Letter of Offer.

Particulars	Details of Equity Shares
<b>Equity Shares proposed to be issued</b>	Upto 1,58,90,416* Equity Shares <i>*Assuming full subscription. Subject to finalization of the Basis of Allotment.</i>
<b>Rights Entitlement</b>	Upto eleven (11) Equity Share(s) for every six (6) fully paid-up Equity Share(s) held on the Record Date, being Wednesday, October 30, 2024.
<b>Fractional Entitlement</b>	The Right Equity Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of 11 (Eleven) Rights Equity Share(s) for every 6 (Six) Equity Shares held as on the Record Date.  As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Shareholders is less than 6 (Six) Equity Shares or is not in the multiple of 6 (Six) Equity Shares, the fractional entitlements of such Eligible Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Right Shares over and above their Rights Entitlements, if any, subject to availability of Right Shares in this Issue post allocation towards Rights Entitlements applied for.
<b>Record Date</b>	Wednesday, October 30, 2024
<b>Face value per Equity Shares*</b>	₹ 10/- each
<b>Issue Price per Rights Equity Shares</b>	₹ 10/-
<b>Issue Size</b>	Upto 1,58,90,416* Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 10 per Rights Equity Share not exceeding an amount of ₹ 1,600* lakhs. <i>*Assuming full subscription. Subject to finalization of the Basis of Allotment.</i>
<b>Voting Rights and Dividend</b>	The Equity Shares issued pursuant to this Issue shall rank <i>pari passu</i> in all respects with the Equity Shares of our Company.
<b>Equity Shares issued, subscribed and are outstanding prior to the Issue</b>	86,67,500 Equity Shares. For details, see “ <i>Capital Structure</i> ” beginning on page 51
<b>Equity Shares paid-up and outstanding prior to the Issue</b>	86,67,500 Equity Shares
<b>Equity Shares issued, subscribed, paid-up and outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)</b>	2,45,57,916 Equity Shares
<b>Money payable at the time of Application/ Terms of payment</b>	₹ 10/- per Equity Share
<b>Scrp Details</b>	<b>ISIN:</b> INE810M01019 <b>BSE:</b> 524434 <b>Symbol:</b> ASINPET <b>Rights Entitlement ISIN:</b> INE810M20019
<b>Use of Issue Proceeds</b>	For details please refer to the chapter titled “ <i>Objects of the Issue</i> ” on page 54 of this Letter of Offer.
<b>Terms of the Issue</b>	For details please refer to the chapter titled “ <i>Terms of the Issue</i> ” on page 150 of this Letter of Offer.

Please refer to the chapter titled “*Terms of the Issue*” on page 150 of this Letter of Offer.

#### Issue Schedule

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

Event	Indicative Date
Issue Opening Date	Monday, November 11, 2024
Last Date for On Market Renunciation of Rights Entitlement*	Thursday, November 21, 2024
Issue Closing Date**	Monday, November 25, 2024

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

*\*\*The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

## GENERAL INFORMATION

Our Company was incorporated on November 26, 1991 as 'Asian Petroproducts and Exports Limited', as a public limited company under the Companies Act, 1956 with the Registrar of Companies, Gujarat at Dadra & Nagar Haveli. At the time of incorporation, the Registered Office of our Company was situated at Tundav Rania Road, Anjesar, Tal: Savli, Vadodara - 391 775, Gujarat, India. The details of the changes undertaken in the Registered Office of our Company have been provided below:

S. No.	Date of change	Particulars of change
1	April 7, 2022	The Registered Office of the Company was changed from Tundav Rania Road, Anjesar, Tal: Savli, Vadodara - 391 775, Gujarat, India to 24, Suvernapuri Society, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara - 390 007, Gujarat, India.

### Registered Office of our Company

#### Asian Petroproducts and Exports Limited

24, Suvernapuri Society,  
Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara - 390 007,  
Gujarat, India.

**Telephone:** +91 265 358 4403

**Facsimile:** NA

**E-mail:** barodagroup99@gmail.com

**Website:** www.asianpetro.in **Registration Number:** 016666

**CIN:** L23209GJ1991PLC016666

As on date of this Letter of Offer, our Company does not have a corporate office.

### Registrar of Companies

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

#### Registrar of Companies,

ROC Bhavan, Opp Rupal Park Society,  
Behind Ankur Bus Stop,  
Naranpura, Ahmedabad - 380013,  
Gujarat, India.

**Telephone:** +91 112 623 5707, 2623 5708, 2623 5709

**Facsimile:** +91 011 2623 5702

### Board of Directors of our Company

Set forth below are the details of our Board of Directors as on the date of this Letter of Offer:

Name	Age	Designation	Address	DIN
Jashwant Hiralal Bhatt	73	Chairman & Independent Director	304 Comfort Palace Apartments, 2nd Cross 29 <sup>th</sup> Main Road, B T M Layout	09198610
Jaykishor Chatanyakishor Chaturvedi	74	Managing Director	24, Suvernpuri Society, Chikuwadi, Jetalpur Road Vadodara Racecourse, Vadodara - 390 007, Gujarat, India	00467706
Siddharth Jaykishor Chaturvedi	45	Non-Executive Director	24, Suvernpuri Society, Chikuwadi, Jetalpur Road Vadodara Racecourse, Vadodara - 390 007, Gujarat, India	01968300
Nupur Ankur Chaturvedi	43	Non-Executive Director	24, Suvernpuri Society, Chikuwadi, Jetalpur Road Vadodara Racecourse, Vadodara - 390 007, Gujarat, India	02291168
Devindersingh Sewasingh Bhumra	72	Independent Director	401, Sutirth Residency, Jetalpur Road, Behind K.C. Patel Hospital, Alkapuri, Vadodara, Racecourse - 390007, Gujarat, India.	02680275

For detailed profile of our Directors, please refer to the chapter titled "Our Management" on page 86 of this Letter of Offer.

### Chief Financial Officer

**Ankur Jaykishor Chaturvedi**, is the Chief Financial Officer of our Company. His contact details are set forth hereunder.

24, Suwarnapuri Soccity,  
Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara - 390 007,  
Gujarat, India.

**Telephone:** +91 992 502 5944

**Facsimile:** NA

**E-mail:** cfo@asianpetro.in

#### **Company Secretary and Compliance Officer**

**Anjali Gurnani**, is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder.

24, Suwarnapuri Soccity,  
Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara - 390 007,  
Gujarat, India.

**Telephone:** +91 898 955 1993

**Facsimile:** NA

**E-mail:** cs@asianpetro.in

#### **Details of Key Intermediaries pertaining to this Issue of our Company:**

##### **Registrar to the Issue**

##### **Adroit Corporate Service Private Limited**

17-20, Jafferbhoy Ind. Estate,  
1<sup>st</sup> Floor, Makwana Road, Marol Naka,  
Andheri (E), Mumbai – 400 059,  
Maharashtra, India

**Telephone:** +91 224 227 0400

**Facsimile:** NA

**E-mail:** info@adroitcorporate.com

**Website:** www.adroitcorporate.com

**Investor grievance:** info@adroitcorporate.com

**SEBI Registration No:** INR000002277

**Contact person:** Sandeep Shinde

##### **Legal Advisor to the Issue**

##### **T&S Law**

Unit Number 15, Logix Technova,  
Block B, Sector 132, Noida – 201 304,  
Uttar Pradesh, India.

**Telephone:** +91 995 611 4287

**Facsimile:** N.A.

**Email:** info@tandslaw.in

**Contact Person:** Sagarika Kapoor

##### **Statutory and Peer Review Auditor of our Company**

##### **DBS & Associates,**

Chartered Accountants  
202/93, Poonam Complex, Shanti Park,  
Mira Road East, Thane, Mumbai - 401 107,  
Maharashtra, India.

**Telephone:** + 91 976 979 4999/ 916 765 3615

**Email:** roxy@dbsassociates.in

**Contact Person:** CA Roxy Teniwal

**Membership No.:** 141538



**Firm Registration No.:** 018627N  
**Peer Review Certificate No.:** 013817

### **Bankers to the Issue/ Refund Bank**

**ICICI Bank,**  
Capital Market Division,  
5<sup>th</sup> Floor, HT Parekh Marg,  
Backbay Reclamation, Churchgate,  
Mumbai – 400 020, Maharashtra, India.  
**Telephone:** +91 226 805 2182  
**Facsimile:** N.A.  
**Website:** www.icicibank.com  
**Email:** [ipocmg@icicibank.com](mailto:ipocmg@icicibank.com)  
**Contact Person:** Mr. Varun Badai

### **Designated Intermediaries**

#### *Self-Certified Syndicate Banks*

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

### **Inter-se Allocation of Responsibilities**

The Company has not appointed any merchant banker as the Issue size is less than ₹5,000.00 lakhs and hence there is no inter-se allocation of responsibilities.

### **Expert Opinion**

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

Our Company has received written consent dated October 24, 2024 from the Statutory Auditor to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Letter of Offer as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its examination report dated June 27, 2024 on our Restated Financial Information for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and limited reviewed unaudited financial report dated August 14, 2024 of our Company for the three-month period ended June 30, 2024, in this Letter of Offer and such consent has not been withdrawn as on the date of this Letter of Offer.

Our Company has received written consent dated October 25, 2024 from the CA Shivsahaya V. Gupta, Proprietor, Independent Chartered Accountant to include the certificates issued by them in the Letter of Offer, and such consent has not been withdrawn as on the date of this Letter of Offer.

### **Investor grievances**

Investors may contact the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ Refund Orders, etc.

Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre- Issue or post-Issue related problems such as non-receipt of Abridged Letter of Offer/ Application Form and Rights Entitlement Letter/ Letter of Allotment, or Refund Orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder, was submitted by the ASBA Investors through ASBA process.

## Credit Rating

As this is an Issue of Equity Shares, credit rating is not required.

## Debenture Trustees

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

## Monitoring Agency

As the net proceeds of the Issue shall not exceed ₹10,000 lakhs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

## Filing

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for Rights Issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer was filed with BSE Limited and not with SEBI. However, this Letter of Offer has been submitted with SEBI for information and dissemination purposes and was filed with the StockExchange.

## Changes in Auditors during the last three years

There has not been any change in the statutory auditors of our Company during the last three years.

## Underwriting Agreement

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

## Issue Schedule

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

Event	Indicative Date
Issue Opening Date	Monday, November 11, 2024
Last Date for On Market Renunciation of Rights Entitlement <sup>#</sup>	Thursday, November 21, 2024
Issue Closing Date <sup>*</sup>	Monday, November 25, 2024

*\*The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

*<sup>#</sup>Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

The above schedule is indicative and does not constitute any obligation on our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., Wednesday, November 20, 2024, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one Working Day before the Issue Closing Date, i.e., Friday, November 22, 2024.

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date.

Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. Further, it is also encouraged that the Applications are submitted well in advance before Issue Closing Date. For details on submitting Application Forms, see “*Terms of the Issue - Process of making an Application in the Issue*” on page 151 of this Letter of Offer. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible EquityShareholders

on the website of the Registrar at [www.adroitcorporate.com](http://www.adroitcorporate.com) after keying in their respective details along with other security control measures implemented thereat. For further details, see “*Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 161 of this Letter of Offer.

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

### **Minimum Subscription**

The objects of the Issue involve financing other than financing of capital expenditure for a project and our Promoters and members of our Promoter Group have undertaken to:

- (i) subscribe to the full extent of their respective Rights Entitlements, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR;
- (ii) have also confirmed that they shall not renounce their Rights Entitlements, except to the extent of renunciation within the promoter group. Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue is not applicable; and
- (iii) subscribe to, either individually or jointly and/or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, subject to compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Letter of Offer and after giving effect to the Issue is set forth below:

*(Amount in ₹ Lakhs, except share data)*

S. No.	Particulars	Aggregate value at nominal value	Aggregate value at Issue Price
<b>A.</b>	<b>Authorised Share Capital</b>		
	2,50,00,000 Equity Shares of ₹ 10 each	2,500.00	
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue<sup>^</sup></b>		
	86,67,500 Equity Shares of face value of ₹ 10 each	866.75	
<b>C.</b>	<b>Present Issue in terms of this Letter of Offer<sup>(1)</sup></b>		
	Up to 1,60,00,000 Equity Shares of ₹ 10 each	1,589.04	1,589.04
<b>D.</b>	<b>Issued, Subscribed and Paid-Up Share Capital after the Issue<sup>(2)</sup></b>		
	2,46,67,500 Equity Shares of face value of ₹ 10 each	2,466.75	
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue	Nil	
	After the Issue	Nil	

<sup>(1)</sup>The present Issue has been authorised vide a resolution passed at the meeting of the Board of Directors dated January 18 2024. The terms of the Issue including the Record Date and Rights Entitlement Ratio, have been approved by a resolution passed by the Rights Issue Committee of the Board of Directors at its meeting held on October 25, 2024.

<sup>(2)</sup>Assuming full subscription for and Allotment of Equity Shares. Subject to finalisation of Basis of Allotment, Allotment and deduction of Issue related expenses.

### NOTES TO CAPITAL STRUCTURE

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

As on date of this Letter of Offer there are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into the Equity.

#### 2. Intention and extent of participation by our Promoter and Promoter Group in the Issue:

Our Promoter and members of our Promoter Group have, vide their letters each dated July 1, 2024 (the “**Subscription Letters**”), undertaken to subscribe, jointly and/or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or member(s) of the Promoter Group of our Company. Further, our Promoters and members of our Promoter Group shall subscribe to, either individually or jointly and/or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, subject to compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations.

Further, the Promoter and Promoter Group have vide their letters dated August 14, 2024 informed the Board that their individual shareholding shall not exceed 25% of post rights issue paid up capital of the Company.

The additional subscription by the Promoters shall be made subject to such additional subscription not resulting in the minimum public shareholding of the issuer falling below the level prescribed in LODR/ SCRR. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements pursuant to the Issue

**3. Shareholding pattern of our Company as per the last quarterly filing with the Stock Exchanges in compliance with the SEBI Listing Regulations**

- i. The shareholding pattern of our Company as on September 30, 2024, can be accessed on the website of the BSE at: <https://www.bseindia.com/stock-share-price/asian-petroproducts--exports-ltd/asinpet/524434/shareholding-pattern/>.
- ii. Statement showing shareholding pattern of the Promoters including details of lock-in, pledge of and encumbrance thereon, as on September 30, 2024 can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=524434&qtrid=123.00&QtrName=September%202024>.
- iii. Statement showing holding of Equity Shares of persons belonging to the category “Public” including shareholders holding more than 1% of the total number of Equity Shares as on September 30, 2024 can be accessed on the website of the BSE at <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=524434&qtrid=123.00&QtrName=September%202024>.

**4. Details of shares locked-in, pledged, encumbrance by Promoter and promoter group:**

Our Promoters and members forming part of our Promoter Group have, locked in 23,87,500 Equity Shares aggregating to 49.04% of the paid-up equity share capital of our Company, pursuant to the Equity Shares allotted to Promoters and members of our Promoter Group, post conversion of warrants issued by way of preferential allotment by our Company, details of which are provide below:

Our Board, pursuant to resolutions dated August 27, 2021 and approval of the Shareholder of our Company at its Annual General Meeting held on September 30, 2021, respectively, approved an issuance of upto 23,87,500 Warrants by way of a preferential issue on a private placement basis, convertible into Equity Shares at an exercise price of ₹ 10 each convertible into one Equity Shares having a face value of ₹ 10 each aggregating up to an amount of ₹ 238.75 lakhs to Jaykishor Chaturvedi, Sidharth Chaturvedi and World Tradimpex Private Limited. The details of conversion of Warrants into Equity Shares have been provided below:

Date of Allotment	Name of Allottee	Number of Equity Shares allotted
March 12, 2022	Jaykishor Chaturvedi	3,90,000
	World Tradimpex Private Limited	2,52,000
April 23, 2022	Jaykishor Chaturvedi	3,00,000
	Sidharth Chaturvedi	38,000
	World Tradimpex Private Limited	4,37,500
April 13, 2023	Jaykishor Chaturvedi	2,60,000
	Sidharth Chaturvedi	4,00,000
	World Tradimpex Private Limited	3,10,000

As on date of this Letter of Offer, all warrants issued by our Company have been converted into Equity Shares and none of such warrants are outstanding for conversion.

**5. Details of specified securities acquired by the promoter and promoter group in the last one year immediately preceding the date of filing of the Letter of Offer:**

The details of the acquisition made by our Promoters and members of our Promoter Group in the preceding one year can be accessed on the website of BSE at <https://www.bseindia.com/stock-share-price/asian-petroproducts--exports-ltd/asinpet/524434/disclosures-insider-trading-2015/>.

Except as mentioned above, our Promoters and members of our Promoter Group, have not acquired any Equity Shares in the last one year immediately preceding the date of filing of this Letter of Offer.

**6. Details of the shareholders holding more than 1% of the issued and paid-up Equity Share capital**

The table sets forth the details of Equity Shareholders holding more than 1% of the issued and paid-up Equity Share capital of our Company, as of September 30, 2024:

S. No.	Name of Equity Shareholders	Number of Equity Shares held	Percentage of Equity Shares held (%)
1.	Jaykishore Chaturvedi	21,59,400	24.91
2.	World Tradeimp Limited	12,24,500	14.13
3.	Siddharth Jaykishor Chaturvedi	7,56,489	8.73

<b>S. No.</b>	<b>Name of Equity Shareholders</b>	<b>Number of Equity Shares held</b>	<b>Percentage of Equity Shares held (%)</b>
4.	J. K. Chaturvedi (HUF)	6,13,300	7.08
5.	Ankur Jaykishor Chaturvedi	1,12,303	1.30

7. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is ₹ 14.19/-per equity share.
8. At any given time, there shall be only one denomination of the Equity Shares of our Company.
9. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Letter of Offer. Further, the Equity Shares allotted pursuant to the Issue, shall be fully paid up.

## OBJECTS OF THE ISSUE

We intend to utilize the Proceeds of the Issue, after deducting the Issue related expenses, as estimated to be ₹ 1,565.00lacs (the “**Net Proceeds**”).

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

1. Repayment of unsecured loans availed by our Company from Promoter and Promoter Group of our Company;
2. Funding of working capital requirements of our Company; and
3. General Corporate Purposes.

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

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enable us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

### Issue Proceeds

The details of the proceeds of the Issue are set out in the following table:

Particulars	Estimated amount
Gross Proceeds from the Issue	1,600.00*
(Less) Issue related expenses	35.00
<b>Net Proceeds</b>	<b>1,565.00</b>

*\*Assuming full subscription. Subject to finalization of the Basis of Allotment.*

### Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in the manner set out in in the following table:

Sr. No.	Particulars	Estimated amount
1.	Repayment of unsecured loans availed by our Company from Promoter and Promoter Group of our Company	Upto 514.04
2.	Funding of working capital requirements of our Company	Up to 1000.00
3.	General corporate purposes <sup>(1)</sup>	40.00

<sup>(1)</sup> The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

### Schedule of implementation

We propose to deploy the Net Proceeds towards the aforesaid Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

Sr. No.	Particulars	Total Estimated Cost	Amount to Proceeds	Amount to be funded from internal accruals	Estimated Utilisation of Net Proceeds
					Fiscal 2025
1.	Repayment of unsecured loans availed by our Company from Promoter and Promoter Group of our Company	514.04	514.04	Nil	514.04
	Funding of working capital requirements of our Company	1,000.00	1,000.00	Nil	1,000.00
2.	General corporate purposes	40.00	40.00	Nil	40.00

Since, the entire fund requirement of the objects detailed above are intended to be funded from the Net Proceeds. In view of the above, we confirm that our Company is not required to obtain firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue is not applicable.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates, quotation from suppliers, and other commercial factors. We may have to revise our funding requirements and deployment on account of variety of factors such as our financial and market condition, government approval and clearance, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, and other external factors including changes in the price of the exhibition material prices which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, subject to compliance with applicable law. For further details, see “*Risk Factors*” beginning on page no 22 of this Letter of Offer.

The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net Proceeds in the subsequent Financial Year(s) towards the Object. In case of variations in the actual utilization of funds earmarked for the purpose set forth or shortfall in the Net Proceeds or delay in raising funds through the Issue, increased fund requirements for a particular purpose may be financed from our internal accruals and/ or debt financing, as required. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used for funding other objects as mentioned above or towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with the SEBI ICDR Regulations. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “*Risk Factors*” beginning on page no. 22 of this Letter of Offer.

#### **Deployment of Funds and Sources of Funds**

As on date of this Letter of Offer, our Company has not deployed any funds towards the Objects of the Issue.

#### **Details of Objects of the Issue**

**1. *Repayment of unsecured loans availed by our Company from Promoter and Promoter Group of our Company***

Our Company has availed unsecured loans from Promoter and Promoter Group of our Company. These unsecured loans were raised by our Company for the purpose of the business of the Company. Our Company intends to utilize 514.04 lakhs of the Net Proceeds towards repayment of the unsecured loans. The unsecured loans are repayable within 7 (seven) days of our Promoter and Promoter Group providing a written notice of demand to the Company. The following table provides details along with the terms on which the unsecured loans have been availed by our Company, as on October 23, 2024, which are proposed to be repaid from the Net Proceeds:-

Sr. No.	Name of the Promoter/Promoter Group/Lender	Outstanding unsecured loans as on October 23, 2024 (in lakhs)*	Purpose of availing unsecured loans*	Interest rate (%) p.a.	Proposed repayment from Net
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					Proceeds (₹ in lakhs)
1.	Ankur Chaturvedi	1.65 Lakhs	Working Capital	N.A.	1.65 Lakhs
2.	JK Chaturvedi	299.41 Lakhs	Working Capital	N.A.	299.41 Lakhs
3.	JK Chaturvedi (HUF)	202.61 Lakhs	Working Capital	N.A.	202.61 Lakhs
4.	Siddharth Chaturvedi	85.92 Lakhs	Working Capital	N.A.	85.92 Lakhs
	<b>Total</b>	<b>589.58 Lakhs</b>			

\*Pursuant to certificate issued by statutory auditor dated, October 24, 2024, confirming the amount outstanding and the utilization of loan for the purpose availed.

Given the nature of these borrowing facilities and the terms of repayment, the aggregate outstanding unsecured loan amounts may vary from time to time. In addition to the above, we may, from time to time, enter into further financing arrangements to avail unsecured loans. In such cases or in case any of the above unsecured loans are paid or further unsecured loans have been availed prior to the completion of the Issue, we may utilize Net Proceeds of the Issue towards repayment of such additional unsecured loans.

### Interest of Promoters and Directors in the objects of the Issue

Our Promoter and Promoter Group has confirmed that an amount of 514.04 lakhs out of the total loan availed by the Company in the nature of identified unsecured loans as per the details mentioned in the above table, is proposed to be adjusted towards the application money to be received by the Company, for the subscription to the Rights Equity Shares to be allotted in this Issue, from our Promoter and Promoter Group, to the extent of their entitlement, renunciation of entitlement in favor of the members of Promoter Group (if any) in the Issue and additional subscribed by them in the Rights Issue. Consequently, no fresh issue proceeds would be received by our Company to such an extent.

## 2. Augmentation of long-term working capital requirements of our Company;

### Existing Working Capital Requirement

Sr. No.	Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	(₹ in lacs)
						As at March 31, 2021
						(Standalone)
(A)	Current Assets					
	Inventories	-	-	-	-	5.15
	Trade Receivables	119.30	119.30	128.22	170.88	902.15
	Cash and bank balances	22.92	40.26	23.78	16.57	11.52
	Other financial and current assets	44.42	26.67	13.57	13.58	21.93
	Total Current assets (A)	186.64	186.23	165.57	201.03	940.75
(B)	Current Liabilities					
	Trade Payables	109.90	106.67	105.04	107.35	811.10
	Other financial and current liabilities (includes provisions)	72.78	195.80	52.06	23.35	15.59
	Current Tax Liabilities (Net)	0.00	-	-	-	-
	Total Current Liabilities (B)	182.68	302.47	157.10	130.70	826.69
	Net Working Capital Requirements (A-B)	3.96	(116.24)	8.47	70.33	114.06
(C)	Funding pattern					
	Borrowings from banks	-	-	-	-	

	Internal Accruals/ unsecured loans from promoters	519.12	372.28	239.05	314.45	570.61
	Total Means of Finance	519.12	372.28	239.05	314.45	570.61

On the basis of existing and projected working capital requirement of our Company on a standalone basis, and assumptions for such working capital requirements, the incremental and proposed working capital requirements for Fiscals 2024, 2025 and 2026 along with the proposed funding of such working capital requirements, as approved by our Board pursuant to resolution dated July 6, 2024 are as set forth below:

The details of our Company's projected working capital requirements on a standalone basis for the Financial Years 2024, 2025 and 2026, and the proposed funding of such working capital requirements are set forth in the table below:

*(₹ in lacs)*

S. No.	Particulars	March 31, 2024	March 31, 2025 (Projected)	March 31, 2026 (Projected)
(A)	Current Assets			
	Inventories	-	997.50	416.67
	Trade Receivables	119.30	1000.00	700.00
	Other financial and current assets	26.67	80.00	90.00
	Total Current assets (A)	145.97	2077.50	1206.67
(B)	Current Liabilities			
	Trade Payables	106.67	462.50	833.33
	Other Current liabilities	195.80	15.00	25.00
	Total Current Liabilities (B)	302.47	477.50	858.33
	Net working capital requirements (A-B)	(156.50)	1600.00	348.34
(C)	Funding pattern			
	Short term borrowings from Banks	-		
	Internal accruals/ unsecured loans from promoters	372.28	600.00	348.34
	Proceeds from the Offer	-	1000.00	-
	Total Means of Finance	372.28	1600.00	-

*Assumptions for our estimated working capital requirements*

The following table sets forth the details of the holding levels (with days rounded to the nearest) considered and is derived from the Restated Standalone Financial Statements for the Financial Years 2021, 2022, and 2023. Further, we have also provided estimates holding levels (days) for Financial Years 2024, 2025 and 2026:

Days	Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2026
(Basis of revenue from contract with customers)	(Actual)	(Actual)	(Actual)	(Actual)	(Projected)	(Projected)
Inventories	5				23	33
Trade receivables	12144	11290	66	-	51	52
Other financial and current	22	14	14	-	5	6

assets						
Trade Payables	11184	9664	47	-	25	47
Other financial and current liabilities	196	410	17	-	4	1
Net working capital days	786	1230	16	-	101	93

**Note:**

1. *Trade Receivable Days: Closing balance of Trade Receivable for the current and previous period/ Revenue from operation\*365.*
2. *Trade Payable Days: Closing balance of Trade Payable for the current and previous period / Revenue from operation\*365.*
3. *Inventory Days: Closing balance of Inventory for the current and previous period/ Revenue from operation \*365.*
4. *Other Current Assets Days: Closing balance of current assets for the current and previous period/ Revenue from operation \*365.*
5. *Other Current Liabilities Days: Closing balance of other current liabilities for the current and previous period/ Revenue from operation\*365.*

**Justification for “Holding Period” levels**

The justifications for the holding levels mentioned in the table above are provided below:

S. No.	Particulars	Assumptions
<b>Current Assets</b>		
1	Inventories	Inventory levels are maintained by the Company depending upon the demand and delivery Schedules. Initially company requires the inventory level of around 54 to 70 days. The company is anticipating that the same shall be reduced to in the range of 23 to 33 days from Fiscal 2024 onwards by focusing on rationalizing inventory management to meet future requirement.
2	Trade Receivables	This is based on the average standard payment terms across customers. The Company’s general credit terms vary across geographies and type of customer and the assumptions are based on past experiences. We anticipate the same to be in the Range of 51 days and 52 days for Fiscal 2025 and Fiscal 2026 on account of good longstanding customer relationships and improved Receivables recovery cycle.
3	Other financial and current assets	Other Current Assets mainly comprise of advance suppliers, Prepaid Expenses, Salary Advance, Advance for site Expenses, Loan paid to staff, Loan to Subsidiary, balances with revenue authorities mainly in the form of TDS and TCS and rental deposits. The level of other current assets was higher in FY2020-21 and 2021-22. In FY2023-24 the Company is anticipating a 5-6 days range from fiscal 2025 and 2026 as a conscious measure of improving the working capital cycle.
<b>Current Liabilities</b>		
1	Trade Payables	This is based on the standard payment terms of the vendors. Currently in FY2022-23 it is around 47 days. The company anticipate the same to reduce to 25-47 days based on strategy of reducing reliance on more expensive open market credit.
2	Other financial and current liabilities	Other Current Liabilities include Advance Received from Customers and statutory liabilities due within a year. The Company is anticipating the same shall be maintained in the range of around 1-5 days in FY2024-2025 and onwards.

**To augment the existing and incremental working capital requirement of our company**

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals and availed working capital loan from related parties. We operate in a competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

**Basis of estimation of working capital requirement**

The details of our Company's working capital as at March 31, 2024 and March 31, 2023 and source of funding of the same are provided in the table below:

(₹in lakhs)

Sr. No	Particulars	FY 2022-23		FY 2023-24	
		Amount	Holding period (in days)	Amount	Holding period (in days)
<b>A</b>	<b>Current Assets</b>				
1	Trade receivables	128.22	66	119.30	432
2	Other current assets	13.57	6	26.27	372
3	Inventories	-		-	
4	Cash and cash equivalents (including bank balance)	23.77		40.26	
	<b>Total(A)</b>	<b>165.56</b>		<b>186.23</b>	
<b>B</b>	<b>Current Liabilities</b>				
	Trade payables	105.04	47	106.67	413
	Other current liabilities	52.06	17	195.8	383
	Other Financial Liabilities				
	<b>Total(B)</b>	<b>157.10</b>		<b>302.47</b>	
<b>C</b>	<b>Net Working capital requirement (A-B)</b>	<b>8.47</b>		<b>(116.24)</b>	
<b>D</b>	<b>Means of Finance (Existing Funding Pattern)</b>				
1	Internal Accruals/unsecured loans from promoters	239.05	-	116.24	-
2	Current Borrowings (other than current maturities from long-term borrowings)		-		-
	<b>Total(D)</b>	<b>239.05</b>		<b>372.28</b>	

## General Corporate Purposes

Our Company intends to deploy the balance Gross Proceeds, aggregating to ₹ 40.00 lakhs towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the Gross proceeds in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise Net Proceeds may include, but are not restricted to, drive our business growth, including, amongst other things, funding growth opportunities, including strategic initiatives and joint ventures, acquiring assets such as plant and machineries, immovable properties, leasehold improvements and intangibles, prepayment or repayment of borrowings availed by our Company, meeting of exigencies which our Company may face in the course of any business, brand building and other marketing expenses and any other purpose as permitted by applicable laws; subject to meeting regulatory requirements and obtaining necessary approvals/consents, as applicable.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board or the Audit Committee, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

In addition to the above, our Company may utilise the Net Proceeds towards other purposes considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the

discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

### Issue Related Expenses

The Issue related expenses include, among others, fees to various advisors, printing and distribution expenses, advertisement expenses and registrar and depository fees. The estimated Issue related expenses are as follows:

(₹ in lakhs)

Sr. No.	Activity	Estimated amount* (in ₹ lakhs)	As a % of the total estimated Issue expenses*	As a % of the total estimated Issue expenses*
1.	Registrar to the Issue	2.00	5.72	0.02
2.	Legal counsel to the Issue	7.00	20.00	0.05
3.	Advertising and marketing expenses	3.00	8.57	0.02
4.	Regulators including Stock Exchange	8.00	22.85	0.05
5.	Expenses relating to advertising, printing, distribution, marketing and stationery expenses	10.00	28.57	0.06
6.	Others, if any (Approx.)	5.00	14.29	0.03
<b>Total estimated Issue expenses</b>		<b>35.00</b>	<b>100</b>	<b>0.23</b>

*\*Subject to finalisation of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.*

### Interim Use Of Funds

Our Company, in accordance with the policies established by our Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company intends to temporarily deposit the funds in the scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934 as may be approved by our Board of Directors or any committee thereof.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Net Issue Proceeds for any investment in equity and/ or real estate products and/ or equity linked and/ or real estate linked products.

### Appraisal By Appraisal Agency

None of the objects have been appraised by any bank or financial institution or any other independent third –party organizations.

### Bridge Financing Facilities

As on the date of this Letter of Offer, we have not entered into any bridge financing arrangements which is subject to being repaid from the Issue Proceeds.

### Strategic or Financial Partners

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

#### **Monitoring Of Utilization Of Funds**

Since the Issue is for an amount not exceeding ₹10,000 lakhs, in terms of Regulation 82(1) of the SEBI ICDR Regulations, 2018. Our Company is not required to appoint a monitoring agency for the purposes of the Issue. As required under the SEBI Listing Regulations, the Audit Committee appointed by the Board shall monitor the utilization of the proceeds of the Issue. We will disclose the details of the utilization of the Net Proceeds of the Issue, including interim use, under a separate head in our financial statements specifying the purpose for which such proceeds have been utilized or otherwise disclosed as per the disclosure requirements.

As per the requirements of Regulations 18 of the SEBI Listing Regulations, we will disclose to the Audit Committee the uses/ applications of funds on a quarterly basis as part of our quarterly declaration of results. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in the Letter of Offer and place it before the Audit Committee. The said disclosure shall be made till such time that the Gross Proceeds raised through the Issue have been fully spent. The statement shall be certified by our Auditor.

Further, in terms of Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchanges on a quarterly basis, a statement indicating material deviations, if any, in the use of proceeds from the objects stated in the Letter of Offer. Further, this information shall be furnished to the Stock Exchanges along with the interim or annual financial results submitted under Regulations 33 of the SEBI Listing Regulations, after placing it before the Audit Committee in terms of Regulation 18 of the SEBI Listing Regulations.

#### **Key Industrial Regulations for the Objects of the Issue**

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

#### **Other Confirmations**

No part of the Net Proceeds will be paid by our Company to the promoter and promoter group, the directors, associates or key management personnel or group companies, except in the normal course of business and in compliance with the applicable law. There are no material existing or anticipated transactions in relation to utilization of Net Proceeds with our Promoter, our Directors, Key Managerial Personnel and our Associate Company. Our Company does not require any material government and regulatory approvals in relation to the objects of the Issue.

## STATEMENT OF TAX BENEFITS

### Statement of possible special tax benefits available to the Company and its Shareholders

To,

**The Board of Directors**

**Asian Petroproducts and Exports Limited**

24, Suwarnapuri Society,

Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara - 390 007,

Gujarat, India.

Dear Sir/Madam,

**Sub: Statement of possible special tax benefits (under the direct and indirect tax laws) available to Asian Petroproducts and Exports Limited and to its shareholders, prepared in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”).**

1. We, Shivsahaya V. Gupta & Associates, Chartered Accountants, Statutory Auditor of the company hereby confirm the enclosed Annexure I and II prepared and issued by the Company (the “**Statement**”), which provides the possible special tax benefits available to the company and its shareholders under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the “Taxation Laws”), (read with the rules, circulars and notifications issued in connection thereto), each as amended by the Finance Act, 2023 and as applicable to the assessment year 2024-2025 relevant to the financial year 2023-2024 available to the company. Several of these benefits are dependent on the company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions of the Taxation Laws. Hence, the ability of the company and/or its shareholders to derive the special tax benefits is dependent upon it fulfilling such conditions, if any, which are based on business imperatives the company faces in the future, the company may or may not choose to fulfil such conditions for availing special tax benefits.
2. While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, for the purpose of this statement, it is assumed that with respect to special tax benefits available to the company, the same would include those benefits as enumerated in the Annexure I and II. Any benefits under the Taxation Laws other than those specified in the Annexure I and II are considered to be general tax benefits and therefore not covered within the ambit of the Statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the Annexure I and II, have not been examined and covered by this Statement.
3. The benefits discussed in the enclosed Statement are not exhaustive. The statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications.
4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
5. We do not express any opinion or provide any assurance whether:

- The company or its shareholders will continue to obtain these benefits in future; or
  - The conditions prescribed for availing the benefits have been/would be met;
  - The revenue authorities/courts will concur with the views expressed herein.
6. The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the company.
  7. We have conducted our examination in accordance with the 'Guidance Note on reports or certificates for special purposes' issued by the Institute of Chartered Accountants of India (ICAI) which required that we comply with the ethical requirements of the Code of Ethics issued by ICAI. We hereby confirm that while providing this certificate, we have complied with Code of Ethics issued by the ICAI.
  8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that performs Audits and Reviews of Historical Financial Information, and other assurance related services engagements.
  9. This Statement is addressed to the board of directors of the company and has been issued at specific request of the Company. The enclosed Statement is intended solely for your information and is not to be used, referred to or distributed for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in the Statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

**For Shivsahaya V. Gupta & Associates**  
**Chartered Accountants**  
FRN: 159711W

**CA Shivsahaya V. Gupta**  
**Proprietor**  
**Membership No. 622972**  
**Date: 27/06/2024**  
**UDIN: 24622972BKEHYW4577**

**Encl:** As above

**CC:**

**Legal counsel to the Issue**

**T&S Law**  
Unit Number 15, Logix Technova,  
Block B, Sector 132, Noida - 201 304,  
Uttar Pradesh, India



## ANNEXURE I

### **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO ASIAN PETROPRODUCTS AND EXPORTS LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS**

#### **DIRECT TAXATION**

This statement of possible special direct tax benefits is as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). The term 'special tax benefit' has not been defined under the SEBI ICDR Regulations, for the purpose of this statement, possible special tax benefits which could be available dependent on the Company or its shareholders fulfilling the conditions prescribed under the tax laws, are enumerated below.:

**Under the Income-tax Act, 1961 (hereinafter referred to as the Act'), as amended by the Finance Act, 2023, applicable for Financial Year 2023-24 relevant to Assessment Year 2024-25 ('Year').**

This Annexure sets out only the possible special direct tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 (the "Act") as amended by the Finance Act, 2023 i.e., applicable to Financial Year 2023-24 relevant to Assessment Year 2024-2025, presently in force in India.

#### **I. Special direct tax benefits available to the Company under the Act**

##### *Lower Corporate Tax Rate under Section 115BAA*

A new section 115BAA was inserted by the Taxation Laws (Amendment) Act, 2019 ('The Amendment Act, 2019) with effect from 1 April 2020 (Assessment Year 2020-21) granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), subject to the condition that going forward it does not claim specified deductions/ exemptions as specified in section 115BAA(2) of the Act and computes total income as per the provisions of section 115BAA (2) of the Act. Proviso to section 115BAA (5) provides that once the company opts for paying tax as per section 115BAA of the Act, such option cannot be subsequently withdrawn for the same or any other previous year. Further, the provisions of Section 115JB i.e., MAT provisions shall not apply to the company on exercise of the option under section 115BAA, as specified under sub-section (5A) of Section 115JB of the Act.

The company has not exercised the option in previous years and the intention of the company is not to opt for the same in future years as well.

#### **II. Special tax benefits available to shareholders.**

There are no special tax benefits available to the shareholders of the Company from investment in the equity shares of the Company. However, such shareholders shall be liable to tax at concessional tax rates on certain incomes (arising from sale of equity shares of the Company) under the extant provisions of the Act.

Section 112A of the Act provides for concessional rate of tax with at the rate of 10% in respect of specified long-term capital gains exceeding Rs. 1,00,000 arising from the transfer of a long-term capital asset (i.e., capital asset held for the period of 12 months or more) being an equity share in an Indian company or a unit of an equity-oriented fund wherein Securities Transaction Tax ('STT\*') is paid on both acquisition and transfer. Further, the benefit of lower rate is extended in case STT is not paid on acquisition / allotment of equity shares through Initial Public Offering.

Section 111A of the Act provides for concessional rate of tax @ 15% in respect of short-term capital gains (provided the short-term capital gains exceed the basic threshold limit of exemption, where applicable) arising from the transfer of a short-term capital asset (i.e. capital asset held for the period of less than 12 months) being an equity share in a company or a unit of an equity-oriented fund wherein STT is paid on transfer.

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under section 80M of the Act would be available on fulfilling the conditions. Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of individuals, whether incorporated or not and every artificial judicial person, surcharge would be restricted to 15% irrespective of the amount of dividend.

In respect of non-residents shareholder, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which such non-resident shareholder has fiscal domicile.

## ANNEXURE II

### **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO ASIAN PETROPRODUCTS AND EXPORTS LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS**

#### **INDIRECT TAXATION**

This statement of possible special indirect tax benefits is required as per Schedule VI (Part AX9(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). The term special tax benefit' has not been defined under the SEBI ICDR Regulations; for the purpose of this statement possible special tax benefits which could be available dependent on the Company or its shareholders or its material subsidiary fulfilling the conditions prescribed under the tax laws, are enumerated below

Special tax benefits available to the Company under the GST Laws, Customs Act, Customs Tariff Act and FTP

The company has not availed any special tax benefit under the applicable indirect tax laws of India.

Special tax benefits available to the shareholders of the company

The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company. Securities are excluded from the definition of Goods as defined us 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of services as defined us 2(102) of the Central Goods and Services Tax Act, 2017.

Apart from above, the shareholders of the Company are not eligible to special tax benefits under the provisions of the Customs Tariff Act, 1975 and / or Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective Union Territory Goods and Services Tax Act, 2017 respective State Goods and Services Tax Act, 2017, the Goods and Services Tax (Compensation to States) Act, 2017 including the relevant rules, notifications and circulars issued there under.

#### NOTES:

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

## SECTION IV – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

#### GLOBAL ECONOMY

More than three years after the global economy suffered the largest shock of the past 75 years, the wounds are still healing, amid widening growth divergences across regions. After a strong initial rebound from the depths of the COVID-19 pandemic, the pace of recovery has moderated. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, Russia's war in Ukraine, and increasing geoeconomic fragmentation. Others are more cyclical, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events. Despite signs of economic resilience earlier this year and progress in reducing headline inflation, economic activity is still generally falling short of pre-pandemic (January 2020) projections, especially in emerging market and developing economies.

The strongest recovery among major economies has been in the United States, where GDP in 2023 is estimated to exceed its pre-pandemic path. The euro area has recovered, though less strongly—with output still 2.2 percent below pre-pandemic projections, reflecting greater exposure to the war in Ukraine and the associated adverse terms-of-trade shock, as well as a spike in imported energy prices. In China, the pandemic-related slowdown in 2022 and the property sector crisis contribute to the larger output losses of about 4.2 percent, compared with pre-pandemic predictions. Other emerging market and developing economies have seen even weaker recoveries, especially low-income countries, where output losses average more than 6.5 percent. Higher interest rates and depreciated currencies have exacerbated the difficulties of low-income countries, placing more than half either at high risk of distress or already in distress. Overall, global output for 2023 is estimated at 3.4 percent (or about \$3.6 trillion in 2023 prices) below pre-pandemic projections. Private consumption has also recovered faster in advanced economies than in emerging market and developing economies, owing to an earlier reopening in the former group facilitated by greater availability of effective vaccines, stronger safety nets, more ample policy stimulus, and greater feasibility of remote work. These factors supported livelihoods during the pandemic, and household consumption is now broadly back to pre-pandemic trends. Among advanced economies, private consumption has been stronger in the United States than in the euro area, with households receiving larger fiscal transfers early in the pandemic and spending the associated savings more quickly; being better insulated from the rise in energy prices resulting from the war in Ukraine; and feeling relatively confident amid historically tight US labor markets, which have supported real disposable incomes.

Among emerging market and developing economies, the consumption shortfall is particularly large in China, reflecting tight restrictions on mobility during the COVID-19 crisis. Divergences in labour market performance across regions broadly mirror those for output and consumption. Employment and labour participation rates are estimated to exceed prepandemic trends in advanced economies but to remain significantly below them in emerging market and developing economies, reflecting more severe output losses and much weaker social protection. Countries that had the most limited fiscal space are also those where employment shortfalls are the largest (ILO 2023). Among advanced economies, the euro area has seen larger employment gains than the United States. This may reflect more extensive use in the former of worker-retention programs modelled on the German Kurzarbeit short-time work scheme (IMF 2020), which protect workers' income and allow businesses to retain firm-specific human capital, reducing the costly process of separation, rehiring, and training. In the euro area, these programs bolstered employment during the most challenging phases of the crisis and accelerated the recovery when economies reopened.

Investment, on the other hand, has uniformly fallen short of pre-pandemic trends across regions. Businesses have shown less enthusiasm for expansion and risk taking amid rising interest rates, withdrawal of fiscal support, dimmer prospects for product demand, stricter lending conditions, and growing uncertainties regarding geoeconomic fragmentation. Higher leverage has further dampened investment which remains 3 percent to 10 percent lower across regions than had been projected before the pandemic. Moreover, the pandemic, war in Ukraine, and worsening climate shocks have contributed to a reversal in decades-long poverty reduction trends. According to World Bank staff estimates, 75 million to 95 million more people were living in extreme poverty in 2022 compared with pre-pandemic estimates. Spikes in food prices and related insecurities following Russia's invasion of Ukraine, as well as bouts of extreme weather, have accentuated these difficulties. The global average temperature in July 2023 was the highest on record for any month, amid reports of catastrophic flooding, heat waves, and wildfires in many regions. Overall, the global prevalence of undernourishment is significantly higher than before the pandemic.

*Source: Global recovery remains slow, with growing regional divergences and little margin for policy error*

#### OVERVIEW OF THE INDIAN ECONOMY

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.1% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

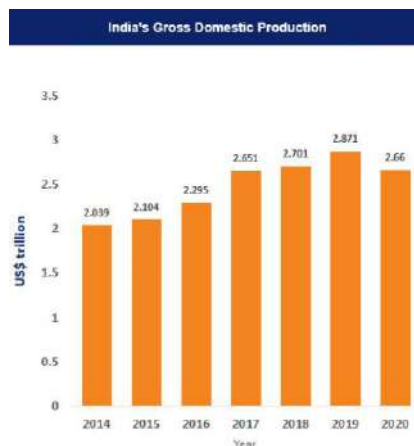
India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 7.6% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. India's current account deficit (CAD) narrowed to 1.2% of GDP in the October-December quarter. The CAD stood at US\$ 10.5 billion for the third quarter of 2023-24 compared to US\$ 11.4 billion or 1.3% of GDP in the preceding quarter. This was largely due to higher service exports.

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



## RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.

- As of April 12, 2024, India's foreign exchange reserves stood at US\$ 643.162 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- Merchandise exports in March 2024 stood at US\$ 41.68 billion, with total merchandise exports of US\$ 437.06 billion during the period of April 2023 to March 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In March 2024, the gross Goods and Services Tax (GST) stood at second highest monthly revenue collection at Rs.1.78 lakh crore (US\$ 21.35 billion), of which CGST is Rs. 34,532 crore (US\$ 4.14 billion), SGST is Rs. 43,746 crore (US\$ 5.25 billion).
- Between April 2000–December 2023, cumulative FDI equity inflows to India stood at US\$ 971.52 billion.
- In February 2024, the overall IIP (Index of Industrial Production) stood at 147.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 139.6, 144.5 and 187.1, respectively, in February 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.69% in December 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 8.06 billion) in India during January-April 2024.
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

## GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid

economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology

scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.

- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that

the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.

- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025

### **Road Ahead**

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a



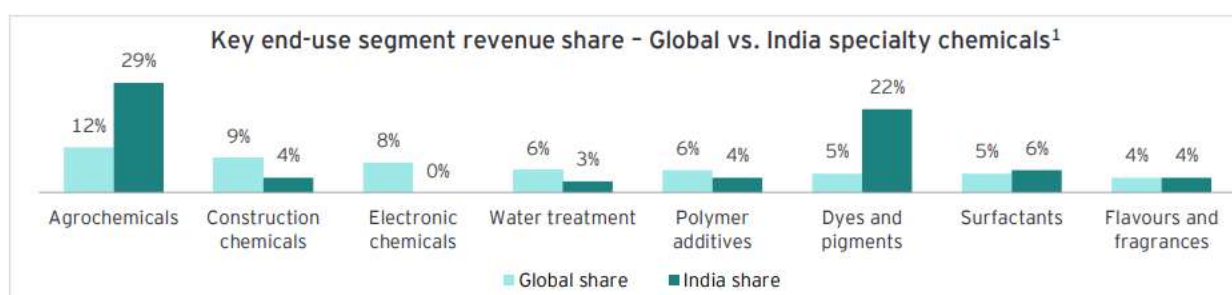
year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

## OVERVIEW OF THE CHEMICALS INDUSTRY IN INDIA

India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers, and fertilisers. India is the 6th largest producer of chemicals in the world and 3rd in Asia, contributing 7% to India's GDP. India's chemical sector, which is currently estimated to be worth US\$ 220 billion in 2022 and is anticipated to grow to US\$ 300 billion by 2025 and US\$ 1 trillion by 2040.

Globally, India is the fourth-largest producer of agrochemicals after the United States, Japan and China. India accounts for 16-18% of the world production of dyestuffs and dye intermediates. As per Chemexcil (Chemicals Export Promotion Council), India's agrochemicals export was estimated to be at US\$ 1.04 billion from April 2023-June 2023 (Provisional). Indian colorants industry has emerged as a key player with a global market share of ~15%. The country's chemicals industry is de-licensed, except for few hazardous chemicals. India has traditionally been a world leader in generics and biosimilars and a major Indian vaccine manufacturer, contributing more than 50% of the global vaccine supply. India holds a strong position in exports and imports of chemicals at a global level and ranks 14th in exports and 8th in imports at global level (excluding pharmaceuticals). From April 2023 to June 2023 (provisional), India's dye exports (Dyes and Dye Intermediates) totaled US\$ 561.56 million.



Source: Axis Capital, Jan'22

The domestic chemicals sector's small and medium enterprises are expected to showcase 18-23% revenue growth in FY22, owing to an improvement in domestic demand and higher realisation due to high prices of chemicals. Domestic demand is expected to rise from US\$ 170 billion-US\$ 180 billion in 2021 to US\$ 850 billion-US\$ 1,000 billion by 2040.

The Indian chemicals industry stood at US\$ 178 billion in 2019 and is expected to reach US\$ 304 billion by 2025 registering a CAGR of 9.3%. The demand for chemicals is expected to expand by 9% per annum by 2025. The chemical industry is expected to contribute US\$ 383 billion to India's GDP by 2030.

India has traditionally been a world leader in generics and biosimilars and major Indian vaccine manufacturers, contributing more than 50% of the global vaccine supply. Chemicals and petrochemicals demand in India is expected to nearly triple and reach US\$ 1 trillion by 2040.

An investment of Rs. 8 lakh crore (US\$ 107.38 billion) is estimated in the Indian chemicals and petrochemicals sector by 2025. The specialty chemicals constitute 22% of the total chemicals and petrochemicals market in India. The demand for specialty chemicals is expected to rise at a 12% CAGR in 2019-22.

The Department of Chemicals & Petrochemicals intend to bring PLI in chemical & petrochemical sector and will

redraft the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) guidelines.

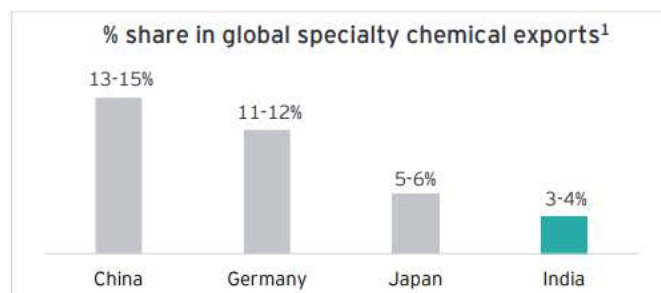
Indian manufacturers have recorded a CAGR of 11% in revenue between FY15 and FY21, increasing India's share in the global specialty chemicals market to 4% from 3%, according to the Crisil report. A revival in domestic demand and robust exports will spur a 50% YoY increase in the CAPEX of specialty chemicals manufacturers in FY22 to Rs. 6,000-6,200 crore (US\$ 815-842 million). Revenue growth is likely to be 19-20% YoY in FY22, up from 9-10% in FY21, driven by recovery in domestic demand and higher realisations owing to rising crude oil prices and better exports.

Moreover, according to the CRISIL report, the specialty chemicals market in India would grow faster than China, increasing its market share to 6% by 2026 from 3-4% in fiscal 2021. A shift in the global supply chain brought on by the China+1 strategy and a resurgence in domestic end-user demand will fuel significant revenue growth of 18–20% in 2022 and 14–15% in 2023.

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*Source: <https://www.ibef.org/industry/chemical-industry-india>*

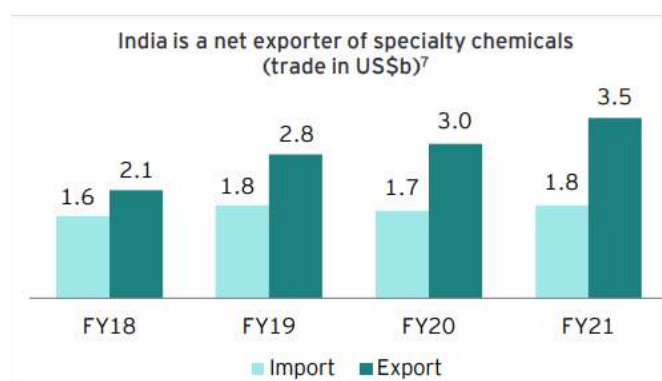
India is in a unique position to benefit from the shift away from China owing to competitive cost advantage and incentivized government policies and reforms (such as allowing 100% FDI in chemicals). For instance a global specialty player in 2021, formed a JV with an Indian glycols player and plans to invest in ethylene oxide derivatives. China's production capacity in agrochemicals is limited, proving beneficial for Indian players as they expand capacities (an Indian agrochemical company and an intermediates player are expanding production capacities).



Source: Axis Capital, Jan'22

Source: Axis Capital

India is already a net exporter of specialty chemicals owing to low-cost manufacturing capabilities, strong standards of environmental compliance and an increased number of products meeting the globally acceptable registration requirements, such as REACH. However, the country still has import substitution potential due to the net import nature of sectors such as dyes and pigments, along with certain polymers (acrylic)



Source: Axis Capital

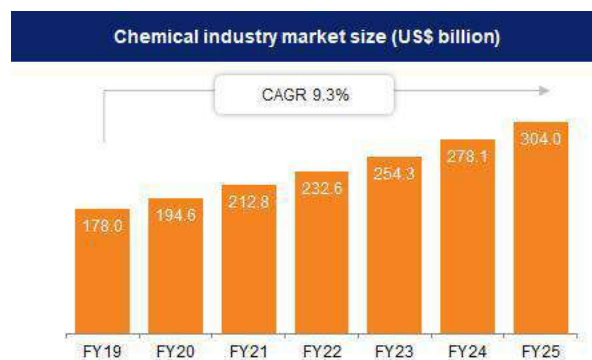
Source: file:///C:/Users/info/Downloads/ey-indian-specialty-chemical-industry-report-v1.pdf

## Markets Size

The Indian chemicals industry stood at US\$ 178 billion in 2019 and is expected to reach US\$ 304 billion by 2025 registering a CAGR of 9.3%. The demand for chemicals is expected to expand by 9% per annum by 2025. The chemical industry is expected to contribute US\$ 383 billion to India's GDP by 2030.

India has traditionally been a world leader in generics and biosimilars and major Indian vaccine manufacturers, contributing more than 50% of the global vaccine supply. Chemicals and petrochemicals demand in India is expected to nearly triple and reach US\$ 1 trillion by 2040.

An investment of Rs. 8 lakh crore (US\$ 107.38 billion) is estimated in the Indian chemicals and petrochemicals sector by 2025. The specialty chemicals constitute 22% of the total chemicals and petrochemicals market in India. The demand for specialty chemicals is expected to rise at a 12% CAGR in 2019-22.



The Department of Chemicals & Petrochemicals intend to bring PLI in chemical & petrochemical sector and will redraft the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) guidelines.

Indian manufacturers have recorded a CAGR of 11% in revenue between FY15 and FY21, increasing India's share in the global specialty chemicals market to 4% from 3%, according to the Crisil report. A revival in domestic demand and robust exports will spur a 50% YoY increase in the CAPEX of specialty chemicals manufacturers in FY22 to Rs. 6,000-6,200 crore (US\$ 815-842 million). Revenue growth is likely to be 19-20% YoY in FY22, up from 9-10% in FY21, driven by recovery in domestic demand and higher realisations owing to rising crude oil prices and better exports.

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### Investments And Recent Developments

A few recent developments/investments in the Indian chemical sector are as follows:

- From April 2023 to June 2023 (Provisional), exports of organic (US\$ 1.88 billion) & inorganic (US\$ 483.16 million) chemicals were estimated at US\$ 2.37 billion.
- Imports of organic (US\$ 3.83 billion) and inorganic (US\$ 1.84 billion) chemicals totalled US\$ 5.63 billion from April 2023 to June 2023 (Provisional).
- From April 2023 to June 2023 (Provisional), exports of castor oil, essential oil and Cosmetics and others stood at US\$ 1.01 billion.
- Chemical production reached 926.99 million metric tonnes (MMT) in May 2023, while petrochemical production reached 1,786.39 MMT. In May 2023, production levels of various chemicals were as follows: Soda Ash: 259.52 MMT, Caustic Soda: 287.49 MMT, Liquid Chlorine: 207.18 MMT, Formaldehyde: 28.74 MT and Pesticides and Insecticides: 22.27 MMT.
- In August 2023, the Prime Minister announced a subsidy of US\$ 120.93 billion (Rs. 10 lakh crore) for providing cheaper Urea to farmers.
- In July 2023, Global Chemicals and Petrochemicals Manufacturing Hubs in India (GCPMH 2023) was organized in Delhi, India.
- In June 2023, Himadri Speciality Chemical invested US\$ 7.01 million (Rs. 58 crore) in Sicona Battery Technologies Pty Ltd, (Sydney) for a 12.79% stake.
- In June 2023, Mumbai-based UPL Ltd, will hive off its specialty chemicals business on a slump sale basis to wholly-owned arm UPL Speciality Chemicals Ltd for US\$ 431.96 million (Rs. 3,572 crore).
- In June 2023, Reliance plans to invest US\$ 9.06 billion (Rs. 75,000 crore) over 5 years to expand its oil to chemical business.
- Tata Chemicals intend to invest about US\$ 967.45 million (Rs. 8,000 crore) over the next 2-3 years as capex on an expansion spree that includes scaling businesses sustainably.
- In May 2023, Reliance Industries plans to set up 10 GW solar project in Andhra Pradesh.
- In March 2023, Chennai awaits more bio-CNG plants to enable switch to clean energy.

- On February 15th, 2023, Indian Speciality Chemical Manufacturer' Association (ISCMA) signed an MoU with USIIC to promote trade in speciality chemicals.
- In February 2023, the company is setting up a new formaldehyde plant with 300 TPD capacity at the existing manufacturing facility at GIDC, Ankleshwar in Gujarat.
- In January 2023, Tata Chemicals Europe signs pact with Essar-backed Vertex for sale of low-carbon hydrogen.
- In December 2022, GMM Pfaudler Ltd has entered into an agreement on December 8, 2022 to acquire Mixel France SAS and its wholly owned subsidiary Mixel Agitator Co. Ltd. for US\$ 7.63 million.
- In September 2022, Royal Society of Chemistry (RSC) and CSIR work together to support chemistry in schools across India.
- In September 2022, Spanish perfume maker Puig acquired a controlling stake in Kama Ayurveda Pvt. owning 85% of the company.
- In May 2022, a global investment firm,PAG acquired Optimus group along with consortium partners CX Partners and Samara Capital.
- In April 2022, Dorf Ketal, a manufacturer of research based specialised chemicals has acquired Khyati Chemicals for US\$ 36.28 - 48.48 million (Rs. 300-400 crore).
- Advent International acquired a majority position in Avra Labs in January 2022, uniting it with two other businesses it had previously acquired, RA Chem Pharma and ZCL Chemicals.
- In July 2022, NTPC Renewable Energy Limited (NTPC REL) and Gujarat Alkalies and Chemicals Limited (GACL) signed an MoU to establish India's first commercial-scale Green Ammonia and Green Methanol plants.
- In November 2021, Indian Oil Corporation (IOCL) announced plans to invest Rs. 3,681 crore (US\$ 495.22 million) to set up India's first mega-scale maleic anhydride unit for manufacturing high-value specialty chemicals at its Panipat Refinery in Haryana.
- In November 2021, Praj Industries Limited and Indian Oil Corporation inked a memorandum of understanding (MoU) to explore opportunities in the production of alcohol-to-jet (ATJ) fuels, 1G & 2G ethanol, compressed bio-gas (CBG) and related opportunities in the biofuels industry.
- In November 2021, Coromandel International announced plans to set up 1,650-metric-tonnes-per-day sulphuric acid plant at its fertiliser complex in Visakhapatnam with an investment of Rs. 400 crore (US\$ 53.69 million).
- On September 30, 2021, Prime Minister, Mr. Narendra Modi, inaugurated the CIPET: Institute of Petrochemicals Technology, Jaipur.
- In October 2021, Nayara Energy announced that it expects 15-20 new integrated petrochemical plants to become operational within the next decade in the country, to meet the rising demand for raw materials used in the plastics and clothing industries.
- In October 2021, Rosneft, Russia, launched a large-scale petrochemical production development programme in India with investments worth ~US\$ 750 million at the current implemented stage.
- In September 2021, Bharat Petroleum Corporation (BPCL), announced plans to invest US\$ 4.05 billion, to improve petrochemical capacity and refining efficiencies over the next five years.
- The government is planning to hold roadshows in eight overseas markets for the proposed investors' summit planned in January 2022, with focus on the petrochemicals sector, and is eager to attract investors to its newly launched Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) near the upcoming crude oil refinery in Pachpadra village (in Barmer district, Rajasthan).

### **Government Initiatives**

The government has started various initiatives such as mandating BIS-like certification for imported chemicals to prevent dumping of cheap and substandard chemicals into the country.

The Indian government recognises chemical industry as a key growth element and forecast to increase share of the chemical sector to ~25% of the GDP in the manufacturing sector by 2025.

- Government to open 25,000 Jan Aushadhi Kendras to make medicines available at affordable prices.
- In April 2023, Cabinet approves the National Medical Devices Policy, 2023.
- The Department of Chemicals & Petrochemicals intend to bring PLI in chemical & petrochemical sector and will redraft the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) guidelines.
- Under the Union Budget 2023-24, the government allocated Rs. 173.45 crore (US\$ 20.93 million) to the Department of Chemicals and Petrochemicals.
- PLI schemes have been introduced to promote Bulk Drug Parks, with a budget of Rs. 1,629 crore (US\$ 213.81 million).

- The Government of India is considering launching a production linked incentive (PLI) scheme in the chemical sector to boost domestic manufacturing and exports.
- A 2034 vision for the chemicals and petrochemicals sector has been set up by the government to explore opportunities to improve domestic production, reduce imports and attract investments in the sector. The government plans to implement a production-link incentive system with 10-20% output incentives for the agrochemical sector; to create an end-to-end manufacturing ecosystem through the growth of clusters.
- In October 2020, the government urged players in the agrochemicals industry to come out with new molecules of global standards for the farmers' benefit, while CropLife India, the industry body, pitched for stable policies and regulatory regimes to boost growth in the sector.
- 100% FDI is allowed under the automatic route in the chemicals sector with few exceptions that include hazardous chemicals. FDI inflows in the chemicals sector (other than fertilisers) reached US\$ 21.48 billion between April 2000-June 2023.

The government has proposed several incentives for setting up a sourcing or manufacturing platform within an Indian SEZ:

- Effective April 1, 2020, 100% Income Tax exemption on export income for SEZ units for the first five years, 50% for the next five years thereafter and 50% of the ploughed back export profit for next five years.
- Single window clearance for central and state-level approvals.
- Duty free import/domestic procurement of goods for development, operation and maintenance of SEZ units.
- In December 2020, the PCPIR policy is being completely redesigned. Under the new PCPIR Policy 2020-35, a combined investment of Rs. 10 lakh crore (US\$ 142 billion) is targeted by 2025, Rs. 15 lakh crore (US\$ 213 billion) by 2030 and Rs. 20 lakh crore (US\$ 284 billion) by 2035 in all PCPIRs across the country. The four PCPIRs are expected to generate employment for ~33.83 lakh people. ~3.50 lakh persons have been employed in direct and indirect activities related to PCPIRs by the end of 2020. The Gujarat Infrastructure Development Corporation (GIDC) has made an investment of around US\$ 2.09 billion (Rs. 17,317 crore) for infrastructure development in the PCPIR.

Source: <https://www.ibef.org/industry/chemical-industry-india>

## OUR BUSINESS

*Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read “Forward Looking Statements” on page 17 of this Letter of Offer for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our Company’s strengths and its ability to successfully implement its business strategies may be affected by various factors that have an influence on its operations, or on the industry segment in which our Company operates, which may have been disclosed in “Risk Factors” on page 22. This section should be read in conjunction with such risk factors.*

*Unless otherwise indicated, industry and market data included in this section has been derived from the external industry sources. This section should be read in conjunction with the “Industry Overview” on page 66 of this Letter of Offer. Our Financial Year ends on March 31 of each year, and references to a particular Financial Year are to the 12-month period ended March 31 of that year.*

*Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Information, included in this Letter of Offer on page 100.*

### OVERVIEW

Our Company has a long-standing history of trading of Ethylene Oxide (EO) based derivatives since inception in 1993 till 2010. Post-2010, our Company diversified into packaging the products traded by us in plastic-related products such as LDPE and HDPE plastic bags, complying with government regulations. Additionally, we expanded our trading operations to include a variety of products such as Rubber Processed Oil (RPO), Furnace Oil, Petrochemicals, Solar products, LDPE/HDPE granules, and various allied products. Our Company has successfully sustained its business operations, even as many of our competitors have ceased to exist. This resilience is largely due to our strategic diversification of the product range we trade. At the core of our business philosophy is the commitment to building and maintaining robust relationships with our customers, which we believe is essential for long-term success. Ensuring customer satisfaction, fostering loyalty, and actively seeking feedback are integral aspects of our strategy.

In addition to trading of Ethylene Oxide (EO) based derivatives, we also package the products traded by us in LDPE and HDPE plastic bags in our manufacturing unit based on the requirement of our customers and in accordance with the government norms. Our packaging services provide our customers with an added advantage of safe delivery of products and storage in their warehouses in a safe and compliant manner.

We cater to a broad spectrum of industries nationwide, supplying petrochemical products to esteemed clients such as Aditya International and Biozor Energy Pvt. Ltd. in western India and expanding our services to companies in northern India. Our diverse product portfolio is designed to meet the varied needs and demands of our clients, ensuring we can provide tailored solutions to different market segments. Our primary focus is on supplying chemical products and bio-fuels to the infrastructure sector, niche industries like upstream hydrocarbon exploration, and export-oriented industries to meet the ever-growing demand. The company benefits from the extensive experience of its Managing Director, Mr. J. K. Chaturvedi, in the chemical and petrochemical industries, contributing to its consistent performance.

At present, our Company operates within the states of Gujarat and Maharashtra, with a keen emphasis on importing diverse goods from Dubai. This strategic choice facilitates efficient logistics management for our operations. Furthermore, the concentration of major petrochemical companies such as OPAL, RIL, GNFC, and GSFC in Gujarat and Maharashtra enhances the viability of our operations in these regions. Through the identification of reputable companies in Dubai capable of supplying high-quality products to India, we have established strategic logistics arrangements with M/S. Tulsi Logistics. This ensures the seamless transportation of materials from their point of origin to our warehouse, facilitating efficient distribution to our customers, predominantly located in Western India, particularly Gujarat and Maharashtra. This strategic approach capitalizes on the presence of significant traders and industries in the region who seek readily available products stocked in warehouses

Additionally, the presence of significant chemical and petrochemical companies in areas like Baroda, Dahej, Hazira, Ankleshwar, Vapi, and Nagothane further supports our connectivity within the industry. Our established

offices in Baroda and Andheri at Mumbai, ensure convenient access to these key players, as many of them are headquartered in these regions.

In terms of client engagement, our focus centers on infrastructure development by supplying bitumen and its various derivatives. This strategic approach aims to augment value within the plastics industry by offering a comprehensive range of polymers.

#### **Details of Suppliers:**

1. Indian oil company, Baroda
2. Hindustan petroleum Mumbai
3. OPAL at Dahej
4. GNFC at Bharuch
5. GSFC at Baroda
6. RIL at Mumbai and big traders from Dubai

By focusing on high-quality production and strategic exports, our Company plays a significant role in the global petrochemical supply chain, catering to both domestic and international markets. We obtain our products from multinational companies as well as from government sector companies, who provide a quality certificate confirming the quality of the products. The same certificate is also provided to our customers for reassuring them about the quality of our products.

#### **OUR COMPETITIVE STRENGTHS**

##### ***Systematic quality assurance teams***

The company maintains rigorous quality control measures to ensure the delivery of high-quality materials to its customers. While it does not currently possess certifications such as ISO, Six Sigma, or TQM, this is because such certifications are not essential for the company's present operations. However, the company remains open to adopting these standards in the future should the need arise, demonstrating its commitment to continuous improvement and meeting evolving industry requirements.

By focusing on high-quality production and strategic exports, our Company plays a significant role in the global petrochemical supply chain, catering to both domestic and international markets. We obtain our products from multinational companies as well as from government sector companies, who provide a quality certificate confirming the quality of the products. The same certificate is also provided to our customers for reassuring them about the quality of our products.

##### ***Experienced management team***

The Managing Director and other directors of the company possess extensive expertise in the petrochemical industries, accumulated over a span of more than 40 years. Their profound understanding of industry dynamics enables them to adeptly assess the needs and trends within the sector, facilitating strategic planning for the company's sustained growth. Furthermore, their established networks and relationships with industry experts provide invaluable insights and support, contributing significantly to the company's strategic decision-making processes and fostering its expansion and development.

##### ***Well developed sales and marketing network***

Since, ours is going to be variable product we do not require marketing techniques only we will be based on demand and supply data to study market information, as we are in this business we have connections with most of the suppliers as well as buyers. We have proper market information for the various products according we will buy the products from the industries in bulk and will supply to 5-6 small dealers or industries, so we can have our mark up and we satisfy the customers.

The company's website is designed with user convenience in mind, featuring its products/services, informative content, and seamless transaction capabilities. Through social media marketing (SMM) and search engine optimization (SEO), the company enhances its online presence. Exceptional customer service is a priority, fostering trust and loyalty.



Utilizing data analytics, the company evaluates marketing effectiveness and identifies areas for enhancement. Comprehensive market research is conducted to pinpoint target audiences, competitors, and industry trends. Strategic partnerships are forged with other industry players to broaden reach. Moreover, customer feedback is actively sought and integrated to refine products/services and elevate the overall customer experience. The company continuously updates and improve infrastructure to meet evolving business needs. It has also established a responsive support system to obtain customer feedback and improve products. This system also helps in addressing the concerns of the customers and vendors, through which the complaints are handled and resolved efficiently.

### ***Growth and diversification***

The need for petrochemical products is increasing because of the growth in infrastructure and energy demand in the country. Identifying and catering to this demand is the competitive strength of the company. The company has developed strategies to diversify the client base to reduce dependency on a few key clients by optimizing supplies to various vendors.

## **OUR BUSINESS STRATEGIES**

### ***Our Company has recruitment strategy, training program and retention strategy***

Our company relies on effective recruitment, training, and retention strategies. This involves clearly defining roles and responsibilities for all positions. Our company utilizes various channels like job portals, social media, and professional networks to reach a diverse pool of candidates, while also encouraging employee referrals and fostering relationships with educational institutions for access to skilled graduates. We prioritize a thorough onboarding process to instill our company culture and values in new hires, alongside specialized training in relevant areas. Continuous learning is promoted through workshops, webinars, and industry conferences, while competitive compensation ensures we attract and retain top talent. We support work-life balance with flexible schedules and remote work options where possible, and maintain a positive work environment through team-building activities and open communication. Regular performance reviews provide opportunities for constructive feedback and contribute to the growth of both employees and the business.

### ***Product diversification and enhancement strategy***

The company is currently engaged in broadening its range of products through diversification, with a specific focus on importing goods from the Middle East and promoting them. Additionally, there are plans to enhance the value of these products and tailor them to meet the specific needs of customers before marketing them.

### ***Expansion and Strategic initiatives***

The company intends to expand its product range by importing petrochemicals for storage and sale, alongside exploring opportunities in greenfield projects and the lucrative biofuels market. Given the increasing demand for clean energy products and government incentives supporting MSME sectors, there's a strategic focus on meeting customer needs in these areas. Additionally, the company aims to identify distressed units with potential synergies for merger or acquisition, conducting thorough due diligence to ensure compatibility with its operations. Furthermore, plans include recruiting industry experts as advisors or consultants to contribute valuable insights and expertise towards the company's growth trajectory.

### ***Venture into contract manufacturing for some of our products***

The company aims to enhance product value by outsourcing manufacturing tasks to other companies. It provides raw materials to these manufacturers, who then transform them into final products suitable for both local markets and export. This will also enable us to diversify our product portfolio and increase revenue share in respect of our products.

### ***Enhancing supply chain efficiency***

The company is improving supply chain effectiveness to achieve cost reductions. This will entail refining logistics, optimizing inventory handling, and integrating cutting-edge technologies such as blockchain for enhanced supply chain management.

### ***Investing in innovation and sustainability***

The company is dedicating resources to research and development to remain ahead in technological innovations and grasp market trends for a competitive advantage. This encompasses the creation of sustainable and environmentally friendly solutions.

We would aim our business strategies to be dynamic and proactive, given the macro and micro market environments in which we operate or where we may expand in the future. Our Company shall always strive to: (i) achieve maximum operational efficiency; (ii) strengthen and expand our market position and product portfolio; (iii) enhance our depth of experience, knowledge-base and know-how; and (iv) increase our network of distributors, customers and geographical reach.

## **Our Business Operations**

### **Bitumen**



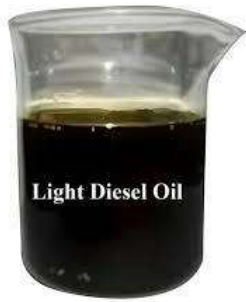
### **RPO**



### **Fuel Oil**



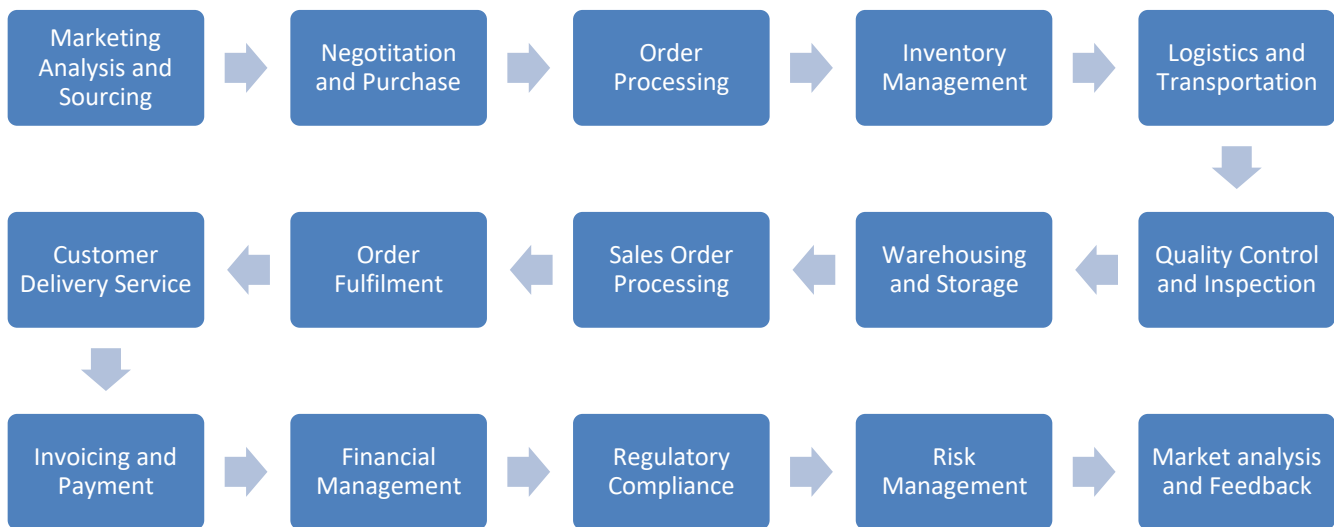
### **LDO**



**Plastic Granules, Bags of LDPE, HDPE,PP**



**Trading Process**



**1. Market Analysis and Sourcing:**

- Identify market demand for specific chemical/plastic products.
- Research suppliers and manufacturers for sourcing the chemicals/plastics.
- Assess quality, pricing, and availability of chemicals/plastics.

**2. Negotiation and Purchase:**

- Negotiate terms with suppliers including pricing, quantity, delivery schedule, and payment terms.
- Issue purchase orders to selected suppliers.

**3. Order Processing:**

- Receive and review purchase orders from customers.
- Verify order details such as product specifications, quantity, and delivery requirements.

**4. Inventory Management:**

- Monitor inventory turnover and reorder points to avoid stock outs.
- 5. **Logistics and Transportation:**
  - Coordinate with freight forwarders or carriers for efficient delivery.
- 6. **Quality Control and Inspection:**
  - Conduct quality inspections upon receipt of chemical/plastic shipments.
  - Ensure compliance with regulatory standards and product specifications.
- 7. **Warehousing and Storage:**
  - Store chemical/plastic products in appropriate storage facilities.
  - Implement proper handling and storage procedures to ensure safety and prevent contamination.
- 8. **Sales Order Processing:**
  - Receive and process sales orders from customers.
  - Verify order details and confirm availability of products.
- 9. **Order Fulfillment:**
  - Pick and pack orders from warehouse inventory.
  - Prepare shipping documentation and arrange transportation for outgoing shipments.
- 10. **Customer Delivery and Service:**
  - Deliver chemical/plastic products to customers according to agreed-upon terms.
  - Provide customer support and address any inquiries or issues related to orders.
- 11. **Invoicing and Payment:**
  - Generate invoices for completed sales transactions.
  - Send invoices to customers and follow up on payment processing.
- 12. **Financial Management:**
  - Monitor accounts receivable and accounts payable.
- 13. **Regulatory Compliance:**
  - Maintain documentation and records for regulatory purposes.
- 14. **Risk Management:**
  - Identify and mitigate risks related to supply chain disruptions, quality issues, and regulatory compliance.
- 15. **Market Analysis and Feedback:**
  - Continuously monitor market trends and customer feedback.
  - Adjust sourcing and sales strategies as needed based on market dynamics.

### Quality Control System

By focusing on high-quality production and strategic exports, our Company plays a significant role in the global petrochemical supply chain, catering to both domestic and international markets. We obtain our products from multinational companies as well as from government sector companies, who provide a quality certificate confirming the quality of the products. The same certificate is also provided to our customers for reassuring them about the quality of our products.

### REVENUE BREAK -UP

A break of revenue earned by our Company from its top five customers for the preceding three financial years has been provided below:

(₹ in lakhs)

Sr. No	Particulars	FY 2023-24		FY 2022-23		FY 2021-22	
		Amount	%	Amount	%	Amount	%
1	Top 5 customers	N.A.	N.A.	2866.33	100	40.93	100

For further details, please refer to the section titled “Financial Statements” beginning on page 100 of this Letter of Offer.

### Utilities:

#### Power

Our manufacturing unit has adequate power supply from MGVCL.

## **Waste Management**

We have installed an effluent treatment plant, for primary treatment of waste generated from the manufacturing unit, set up as per the guidelines of the State Pollution Control Board.

## **Capacity Installed and Capacity Utilisation**

Set forth below is the detail of the installed and utilized capacity of our manufacturing unit for the last three years.

<b>Financial Year</b>	<b>Installed Capacity (in MT)</b>	<b>Utilized Capacity (in MT)</b>	<b>Percentage of utilization (%)</b>
<b>2023-2024</b>	300	0	0.00
<b>2022-2023</b>	300	100	33.33%
<b>2021-2022</b>	300	100	33.33%

*\*We have done majorly trading activities in the Financial Year 2021-22 and 2022-23*

## **COLLABORATIONS**

As on date of this Letter of Offer, we have not entered into any technical or financial collaborations or agreements.

## **Marketing**

Our Company primarily engages in the trading of petrochemicals, implementing sales and marketing campaigns to promote its products. The Managing Director oversees these campaigns, leveraging strong relationships with clients, partners, and key stakeholders. We have enhanced internal processes, particularly in vendor negotiations, to boost efficiency and productivity. To ensure consistent output and sustainability, we implement stringent quality control measures. By adopting advanced management technologies, we effectively monitor and manage resources. Additionally, the company tracks key financial metrics and performance indicators and has crafted a comprehensive business development strategy to identify and pursue new opportunities.

## **Insurance**

We maintain insurance policies that are customary for companies operating in our industry. Our insurance policies are in respect of buildings and equipment covering losses due to fire and special perils, burglary, electrical or mechanical breakdown, money insurance and allied perils.

## **COMPETITION**

Our industry faces competition from organized as well as unorganized players in the domestic market as well as in the international market. We have a number of competitors who manufacture products, which are similar to us. Even with a diversified product portfolio, quality approach and modern technology we may have to face competitive pressures. We believe the principal elements of competition in our industry are price, quality, timely delivery and reliability. We compete by leveraging our expertise in manufacturing and trading polymers and petrochemical products with various applications, allowing us to offer innovative solutions tailored to our clients' needs and market demands.

## **HUMAN RESOURCES**

Our employees are key contributors to our business success. As on June 30, 2024, we have seven (07) employees including our Executive Directors, who look after our business operations, factory management administrative, secretarial, marketing and accounting functions in accordance with their respective designated goals.

Following is a business wise employee break-up:

<b>Business</b>	<b>Number of Employees</b>
Company Secretary	1
Accounts	2
Sales/Marketing	2
General Assistance	2
<b>Total</b>	<b>7</b>

## **LAND AND PROPERTY**

We have taken our Registered Office on a leasehold basis- 24, Suwarnapuri Society, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara- 390 007 24, Gujarat, India.

Land at Block No/ Survey Number 393 Paiki, Village Anjesar, Taluka Savli, Dist Vadodara, Gujarat. Area of Land 87000 Square Meter is owned by us. We have set up our manufacturing unit at the land.

## OUR MANAGEMENT

### Our Board of Directors

Our Articles of Association require us to have not less than three (03) and not more than fifteen (15) Directors. As on date of this Letter of Offer, we have five (5) Directors on our Board, which includes, one (1) Managing Directors, two (2) Non-Executive Directors and two (2) Independent Directors. Our Board of Directors comprises of one (1) Woman Directors of our Company.

Set forth below are details regarding our Board as on the date of this Letter of Offer:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p><b>Jashwant Hiralal Bhatt</b></p> <p><b>DIN:</b> 09198610</p> <p><b>Date of Birth:</b> June 16, 1950</p> <p><b>Designation:</b> Chairman &amp; Independent Director</p> <p><b>Address:</b> 304 Comfort Palace Apartments, 2nd Cross 29th Main Road, B T M Layout 1st Stage, Bangalore South, Bommanahalli, Bangalore – 560 068, Karnataka, India.</p> <p><b>Occupation:</b> Professional</p> <p><b>Term:</b> A period of five (5) years with effect from June 24, 2021 until June 23, 2026</p> <p><b>Nationality:</b> Indian</p>	74	<p style="text-align: center;"><i>Indian Companies</i></p> <p style="text-align: center;">Gujarat Pickers Industries Limited.</p> <p style="text-align: center;"><i>Foreign Companies</i></p> <p style="text-align: center;">Nil</p>
<p><b>Jaykishor Chatanyakishor Chaturvedi</b></p> <p><b>DIN:</b> 00467706</p> <p><b>Date of Birth:</b> September 5, 1949</p> <p><b>Designation:</b> Managing Director</p> <p><b>Address:</b> 24, Suvernpuri Society, Chikuwadi, Jetalpur Road Vadodara Racecourse, Vadodara - 390 007, Gujarat, India.</p> <p><b>Occupation:</b> Professional</p> <p><b>Term:</b> A period of five (05) years with effect from May 30, 2024</p> <p><b>Nationality:</b> Indian</p>	75	<p style="text-align: center;"><i>Indian Companies</i></p> <ol style="list-style-type: none"> <li>1. J.J. Chemicals (Gujarat) Private Limited;</li> <li>2. Brijlaxmi Leasing and Finance Limited;</li> <li>3. Raj Petroproducts Limited;</li> <li>4. World Tradimpex Private Limited;</li> <li>5. JKE Tradimpex Private Limited;</li> <li>6. Brijlaxmi Infotech Limited; and</li> <li>7. Brijlaxmi Housing Finance Company Limited.</li> </ol> <p style="text-align: center;"><i>Foreign Companies</i></p> <p style="text-align: center;">Nil</p>
<p><b>Siddharth Jaykishor Chaturvedi</b></p> <p><b>DIN:</b> 01968300</p> <p><b>Date of Birth:</b> November 10, 1978</p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Address:</b> 24, Suvernpuri Society, Chikuwadi, Jetalpur Road Vadodara Racecourse, Vadodara - 390 007, Gujarat, India.</p>	45	<p style="text-align: center;"><i>Indian Companies</i></p> <ol style="list-style-type: none"> <li>1. Shreenath Plastopack Private Limited;</li> <li>2. J.J. Chemicals (Gujarat) Private Limited;</li> <li>3. Brijlaxmi Leasing and Finance Limited;</li> <li>4. Raj Petroproducts Limited;</li> <li>5. World Tradimpex Private Limited;</li> <li>6. JKE Polymers Private limited;</li> <li>7. Brijlaxmi Infotech Limited; and</li> <li>8. Brijlaxmi Housing Finance Limited.</li> </ol>

<b>Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality</b>	<b>Age (years)</b>	<b>Other Directorships</b>
<b>Occupation:</b> Business <b>Term:</b> Liable to retire by rotation <b>Nationality:</b> Indian		<i>Foreign Companies</i> Nil
<b>Nupur Ankur Chaturvedi</b> <b>DIN:</b> 02291168 <b>Date of Birth:</b> November 24, 1980 <b>Designation:</b> Non- Executive Director <b>Address:</b> 24, Suvernapuri Society, Chikuwadi, Jetalpur Road, Vadodara, Racecourse, Vadodara - 390 007, Gujarat, India. <b>Occupation:</b> Business <b>Term:</b> Liable to retire by rotation <b>Nationality:</b> Indian	43	<i>Indian Companies</i> Brijlaxmi Leasing and Finance Limited <i>Foreign Companies</i> Nil
<b>Devindersingh Sevasing Bhumra</b> <b>DIN:</b> 02680275 <b>Date of Birth:</b> November 11, 1951 <b>Designation:</b> Independent Director <b>Address:</b> 401, Sutirth Residency, Jetalpur Road, Behind K.C. Patel Hospital, Alkapuri, Vadodara, Racecourse – 390 007, Gujarat, India. <b>Occupation:</b> Retired <b>Term:</b> A period of five (5) years with effect from August 12, 2022 until August 11, 2027 <b>Nationality:</b> Indian	72	<i>Indian Companies</i> Nil <i>Foreign Companies</i> Nil

### **Brief Biographies of our Directors**

**Jashwant Hiralal Bhatt**, aged 74 years, is the Chairman & Independent Director of our Company. He holds a bachelor's degree in science from The Maharaja Sayajirao University of Baroda. He also holds a post-graduate diploma in marketing & sales management. In the past he was associated with Indian Petrochemicals Corporation Limited in the capacity of general manager- marketing. He has more than 20 years of experience in Petrochemical Industry.

**Jaykishor Chatanyakishor Chaturvedi**, aged 75 years, is one of the Promoters and Managing Director of our Company. He holds a bachelor's degree in commerce and a bachelor's degree in law from The Maharaja Sayajirao University of Baroda. He also holds a diploma in Labour Laws from The Maharaja Sayajirao University of Baroda. He has vast knowledge and experience in the field of Monoethanolamine, diethanolamine, Triethanolamine, Ethoxylates of various moles, Lauryl Alcohol Ethoxylates and Steric acid ethoxylate for over 32 years. Presently, he heads the marketing division of our Company.

**Siddharth Jaykishor Chaturvedi**, aged 45 years, is one of the Promoters and Non-Executive Director of our



Company. He attended The M.S. University of Baroda to pursue bachelor's degree of commerce. He also attended University of Technology, Sydney to pursue master's degree in business administration. Presently, he is associated with Brijlaxmi Leasing and Finance Limited, in the capacity of Managing Director. He has vast knowledge and experience in the field of Monoethanolamine, diethanolamine, Triethanolamine, Ethoxylates of various moles, Lauryl Alcohol Ethoxylates and Steric acid ethoxylate for over 14 years.

**Nupur Ankur Chaturvedi**, aged 43 years, is the Non-Executive Director of our Company. She attended Devi Ahilaya Vishwavidyalaya, Indore to pursue bachelor's degree in commerce and a master's degree in business economics (finance). Presently, she is associated with Brijlaxmi Leasing and Finance Limited, in the capacity of Non-Executive Director. She has vast knowledge and experience in the field of Monoethanolamine, diethanolamine, Triethanolamine, Ethoxylates of various moles, Lauryl Alcohol Ethoxylates and Steric acid ethoxylate for over 16 years.

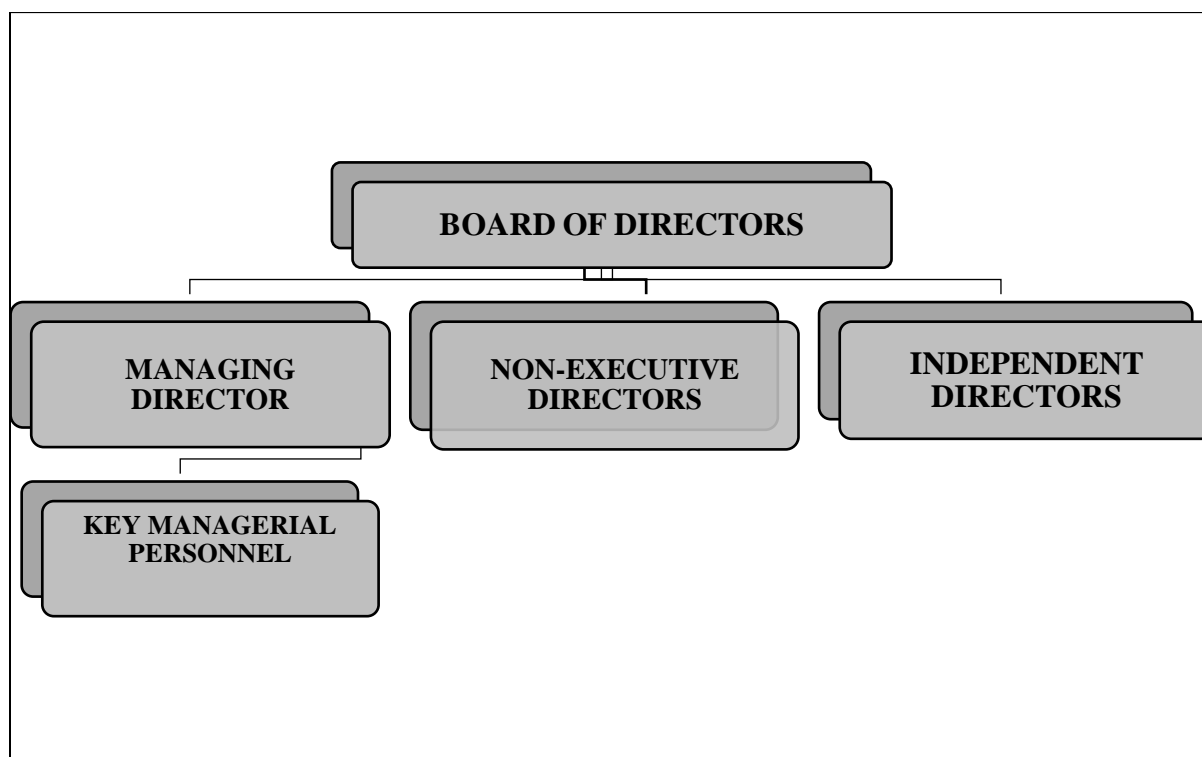
**Devindersingh Sevasing Bhumra**, aged 72 years, is an Independent Director of our Company. He attended The Maharaja Sayajirao University of Baroda to pursue bachelor's degree in engineering (Electrical). He holds a post-graduate diploma in management from Indian Institute of Management, Bangalore. In the past he was associated with Indian Petrochemicals Corporation Limited and with Reliance Industries Limited. He was also associated with Guru Nanak Institute of Management Studies and Anand Petrochem Private Limited, each in the capacity of Director. He has experience of more than four decades in petrochemical industry.

**Confirmations**

1. None of our Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Letter of Offer, during the term of his/ her directorship in such company.
2. Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.

**Management Organization Structure**

Set forth is the organization structure of our Company:



**Corporate Governance**

As our Company has a paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions to the applicable provisions of the Companies Act, 2013 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. However, our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI (ICDR) Regulations, in respect of corporate governance including the constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

### **Committees of our Board**

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- a) Audit Committee;
- b) Stakeholders' Relationship Committee; and
- c) Nomination and Remuneration Committee;

Details of each of these committees are as follows:

#### **a. Audit Committee**

Our Audit Committee was last reconstituted by our Board of Directors in their meeting held on September 24, 2022 with the following members forming a part of the said Committee:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>
1.	Jashwant Hiralal Bhatt	Chairman
2.	Siddharth Jaykishor Chaturvedi	Member
3.	Devindersingh Sevasing Bhumra	Member

The Company Secretary acts as the secretary of the Audit Committee.

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Audit Committee of our Company include:

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

#### **A. Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

- (1) to investigate any activity within its terms of reference;

- (2) to seek information from any employee;
- (3) to obtain outside legal or other professional advice;
- (4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (5) such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

**B. Role of Audit Committee**

The role of the Audit Committee shall include the following:

- (1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
  - (2) recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
  - (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
  - (4) formulation of a policy on related party transactions, which shall include materiality of related party transactions;
  - (5) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
  - (6) examining and 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, 2013;
    - 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. Modified opinion(s) in the draft audit report.
  - (7) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
  - (8) 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 utilised for purposes other than those stated in the Issue document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board of directors of the Company to take up steps in this matter;
  - (9) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - (10) approval of any subsequent modification 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 the conditions as may be prescribed;
- Explanation:** The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.
- (11) scrutiny of inter-corporate loans and investments;
  - (12) valuation of undertakings or assets of the Company, wherever it is necessary;

- (13) evaluation of internal financial controls and risk management systems;
- (14) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (15) 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;
- (16) discussion with internal auditors of any significant findings and follow up there on;
- (17) 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
- (18) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (19) recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- (20) monitoring the end use of funds raised through public offers and related matters;
- (21) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (22) reviewing the functioning of the whistle blower mechanism;
- (23) monitoring the end use of funds raised through public offers and related matters;
- (24) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- (25) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (26) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 1,00,00,00,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;
- (27) To formulate, review and make recommendations to the Board to amend the terms of reference of Audit Committee from time to time;
- (28) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- (29) carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations, Companies Act, 2013, uniform listing agreements and/or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. management letters / letters of internal control weaknesses issued by the statutory auditors;
3. internal audit reports relating to internal control weaknesses;
4. the appointment, removal and terms of remuneration of the chief internal auditor;

5. statement of deviations in terms of the SEBI Listing Regulations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and
  - b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.
6. review the financial statements, in particular, the investments made by any unlisted subsidiary;
7. such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Company Secretary of our Company shall serve as the secretary of the Audit Committee.

The Audit Committee is required to meet at least four times in a year under Regulation 18(2)(a) of the SEBI Listing Regulations. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

**b. Stakeholders Relationship Committee**

Our Stakeholders Relationship Committee was last reconstituted on September 24, 2022. The members of the said Committee are as follows:

Sr. No.	Name of Member	Designation
1.	Jashwant Hiralal Bhatt	Chairman
2.	Nupur Ankur Chaturvedi	Member
3.	Siddharth Jaykishor Chaturvedi	Member
4.	Jaykishor Chatanyakishor Chaturvedi	Member
5.	Devindersingh Sevasing Bhumra	Member

The Company Secretary acts as the secretary of the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders Relationship Committee of our Company include:

- (1) resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
- (2) review of measures taken for effective exercise of voting rights by shareholders;
- (3) investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities
- (4) giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time
- (5) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- (6) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

- (7) to approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
- (8) to approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;
- (9) to monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;
- (10) carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority; and
- (11) such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

**c. Nomination and Remuneration Committee**

Our Nomination and Remuneration Committee was last reconstituted by our Board of Directors in their meeting held on September 24, 2022 with the following members:

Sr. No.	Name of Member	Designation
1.	Jashwant Hiralal Bhatt	Chairman
2.	Nupur Ankur Chaturvedi	Member
3.	Devindersingh Sevasing Bhumra	Member

The Company Secretary acts as the secretary of the Nomination and Remuneration Committee.

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013, read with Regulation 19 of the SEBI Listing Regulations. Its terms of reference are as follows:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**").

the Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
  - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- (2) for every appointment of an independent director, evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparing a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may: (a) use the services of an 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 independent directors and the Board;
  - (4) devising a policy on Board diversity;

- (5) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);
- (6) analysing, monitoring and reviewing various human resource and compensation matters;
- (7) deciding 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;
- (8) determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- (9) recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
- (10) carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
- (11) reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (12) perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
- (a) to administer the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") including the following:
  - i. determining the eligibility of employees to participate under the ESOP Scheme;
  - ii. determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
  - iii. date of grant;
  - iv. determining the exercise price of the option under the ESOP Scheme;
  - v. the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
  - vi. the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
  - vii. the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
  - viii. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
  - ix. re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
  - x. the grant, vest and exercise of option in case of employees who are on long leave;
  - xi. allow exercise of unvested options on such terms and conditions as it may deem fit;
  - xii. the procedure for cashless exercise of options;
  - xiii. forfeiture/ cancellation of options granted;
  - xiv. formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
    - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
    - for this purpose, follow global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
    - the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
- (13) construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme.

- (14) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
- (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
- (15) perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.
- (16) to consider any other matters as may be requested by the Board; and
- (17) to make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.
- (18) the committee is authorised by the Board to:
- (a) investigate any activity within its terms of reference;
  - (b) seek any information from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee; and
  - (c) call any director or other employee to be present at a meeting of the Committee as and when required.
- (19) if the Committee considers it necessary so to do it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.

The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations.

The quorum for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director.

### **Our Key Managerial Personnel and Senior Management**

In addition to our Managing Director, whose details have been provided under paragraph above titled '*Brief Profile of our Directors*', set forth below are the details of our Key Managerial Personnel as on the date of filing of this Letter of Offer:

**Ankur Jaykishor Chaturvedi**, aged 46 years, is the Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from M.S. University, Vadodara. He also holds a post graduate degree in management from University of Greenwich. Presently, he is associated with Brijlaxmi Leasing and Finance Limited, Raj Petroproducts Limited, JKE Polymers Private Limited, Brijlaxmi Infotech Limited, Brijlaxmi Housing Finance Company Limited and World Tradimpex Private Limited, in the capacity of Director. He has more than five years of experience in financial and accounting matters. He has been associated with our Company since September 1, 2018.

**Anjali Gurnani**, aged 31 years, is the Company Secretary and Compliance Officer of our Company. She attended Vikram University, Ujjain to pursue bachelor's degree in commerce. She is an associate member of the Institute of Company Secretary of India. In the past she was associated with Gujarat Alkalies and Chemicals Limited in the capacity of a trainee. She has more than five years of experience in secretarial and compliance matters. She has been associated with our Company since September 1, 2018.

All our Key Managerial Personnel are permanent employees of our Company. None of the members of our Company have been identified as Senior Management.



None of our Key Managerial Personnel are entitled to receive any termination or retirement benefits.

**Relationship of Key Managerial Personnel with other Key Managerial Personnel**

Siddharth Jaykishor Chaturvedi and Ankur Jaykishor Chaturvedi are sons of our Managing Director Jaykishor Chaitanyakishor Chaturvedi. Nupur Ankur Chaturvedi is spouse of Ankur Jaykishor Chaturvedi. Except as mentioned above, none of the Directors, Key Managerial Personnel and Senior Management are related to each other.

## OUR PROMOTERS

Our Promoters are Jaykishor Chatanyakishor Chaturvedi, Ankur Jaykishor Chaturvedi, Siddharth Jaykishor Chaturvedi and Mansa Masta.

The details of the shareholding of our Promoters, as on date of this Letter of Offer, have been provided below:

S. No.	Name of the Promoter	Number of Equity Shares held	% of the total number of shares
1.	Jaykishor Chatanyakishor Chaturvedi	21,59,400	24.91
2.	Ankur Jaykishor Chaturvedi	1,12,303	1.30
3.	Siddharth Jaykishor Chaturvedi	7,56,489	8.73
4.	Mansa Masta	Nil	Nil
<b>Total</b>		<b>30,28,192</b>	<b>34.94</b>

Our Company confirms that the permanent account number(s), bank account number(s) and passport number(s) of our Promoters have been submitted to the Stock Exchanges at the time of filing the Draft Letter of Offer.

### *Details of our Promoters*

**Mansa Masta**, aged 42 years is one of the Promoters of our Company. She attended The Maharaja Sayajirao university of Baroda to pursue bachelor's and master's degree in commerce. She has twenty years of experience in human resource management. She has been associated with our Company since January 1, 2004 and heads the human resource division of our Company.

### *Other Directorships:*

The details of the directorships held by Mansa Masta have been provided below:

S. No.	Name of the Company	Interest held
1.	Nil	Nil

For details of the educational qualifications, experience, other directorships, positions / posts held by Jaykishor Chatanyakishor Chaturvedi, Ankur Jaykishor Chaturvedi and Siddharth Jaykishor Chaturvedi, please see the chapter titled "*Our Management*" on page 86 of this Letter of Offer.

### **Confirmations**

1. Our Promoters have not been declared as wilful defaulters or fraudulent borrowers by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.
2. Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
3. Our Promoters have not been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoters are not and have never been promoter(s), director(s) or person(s) in control of any other company, which is/are debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
4. There are no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of the Issue against our Promoters.

## **RELATED PARTY TRANSACTIONS**

For details regarding our related party transactions for the Financial Years ended 2024, 2023 and 2022, see “*Financial Statements – Restated Financial Statements – Notes to Restated Financial Statements – Note 29: Related Party Transactions*” on page 113 of this Letter of Offer.

## DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into finance our fund requirements for our business activities. In accordance with Regulation 43A of the SEBI Listing Regulations, our Company is not mandated to adopt a dividend distribution policy.

### *Dividends paid on Equity Shares:*

Our Company has not declared dividends on the Equity Shares in the three month period ended June 30, 2024 and each of the Financial Years ending 2024, 2023 and 2022 and the filing of the LOF. There is no guarantee that any dividends will be declared or paid in future. For details in relation to the risk involved, see “*Risk Factor No. 39 - 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*” on page 33 of this Letter of Offer.

**SECTION V – FINANCIAL INFORMATION**

**FINANCIAL INFORMATION**

<b>S. No.</b>	<b>Details</b>	<b>Page Number</b>
1.	Limited reviewed unaudited financial results of our Company for the three-month period ended June 30, 2024	101
2.	Restated Financial Statements as at and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022.	106
3.	Accounting Ratios	124
4.	Statement of Capitalization	125

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# DBS & ASSOCIATES

## Chartered Accountants

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Limited Review Report on Unaudited Quarterly Financial Results and Unaudited Year to Date Financial Results Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To The Board of Directors of  
**ASIAN PETROPRODUCTS & EXPORTS LIMITED**

1. We have reviewed the accompanying statement of unaudited financial Results of **ASIAN PETROPRODUCTS & EXPORTS LIMITED** (‘the Company’) for the quarter ended on June 30, 2024 (the “Statement”), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free from material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. **Basis for Qualified Opinion-**
  1. ***The Company continues to prepare its account as going concern basis, despite facts that-***
    - ***There is an erosion in the Net Worth of the Company***
    - ***Company is incurring losses since last many years***
  2. ***The Company has not complied with the TDS provisions of the Income Tax Act.***

# DBS & ASSOCIATES

## Chartered Accountants

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5. Based on our review conducted as stated above, **except as stated in para 4 above**, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For D B S & ASSOCIATES**  
**Chartered Accountants**

Firm Registration No. 018627N



Place: Mumbai  
Date: 14/08/2024

**Roxy Teniwal**  
Partner  
Membership No. 141538  
UDIN: 24141538BKGEO1275



**ASIAN PETROPRODUCTS AND EXPORTS LIMITED**

Regd. Office : 24, Suwarnapuri Soceity, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara 390 007

CIN: L23209GJ1991PLC016666

**Statement of Un-audited Financial Results for the Quarter Ended 30 June, 2024**

(Rs. In Lakhs)

Sr. No.	Particulars	Quarter Ended			Year Ended
		30-06-2024 (Unaudited)	30-06-2023 (Unaudited)	31-03-2024 (Audited)	31-03-2024 (Audited)
<b>1</b>	<b>Income</b>				
	(a) Revenue from Operations	-	-	-	-
<b>2</b>	(b) Other Income	0.25	-	-	-
<b>3</b>	<b>Total income</b>	0.25	-	-	-
<b>4</b>	<b>Expenses</b>				
	(a) Cost of materials consumed	-	-	-	-
	(b) Purchases of stock-in-trade	-	-	-	-
	(c) Changes in inventories of finished goods, work-in-progress & stock in trade	-	-	-	-
	(d) Employee benefits expense	14.25	7.50	18.46	54.54
	(e) Finance Costs			-	-
	(f) Depreciation and amortisation expense	0.05	0.63	0.41	2.30
	(g) Other expenses	12.27	3.72	20.55	47.32
	<b>Total expenses</b>	26.57	11.85	39.42	104.16
<b>5</b>	<b>Profit/(Loss) before tax (3-4)</b>	(26.32)	(11.84)	(39.42)	(104.16)
<b>6</b>	Tax Expenses (including deferred tax)	-	-	-	-
<b>7</b>	<b>Profit/ (Loss) for the period ( 5-6)</b>	(26.32)	(11.84)	(39.42)	(104.16)
<b>8</b>	<b>Other Comprehensive Income net of taxes</b>				
	a) Items that will not be reclassified to profit or loss			-	-
	b) Items that will be reclassified to profit or loss			-	-
<b>9</b>	<b>Total Comprehensive Income</b>	(26.32)	(11.84)	(39.42)	(104.16)
<b>10</b>	<b>Paid-up Equity Share Capital (Face Value of Rs. 10/- each)</b>	866.75	866.75	866.75	866.75
<b>11</b>	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year				-
<b>12</b>	<b>(i) Earning Per Share (For Continuing Operations) (Face Value INR 10/- each)</b>				
	- Basic	(0.30)	(0.14)	(0.45)	(1.20)
	- Diluted	(0.30)	(0.14)	(0.45)	(1.20)

**Note:**

1	The above financial statement has been reviewed by the Audit Committee of Directors of the Company at their Meeting held on 14th August, 2024.
2	The Financial Results for the quarter ended 30th June, 2024 has been Review by the Statutory Auditors of the Company.
3	The Company's operations fall under single segment as per Ind AS- 108 "Segment Reporting"
4	Previous period figures have been regrouped and reclassified, where necessary, to make them comparable with current period figures.

Date: 14th August, 2024  
Place: Varodara

By the order of the Board

**Jaykishor Chaturvedi**  
Chairman



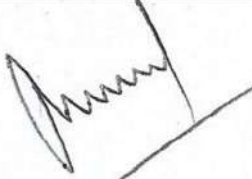
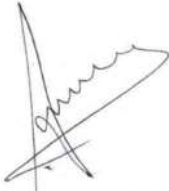


# ASIAN PETROPRODUCTS AND EXPORTS LIMITED

## Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along- with Financial Results

Statement on Impact of Audit Qualifications for the Quarter ended June 30, 2024				
I.	S.No.	Particulars	Unaudited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	0.25	Not Determinable
	2.	Total Expenditure	26.57	
	3.	Net Profit/(Loss)	(26.32)	
	4.	Earnings Per Share	(0.30)	
<b>II. Audit Qualification (each audit qualification separately):</b>				
	<b>a. Details of Audit Qualification:</b>		1. There is an erosion in the net worth of the company 2. Company is incurring cash losses for last many years. 3. The Company has not complied with the TDS provisions of the Income Tax Act	
	<b>b. Type of Audit Qualification</b>		Qualified Opinion	
	<b>c. Frequency of qualification:</b>		Repetitive	
	<b>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</b>		The Company is making Losses and with the infusion of funds from the Promoter Group is able manage and sustain. However, the Company is working towards its development. The Management is hopeful and confident that in future the Company will prosper with diversification of Business Activities. Looking to the fair accounting Policy, the Company will comply with the applicable provisions in the due course.	
	<b>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</b>		NA	
	<b>(i) Management's estimation on the impact of audit qualification</b>		NA	
	<b>(ii) If management is unable to estimate the impact, reasons for the same</b>		NA	
	<b>(iii) Auditors' Comments on (i) or (ii) above:</b>		NA	



# ASIAN PETROPRODUCTS AND EXPORTS LIMITED

III.	Signatories:	
	• CEO/Managing Director	
	• CFO	
	• Audit Committee Chairman	
	• Statutory Auditor	

Place: Vadodara

Date: 14.08.2024



# DBS & ASSOCIATES

## Chartered Accountants

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Dated: 27<sup>th</sup> June 2024

To,

**The Board of Directors**

**Asian Petroproducts and Exports Limited**

24, Suwarnapuri Society,  
Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara - 390 007,  
Gujarat, India.

**Auditors' Report on Restated Financial Information in connection with the Right Issue of Asian Petroproducts and Exports Limited**

Dear Sirs,

- 1) We have examined the attached Restated Ind AS Financial Information of Asian Petroproducts and Exports Limited, which comprise of the Restated Ind AS summary statement of assets and liabilities as at 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022, the Restated Ind AS summary statements of profit and loss (including other comprehensive income), the Restated Ind AS summary statement of cash flows and the Restated Ind AS summary statement of changes in equity for the years ended 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022, read together with summary statement of significant accounting policies, annexures and notes thereto (collectively, together with the notes and annexures there to, referred to as the "Restated Ind AS Financial Statements"), for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Rights Issue. The Restated Ind AS Financial Statements have been prepared for the purpose of inclusion in the Draft Letter of Offer and Letter of Offer (hereinafter referred to as "Offer Documents") prepared by the Company in connection with its proposed Rights Issue comprising of fresh issue of equity shares of face value of Rs. 10/- each and prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Companies Act") as amended;
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
- 2) The company's board of directors is responsible for the preparation of the Restated Ind AS Financial Information for the purpose of inclusion in the Offer Documents to be filed with BSE Limited and the Registrar of Companies, in connection with the proposed Rights Issue. The responsibility of the board of directors of the company includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Ind AS Financial Information. The board of directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
- 3) We have examined these Restated Ind AS Financial Information taking into consideration:
  - a) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI as amended from time to time.
  - b) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Ind AS Financial Statements; and



# DBS & ASSOCIATES

## Chartered Accountants

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c) The requirements of Section 26 of the Companies Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed Rights Issue.

4) These Restated Ind AS Financial Statements have been compiled by the management from:

Audited Ind AS Financial Statements of the Company for each of the years ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time and other accounting principles generally accepted in India.

5) For the purpose of examination, we have relied on:

Auditors' report issued by us for the year ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 respectively as referred in Paragraph 4 above.

### Qualified Opinion:

We have also observed the following points and draw attention to -

**A. The Company continues to prepare its account as going concern basis, despite facts that-**

**a. There is an erosion in the Net Worth of the Company**

**b. Current liabilities are far in excess to current assets.**

**B. The Company has not complied with the TDS provisions of the Income Tax Act.**

**C. The Company has not complied with provision of Ind AS- 119 for employee benefits.**

6) Based on our examination and in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report the following subject to points Mentioned in Paragraph "**Qualified Opinion**":

a) The Restated Ind AS Restated statement of assets and liabilities of the Company as at 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 examined by us, as set out in Annexure I of the Restated Financial Statement to this report.



# DBS & ASSOCIATES

## Chartered Accountants

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- b) The Restated Ind AS summary statement of profit and loss (including other comprehensive income) of the Company for each of the years ended 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 examined by us, as set out in Annexure II of the Restated Financial Statement to this report, have been arrived at after making adjustments and regroupings /reclassifications as in our opinion, were appropriate.
- c) The Restated Ind AS summary statement of cash flows of the Company for each of the years ended 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 examined by us, of the Restated Ind AS Financial Statement to this report.
- d) The Restated Ind AS summary statement of changes in equity of the Company for each of the years ended 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 examined by us, as set out in the Restated Ind AS Financial Statement have been arrived at after making adjustments and regroupings/ reclassifications as in our opinion, were appropriate.
- e) Based on the above and according to the information and explanations given to us, we further report that the Restated Financial Statements:
- i) do not contain any adjustment due to change in the accounting policy, since there are no change in accounting policies;
  - ii) do not contain any adjustment for the material amounts in the respective financial years to which they relate subject to points mentioned in Paragraph "**Qualified Opinion**";
  - iii) do not contain any extraordinary items that need to be disclosed separately in the Restated Ind AS Financial Information in the respective financial years; and,
  - iv) do not contain any qualification as at and for the years ended 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 which require adjustments subject to points mentioned in Paragraph "**Qualified Opinion**".
- 1) We have also examined the following other Restated financial information of the Company set out in the notes prepared by its management and approved by the Board of Directors of the Company for each of the years ended 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022.
- 2) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.
- 3) This report should not, in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firms of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
- 4) We have no responsibility to update our report for events and circumstances occurring after the date of the report.



# DBS & ASSOCIATES

## Chartered Accountants

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- 7) The audit report on the Special Purpose Ind AS Financial Statements and the Ind AS Financial Statements issued by us is unmodified subject to points mentioned in Paragraph “*Qualified Opinion*”.
- 8) Based on our examination and according to the information and explanations given to us, we report that the Restated Ind AS Financial Information:
  - a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the period ended 31<sup>st</sup> March 2024;
  - b) does not require any adjustment for modification as there is no modification in the underlying audit reports; and
  - c) have been prepared in accordance with the Companies Act, ICDR Regulations and the Guidance Note.
- 9) The Restated Ind AS Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited Special Purpose Ind AS Financial Statements and the Ind AS Financial Statements as mentioned in paragraph 4 above.
- 10) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
- 11) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 12) Our report is intended solely for use of the Board of Directors for inclusion in the Offer documents to be filed with the BSE Limited and the ROC in connection with the proposed Rights Issue. Our report should not be used, referred to or distributed to any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without or prior consent in writing.

**For M/s. DBS & Associates**  
Chartered Accountants

  
CA Roxy Teniwal  
Partner



**Membership No:** 141538  
**Firm Registration No:** 018627N  
**UDIN:** - 24141538BKGEAH9977  
**Date:** - June 27, 2024  
**Place:** - Mumbai.

**ASIAN PETROPRODUCTS AND EXPORTS LIMITED**

CIN: L23209GJ1991PLC016666

**24, Suwernapuri Soceity, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara, Gujarat, 390007**

**Consolidated Balance Sheet for the year ending on 31st March,**

*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

Sr. No.	Particulars	Note No.	2024	2023	2022
I)	<b>ASSETS</b>				
1)	<b>Non Current assets</b>				
	a) Property, Plant and Equipment and Intangible Assets				
	i) Property, Plant and Equipment	10	192.83	39.06	41.61
	ii) Intangible assets		-	-	-
	iii) Capital work-in-progress PPE		-	-	-
	iv) Intangible assets under development		-	-	-
	b) Non current Investments	11	-	-	-
	c) Deferred Tax Assets (Net)	12	-	-	-
	d) Long term loans and advances	12(a)	-	-	-
	e) Other non current assets	13	-	-	-
2)	<b>Current assets</b>				
	a) Current Investments		0.05	0.05	0.05
	b) Inventories	14	-	-	-
	c) Trade receivables	15	119.30	128.22	170.88
	d) Cash & cash equivalents	16	40.26	23.78	16.57
	e) Short term Loans & Advances	17	7.03	10.10	8.87
	f) Other Financial Assets	18	0.69	0.17	0.17
	g) Other current assets	19	18.90	3.25	4.49
	<b>TOTAL</b>		<b>379.07</b>	<b>204.63</b>	<b>242.63</b>
II)	<b>EQUITY &amp; LIABILITIES</b>				
1)	<b>Shareholder's Funds</b>				
	a) Share Capital	1	866.75	769.75	692.20
	b) Reserves & Surplus	2	(1,162.43)	(961.27)	(894.71)
2)	<b>Share Application Money Pending Allotment</b>				
3)	<b>Non Current Liabilities</b>				
	a) Long term borrowings	3	372.28	239.05	314.45
	b) Deferred Tax Liabilities (Net)	4	-	-	-
	c) Other Long term liabilities	5	-	-	-
	d) Long term provisions		-	-	-
4)	<b>Current Liabilities</b>				
	a) Short term borrowings	6	-	-	-
	b) Trade payables	7	-	-	-
	(a) Total Outstanding dues of micro enterprises and small enterprises		-	-	-
	(b) Total Outstanding dues of other than micro enterprises and small enterprises		106.67	105.04	107.35
	c) Other current liabilities	8	195.80	52.06	19.87
	d) Short term provisions	9	-	-	3.48
	<b>TOTAL</b>		<b>379.07</b>	<b>204.63</b>	<b>242.63</b>
			<b>0.01</b>	<b>0.00</b>	<b>(0.00)</b>

Notes on Financial Statements 1 to 37

Notes referred to above form an integral part of the Balance Sheet.

**As per my Audit Report Under the Companies Act, 2013, of even date For, DBS & Associates Chartered Accountants (FRN 018627N)**

**For and on behalf of the Board of Directors of Asian Petroproducts and Exports Limited**

CA Roxy Teniwal  
Partner  
M No - 141538

Jaykishor Chaturvedi  
Managing Director  
DIN: 00467706

Siddharth Chaturvedi  
Director  
DIN : 01968300

Place : Mumbai  
Date: 27/06/2024  
Udin:

Ankur Chaturvedi  
Chief Financial Officer

Anjali Gurnani  
Company Secretary

Place : Vadodara  
Date: 27/06/2024

**ASIAN PETROPRODUCTS AND EXPORTS LIMITED**

CIN: L23209GJ1991PLC016666

**24, Suwarnapuri Soceity, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara, Gujarat, 390007**

**Consolidated Profit & Loss Statement for the year ended on 31st March of**

*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

Sr. No.	Particulars	Note No.	2024	2023	2022
<b>I</b>	<b>Revenue from operations</b>	20			
	Gross Sales		-	1,666.38	34.69
	Less: Duties, Taxes and Other		-	-	-
	<b>Net Sales</b>		-	<b>1,666.38</b>	<b>34.69</b>
<b>II</b>	Other Income	21	-	27.64	20.42
<b>III</b>	<b>Total Income (I+II)</b>		-	<b>1,694.02</b>	<b>55.11</b>
<b>IV</b>	<b>Expenses :</b>				
	Cost of materials consumed	22	-	1,592.20	33.41
	Employee benefits expense	23	54.54	48.64	28.60
	Finance costs	24	-	-	-
	Depreciation & amortization expense	25	2.30	3.00	3.15
	Other Expenses	26	47.32	35.52	19.46
	<b>Total Expenses</b>		<b>104.16</b>	<b>1,679.37</b>	<b>84.62</b>
<b>V</b>	Profit before exceptional and extraordinary items and tax (III-IV)		(104.16)	14.65	(29.51)
<b>VI</b>	Exceptional items		-	-	-
<b>VII</b>	Profit before extraordinary items & tax (V-VI)		(104.16)	14.65	(29.51)
<b>VIII</b>	Extraordinary items		-	-	-
<b>IX</b>	Profit before tax (VII-VIII)		(104.16)	14.65	(29.51)
<b>X</b>	<b>Tax Expenses:</b>				
	1) Current Tax		-	3.66	-
	2) Deferred Tax Charges (Revenue)	12	-	-	-
<b>XI</b>	Profit / (Loss) for the period from continuing operations (IX-X)		(104.16)	10.99	(29.51)
<b>XII</b>	Profit / (Loss) from discontinuing operations		-	-	-
<b>XIII</b>	Tax expense of discontinuing operations		-	-	-
<b>XIV</b>	Profit / (Loss) from discontinuing operations (after tax) (XII-XIII)		-	-	-
<b>XV</b>	Profit and loss for the period (XI+XIV)		<b>(104.16)</b>	<b>10.99</b>	<b>(29.51)</b>
<b>XVI</b>	Earnings per equity share:				
	1)Basic		<b>(1.20)</b>	<b>0.14</b>	<b>(0.43)</b>
	2)Diluted		<b>(1.20)</b>	<b>0.01</b>	<b>(0.03)</b>

Notes on Financial Statements

1 To 37

Notes referred to above form an integral part of the Profit and Loss Account.

This is the Profit and Loss Account referred to in our report of even date.

**As per my Audit Report Under the Companies Act, 2013, of even date For, DBS & Associates Chartered Accountants (FRN 018627N)**

**For and on behalf of the Board of Directors of Asian Petroproducts and Exports Limited**

**CA Roxy Teniwal  
Partner  
M No - 141538**

**Jaykishor Chaturvedi  
Managing Director  
DIN: 00467706**

**Siddharth Chaturvedi  
Director  
DIN : 01968300**

**Place : Mumbai  
Date: 27/06/2024  
Udin:**

**Ankur Chaturvedi  
Chief Financial Officer**

**Anjali Gurnani  
Company Secretary**

**Place : Vadodara  
Date: 27/06/2024**



**ASIAN PETROPRODUCTS AND EXPORTS LIMITED**

CIN: L23209G11991PLC016666

24, Suwarnapuri Society, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara, Gujarat, 390007

**Consolidated Cash Flow Statement for the year ending on 31st March,**

*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

Particulars	2024	2023	2022
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit Before Tax	(104.16)	14.65	(29.51)
Adjustments for:			
Depreciation	2.30	3.00	3.15
Preliminary Exp Written Off	-	-	-
Short Provision of IT	-	-	-
(Profit)/loss on sale of Assets	-	-	(0.05)
Interest & Finance Charges	-	-	-
Interest on FD	-	-	-
Previous year Income	-	-	-
Dividend Income	-	-	-
	2.30	3.00	3.10
<b>Operating Profit before Working Capital Changes</b>	<b>(101.86)</b>	<b>17.65</b>	<b>(26.41)</b>
Adjustments for changes in working capital:			
Decrease/(Increase) in Current Assets			
Current Investments	-	-	-
Inventories	-	-	5.15
Trade receivables	8.92	42.66	731.27
Short term Loans & Advances	3.07	(1.23)	(2.67)
Other current assets	(16.17)	1.24	11.02
Increase/(Decrease) in Current Liabilities			
Short Term Borrowings	-	-	-
Trade payables	1.63	(2.31)	(703.75)
Other current liabilities	143.74	32.19	6.25
Short term provisions	-	(3.48)	1.51
	141.19	69.07	48.78
<b>Cash generated from operations</b>	<b>39.33</b>	<b>86.72</b>	<b>22.37</b>
Income Tax paid	-	3.66	-
<b>Net Cash flow from Operating activities</b>	<b>39.33</b>	<b>83.06</b>	<b>22.37</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets	(156.07)	-	-
Sale of Fixed Assets	-	(0.46)	0.11
Capital work in Progress	-	-	-
Long Term Advances	-	-	-
Non Current Assets	-	-	-
Non Current Investment	-	-	-
Interest on FD	-	-	-
<b>Net Cashflow from Investing activities</b>	<b>(156.07)</b>	<b>(0.46)</b>	<b>0.11</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Long term Borrowings	133.23	(75.40)	(256.17)
Issue of shares	-	-	238.75
Cash Received from Share Premium	-	-	-
Interest paid	-	-	-
<b>Net Cash flow from financing activities</b>	<b>133.23</b>	<b>(75.40)</b>	<b>(17.42)</b>
Net increase in cash & Cash Equivalents	16.49	7.21	5.05
Cash and Cash equivalents as at beginning of year	23.78	16.57	11.52
<b>Cash and Cash equivalents as at end of year</b>	<b>40.26</b>	<b>23.78</b>	<b>16.57</b>

Cash & Cash Equivalents	As on		
	31.03.2023	31.03.2023	31.03.2022
Cash in Hand	20.25	5.48	2.32
Cash at Bank	20.01	18.30	14.25
Fixed Deposits and Accrued Interest	-	-	-
<b>Cash &amp; Cash equivalents as stated</b>	<b>40.26</b>	<b>23.78</b>	<b>16.57</b>
Check	0.00	(0.00)	0.00

As per my Audit Report Under the Companies Act,  
2013, of even date  
For, DBS & Associates  
Chartered Accountants  
(FRN 018627N)

For and on behalf of the Board of  
Directors of Asian Petroproducts and

CA Roxy Teniwal  
Partner  
M No - 141538

Jaykishor Chaturvedi  
Managing Director  
DIN: 00467706

Siddharth Chaturvedi  
Director  
DIN : 01968300

Place : Mumbai  
Date: 27/06/2024  
Udin:

Anjali Gurnani  
Company Secretary

Ankur Chaturvedi  
Chief Financial Officer  
Place : Vadodara  
Date: 27/06/2024

**ASIAN PETROPRODUCTS AND EXPORTS LIMITED**

CIN: L23209GJ1991PLC016666

24, Suwarnapuri Soceity, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara, Gujarat, 390007

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March of the year**

*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

Sr. No.	Particulars	2024	2023	2022
<b>1</b>	<b>Share Capital</b>			
	a) Authorized Share Capital -			
	2,50,00,000 Equity Shares of Rs.10/- each for the year March 2023	2,500.00	2,500.00	1,000.00
	1,00,00,000 Equity Shares of Rs. 10/- each for the year March 2022 and 2021			
	<b>TOTAL Authorised Capital</b>	<b>2,500.00</b>	<b>2,500.00</b>	<b>1,000.00</b>
	b) Issued,Subscribed & Paid Up Capital -			
	62,80,000 Equity Shares of Rs.10/- each, as fully paid up as on 31/03/2021			692.20
	69,22,000 Equity Shares of Rs.10/- each, as fully paid up as on 31/03/2022			
	76,97,500 Equity Shares of Rs.10/- each, as fully paid up as on 31/03/2023		769.75	
	86,67,500 Equity Shares of Rs.10/- each, as fully paid up as on 31/03/2024	866.75		
		<b>866.75</b>	<b>769.75</b>	<b>692.20</b>

Sr.no.	Name of Shareholders more than 5%	No.	31-03-2024		No.	31-03-2023		No.
			No.	%		No.	%	
1	J. K. CHATURVEDI(HUF)	6,13,300.00	6,13,300.00	7.08	6,13,300.00	6,13,300.00	7.97	6,13,300.00
2	J. K. CHATURVEDI	21,59,400.00	18,99,400.00	24.91	18,99,400.00	18,99,400.00	24.68	15,99,400.00
3	SIDDHARTH JAYKISHOR CHATURVEDI	7,56,489.00	3,56,489.00	8.73	3,56,489.00	3,56,489.00	4.63	3,18,489.00
4	BRIJLAXMI LEASING AND FINANCE LTD	2,568.00	4,20,800.00	0.03	4,20,800.00	4,20,800.00	5.47	4,20,800.00
5	WORLD TRADEIMPX LTD	12,24,500.00	9,14,500.00	14.13	9,14,500.00	9,14,500.00	11.88	4,77,000.00

**Changes in Promoter Holdings**

Sr.no.	Name of Shareholders	No of Shares As on 31.03.2024	No of Shares As on 31.03.2023	No of Shares As on 31.03.2022	Increase %/ (Decrease %)
1	J. K. CHATURVEDI(HUF)	6,13,300.00	6,13,300.00	6,13,300.00	0.00%
2	J. K. CHATURVEDI	21,59,400.00	18,99,400.00	15,99,400.00	0.00%
3	SIDDHARTH JAYKISHOR CHATURVEDI	7,56,489.00	3,56,489.00	3,18,489.00	0.00%
4	ANKUR JAYKISHOR CHATURVEDI	1,12,303.00	1,12,303.00	1,12,303.00	0.00%
5	BRIJLAXMI LEASING AND FINANCE LTD	2,568.00	4,20,800.00	4,20,800.00	0.61%
6	WORLD TRADEIMPX LTD	12,24,500.00	9,14,500.00	4,77,000.00	0.00%

Sr.no.	Name of Shareholders	No of Shares As on 31.03.2023	No of Shares As on 31.03.2022	No of Shares As on 31.03.2021	Increase %/ (Decrease %)
1	J. K. CHATURVEDI(HUF)	6,13,300.00	6,13,300.00	6,13,300.00	-0.89%
2	J. K. CHATURVEDI	18,99,400.00	15,99,400.00	15,99,400.00	1.57%
3	SIDDHARTH JAYKISHOR CHATURVEDI	3,56,489.00	3,18,489.00	3,18,489.00	0.03%
4	ANKUR JAYKISHOR CHATURVEDI	1,12,303.00	1,12,303.00	1,12,303.00	-0.16%
5	BRIJLAXMI LEASING AND FINANCE LTD	4,20,800.00	4,20,800.00	4,20,800.00	-0.61%
6	WORLD TRADEIMPX LTD	9,14,500.00	4,77,000.00	4,77,000.00	4.99%

**Changes in Promoter Holdings**

Sr.no.	Name of Shareholders	No of Shares As on 31.03.2022	No of Shares As on 31.03.2021	No of Shares As on 31.03.2021	Increase %/ (Decrease %)
1	J. K. CHATURVEDI(HUF)	6,13,300.00	6,13,300.00	6,13,300.00	-0.91%
2	J. K. CHATURVEDI	15,99,400.00	12,09,400.00	12,09,400.00	3.85%
3	SIDDHARTH JAYKISHOR CHATURVEDI	3,18,489.00	3,18,489.00	3,18,489.00	-0.47%
4	ANKUR JAYKISHOR CHATURVEDI	1,12,303.00	1,12,303.00	1,12,303.00	-0.17%
5	BRIJLAXMI LEASING AND FINANCE LTD	4,20,800.00	4,20,800.00	4,20,800.00	-0.62%
6	WORLD TRADEIMPX LTD	4,77,000.00	2,25,000.00	2,25,000.00	3.31%

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March of the year**

*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

Sr. No.	Particulars	2024	2023	2022
<b>a) Other Reserve</b>				
	Share warrants due for conversion	97.00	174.55	174.55
	Less- Converted into shares during the year	(97.00)	(77.55)	-
		<u>-</u>	<u>97.00</u>	<u>174.55</u>
<b>b) Capital Reserve</b>				
	Opening Balance	263.14	263.14	263.14
	Addition During the Year			
		<u>263.14</u>	<u>263.14</u>	<u>263.14</u>
<b>c) Retained Profit / (Loss)</b>				
	Opening Balance	(1,321.41)	(1,332.40)	(1,302.89)
	Add : Deffered Tax liabilities written off	-	-	-
	Add : Profit transferred from Profit & Loss Statement	(104.16)	10.99	(29.51)
	<b>Surplus - Closing balance</b>	<u>(1,425.57)</u>	<u>(1,321.41)</u>	<u>(1,332.40)</u>
	<b>Total (a+b)</b>	<u>(1,162.43)</u>	<u>(961.27)</u>	<u>(894.71)</u>
<b>1</b>	<b>Long Term Borrowings</b>			
	<b>Term Loans</b>			
<b>a)</b>	<b>From Banks &amp; NBFC:</b>			
	<b>b) Unsecured Loan from Directors/Shareholders/Related parties</b>			
	ANKUR CHATURVEDI	0%	1.52	0.39
	J.K.Chaturvedi	0%	326.95	229.77
	JKE POLYMERS PVT LTD	0%	-	1.91
	RAJ PETROPRODUCTS LTD	0%	-	0.73
	SHREENATH PLASTOPACK PVT. LTD.	0%	-	4.20
	SIDDHARTH CHATURVEDI	0%	41.23	2.06
	WORLD TRADIMPEX PVT. LTD.	0%	(0.02)	-
	BRIJLAXMI INFOTECH LTD.	0%	-	-
	J.K.Chaturvedi HUF	0%	2.60	-
	<b>Total</b>		<u>372.28</u>	<u>239.05</u>
			<u>314.45</u>	
<b>4</b>	<b>Deferred Tax Liability</b>			
	Balance as per last Balance Sheet	-	-	-
	Add: Current Year Deferred Tax Charge	-	-	-
	<b>Total</b>		<u>-</u>	<u>-</u>
<b>5</b>	<b>Other Long Term Liabilities</b>			
			<u>-</u>	<u>-</u>
			<u>-</u>	<u>-</u>
	<b>Total</b>		<u>-</u>	<u>-</u>
<b>6</b>	<b>Short Term Borrowings</b>			
	<b>a) Short Tem Borrowings - Secured</b>			
			<u>-</u>	<u>-</u>
	<b>b) Current Maturities of Long Term Debt</b>			
	<u>Secured</u>		<u>-</u>	<u>-</u>
	<u>Unsecured</u>		<u>-</u>	<u>-</u>
	<b>Total</b>		<u>-</u>	<u>-</u>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March of the year**

*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

Sr. No.	Particulars	2024	2023	2022
<b>7</b>	<b>Trade Payables</b>			
	a) Trade Payable - MSME			
	b) Trade Payable - for Trade	95.85	98.31	107.35
	c) Trade Payable - for Expenses	10.82	6.73	-
	<b>Total</b>	<b>106.67</b>	<b>105.04</b>	<b>107.35</b>
<b>7.1</b>	Balances of above Trade Payables are subject to confirmation and reconciliation, if any Segregation of trade payables into dues of MSME and other - Schedule 11 Segregation of trade payables into dues of MSME and other - Schedule 11 not applicable in 2020-21			
<b>8</b>	<b>Other Current Liabilities</b>			
<b>8.1</b>	<b>Short Term Loan and Advances</b>			
		-	-	-
		-	-	-
		-	-	-
<b>8.2</b>	<b>Statutory Payable AND other payable</b>			
	Provision for Expenses			-
	Audit Fees Payable	3.50	2.50	-
	TDS and TCS Payable	0.05	1.48	-
	GST PAYABLE	-	7.68	-
		<b>3.55</b>	<b>11.66</b>	<b>-</b>
<b>8.3</b>	<b>Advance Received from Customers</b>			
	Salary Payable			
	Other Payable	16.77	27.11	4.26
	Advance for Export	15.00	13.29	13.29
	Payable for Land Development-(capital goods)	160.48		
	Advance received from the Other party		-	2.32
		<b>192.25</b>	<b>40.40</b>	<b>19.87</b>
<b>9</b>	<b>Short Term Provisions</b>			
	Provision for Expenses			1.93
	Other provisions			-
	Audit Fees Payable			1.50
	TDS and TCS Payable			0.05
		-	-	<b>3.48</b>
		-	-	-
		-	-	-
		-	-	-
	<b>Total (a+b+c)</b>	<b>-</b>	<b>-</b>	<b>3.48</b>
<b>10</b>	<b>Non Current assets</b>			
	<b>Property, Plant and Equipment</b>			
	<b>i) PPE and Intangible Assets</b>			
	Gross Block	342.85	186.77	186.31
	Less: Depreciation	150.00	147.70	144.70
	<b>Net Block</b>	<b>192.83</b>	<b>39.06</b>	<b>41.61</b>
	(As per Separate Sheet Attached herewith)			
<b>10.01</b>	Property, Plant and Equipment of the company have not been revalued during the year under review.			
<b>10.02</b>	It is explained by the management that the company has assessed recoverable value of assets, which worked out to higher than corresponding book value of net assets. Hence no impairment loss has been recognized.			
<b>11</b>	<b>Non - Current Investments</b>			
		-	-	-
<b>12</b>	<b>Deferred Tax Asset</b>			
	Balance as per last Balance Sheet	-	-	-
	Less: Current Year Deferred Tax Exp	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>13</b>	<b>Other Non Current Assets (Unsecured - Considered Good)</b>			
	<b>a) Loans &amp; Advances to Others</b>	-	-	-
	<b>b) Capital Advances</b>	-	-	-
	<b>c) Deposits</b>	-	-	-
		-	-	-
		-	-	-
<b>14</b>	<b>Inventories</b>			
	Raw Material, WIP and Stores			
	Finished Goods			
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>14.01</b>	Closing Stock is taken as valued and certified by the Management.			
<b>15</b>	<b>Trade receivables</b>			
	Trade Receivable - Less Than 6 Months	-	-	-
	Trade Receivable - 6 Months to 1 Year	-	4.28	18.10
	Trade Receivable - 1 Year to 2 Year			11.72
	Trade Receivable - 2 Year to 3 Year			124.99
	Trade Receivable - More than 3 Year	119.30	123.94	16.07
	<b>Total</b>	<b>119.30</b>	<b>128.22</b>	<b>170.88</b>
<b>15.01</b>	Balances of above Trade Receivables are subject to confirmation and reconciliation, if any.			

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March of the year**  
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

Sr. No. Particulars	2024	2023	2022
<b>16 Cash &amp; cash equivalents</b>			
Cash in Hand	20.25	5.48	2.32
Current Account	20.01	18.29	13.28
Bank Balances other than above	-	0.01	0.97
<b>Total</b>	<b>40.26</b>	<b>23.78</b>	<b>16.57</b>
<b>17 Short Term Loans Advances</b>			
Loan to Other	7.03	10.10	8.87
<b>Total</b>	<b>7.03</b>	<b>10.10</b>	<b>8.87</b>
<b>18 Other Current Assets</b>			
Deposit	0.69	0.17	0.17
<b>Total</b>	<b>0.69</b>	<b>0.17</b>	<b>0.17</b>
<b>19 Other Financial Assets</b>			
TDS and other assets	3.28	3.25	4.49
GST RECEIVABLE	15.62		
<b>Total</b>	<b>18.90</b>	<b>3.25</b>	<b>4.49</b>
<b>19 Revenue from Operations</b>			
Sales- Fuel oil and other	-	1,666.38	34.69
<b>Gross Sales</b>	<b>-</b>	<b>1,666.38</b>	<b>34.69</b>
Less-GST			
Less: TCS			
<b>Total</b>	<b>-</b>	<b>1,666.38</b>	<b>34.69</b>
<b>20 Other Income</b>			
Misc Income	-	-	0.09
Sales Proceed of Agro Products	-	0.90	10.33
Bad Debt W/off	-	-	-
Commission Income	-	26.74	10.00
<b>Total</b>	<b>-</b>	<b>27.64</b>	<b>20.42</b>
<b>21 Cost of Materials Consumed</b>			
Opening Stock	-	-	5.15
Add: Purchases	-	1,592.20	28.26
	-	1,592.20	33.41
Less: Closing Stock	-	-	-
<b>Total</b>	<b>-</b>	<b>1,592.20</b>	<b>33.41</b>
<b>22 Employee Benefits Expense</b>			
Director Remuneration	36.00	28.70	10.20
Salary and Wages	18.09	19.49	18.32
Staff Welfare	0.45	0.45	0.08
<b>Total</b>	<b>54.54</b>	<b>48.64</b>	<b>28.60</b>
<b>23 Finance Costs</b>			
Bank Charges and Commission			
Bank Interest -Term Loan			
Bank Interest -Working Capital Fin			
Bank Loan Processing Fees			
Other Interest - Business Loan			
Interest on 9% CCD			
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>24 Depreciation and amortization expense</b>			
Depreciation	2.30	3.00	3.15
Preliminary Expenses W/off			
Preoperative Expenses W/off			
<b>Total</b>	<b>2.30</b>	<b>3.00</b>	<b>3.15</b>

The depreciation has been provided as per schedule II of the Companies Act, 2013 on pro-rata basis on Written Down Value Method.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March of the year**

*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

Sr. No. Particulars	2024	2023	2022
<b>25</b> <u>a) Manufacturing Expenses</u>			
Carriage Inward			
Outside Labour			
Rent, Rates and Taxes			
Repairs & Maintenance			
Power and Fuel Charges			
Factory Expenses			
Site Expenses			
Crane Hire Charges			
Conveyance (Vendor)			
<b>Total (a)</b>	-	-	-
<u>b) Office and Administration Cost</u>			
Factory Expenses		0.31	0.06
Factory Maintenance		-	-
Freight Outward		-	0.16
Freight Inward		-	-
Labour Charges		0.60	0.53
Advertisement Expenses	0.44	0.27	0.32
Corporate Action Fees		0.10	-
Consultancy Charges		-	0.45
Bank Charges	0.29	0.20	0.19
Books & Periodicals	0.04	0.11	-
Business Promotion Expenses		0.20	0.56
Computers Repairs & Maintenance	0.03	0.12	-
Conveyance Exp		-	1.32
Custodial Fees	0.51	0.45	-
Demat Service Charges	0.36	0.53	1.58
Electric Expenses		0.23	0.39
Insurance Charges	0.17	0.01	-
Legal & Professional Exp	12.26	2.98	4.06
Statutory Audit Fees	1.00	1.00	0.75
Internal Audit Fee		-	-
Others	12.70	-	-
Listing Fees	3.42	3.00	3.00
Membership Fees		0.38	-
Office Expenses	0.16	1.31	0.27
Power & Fuel		1.30	-
Postage & Telegram		0.11	0.02
Preferential Allotment Fees	0.10	0.30	2.50
Printing & Stationery	0.32	0.32	0.11
Repairs & Maintenance (Others)	0.06	0.04	0.02
Repairs & Maintenance (Vehicle)	0.25	0.21	0.23
Repairs & Maintenance (Building)	3.91	3.75	1.54
ROC Expenses	0.13	15.76	0.10
Telephone Expenses	0.33	0.11	0.34
Office Rent	2.86		
Penalty BSE	0.48		
Travelling Expenses	5.80	1.82	0.18
Foreign Exchange Loss	1.71	-	0.75
Dr Balance W/off	-	-	-
<b>Total (b)</b>	<b>47.32</b>	<b>35.52</b>	<b>19.46</b>
<u>c) Selling and Distribution Cost</u>			
Sales Promotion			
Carriage Outward			
Commission			
Travelling and Conveyance			
<b>Total (c)</b>	-	-	-
<b>Total (a+b+c)</b>	<b>47.32</b>	<b>35.52</b>	<b>19.46</b>

26 Figures of previous year have been regrouped and rearranged, wherever necessary.

27 As per amendment to Schedule III disclosure for MSME Creditors has been done to the extent data available.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March of the year**  
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

Sr. No. Particulars	2024	2023	2022
<b>28 Related Party (RP) and Key Managerial Personnels (KMP)</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
SIDDHARTH JAYKISHOR CHATURVEDI	Director	Director	Director
NUPUR ANKUR CHATURVEDI	Director	Director	Director
JAYKISHOR CHAITANYAKISHOR CHATURVEDI	Managing Director	Managing Director	Managing Director
DEVINDERSINGH SEWASINGH BHUMRA	Director	Director	Director
ANKUR JAYKISHOR CHATURVEDI	CFO	CFO	CFO
JASHWANT HIRALAL BHATT	Director	Director	Director
ANJALI GURNANI	Company Secretary	Company Secretary	Company Secretary
JAYKISHOR CHAITANYAKISHOR CHATURVEDI (HUF)			
RAJ PETROPRODUCTS LIMITED	Related Party	Related Party	Related Party
BRIJLAXMI INFOTECH LIMITED	Related Party	Related Party	Related Party
JKE POLYMERS PRIVATE LIMITED	Related Party	Related Party	Related Party
BRIJLAXMI LEASING & FINANCE LTD	Related Party	Related Party	Related Party
JJ CHEMICALS (GUJARAT) PVT LTD	Related Party	Related Party	Related Party
SHREENATH PLASTOPACK PVT LTD	Related Party	Related Party	Related Party
J K CHATURVEDI (HUF)	Related Party	Related Party	Related Party
WORLD TRADIMPEX PVT LTD	Related Party	Related Party	Related Party

**29 Related Party Transactions**

Particulars	Particulars	During the Year Amt Rs (Lakh)	During the Year Amt Rs (Lakh)	Balance As on 31.03.2024 ( Amt in Lakh)
Jaykishor Chaturvedi	Repayment of Loan	1.56		326.95
Jaykishor Chaturvedi	Receipt of Loan	98.74		326.95
Jaykishor Chaturvedi	Remuneration	24.00		
Siddharth Chaturvedi	Repayment of Loan	10.08		41.22
Siddharth Chaturvedi	Receipt of Loan	49.23		41.22
Ankur Jaykishor Chaturvedi	Receipt of Loan	1.63		1.52
Ankur Jaykishor Chaturvedi	Repayment of Loan	0.50		1.52
Ankur Jaykishor Chaturvedi	Remuneration	12.00		
JKE Polymers Pvt Ltd	Repayment of Loan	1.00		0.00
JKE Polymers Pvt Ltd	Receipt of Loan	2.90		0.00
Raj Petroproducts Ltd	Receipt of Loan	1.00		0.00
Raj Petroproducts Ltd	Repayment of Loan	1.73		0.00
Brijlaxmi Leasing and Finance Limited	Repayment of Loan	6.36		0.00
Brijlaxmi Leasing and Finance Limited	Loan Given	5.31		0.00
Shreenath Plastopack Private Limited	Receipt against sales	1.53		0.00
Shreenath Plastopack Private Limited	Receipt of Loan	2.72		0.00
World Tradimpex Private Limited	Receipt of Loan	1.95		0.02
World Tradimpex Private Limited	Repayment of Loan	1.70		0.02

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March of the year**  
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

Sr. No.	Particulars	2024	2023	2022	
<b>29.01</b>	<b>for the year ended 31st March 2023 and Balance as on 31.03.2023</b>				
	<b>Particulars</b>	<b>Particulars</b>	<b>During the Year Amt Rs (Lakh)</b>	<b>During the Year Amt Rs (Lakh)</b>	<b>Balance As on 31.03.2023 ( Amt in Lakh)</b>
	Jaykishor Chaturvedi	Repayment of Loan	53.08	53.08	229.77
	Jaykishor Chaturvedi	Receipt of Loan	10.05	10.05	229.77
	Jaykishor Chaturvedi	Remuneration	24.00	24.00	
	Siddharth Chaturvedi	Repayment of Loan	9.23	9.23	2.06
	Siddharth Chaturvedi	Receipt of Loan	11.07	11.07	2.06
	Ankur Jaykishor Chaturvedi	Receipt of Loan	11.25	11.25	0.39
	Ankur Jaykishor Chaturvedi	Repayment of Loan	10.86	10.86	0.39
	Ankur Jaykishor Chaturvedi	Remuneration	4.20	4.20	
	JKE Polymers Pvt Ltd	Repayment of Loan	0.01	0.01	1.90
	JKE Polymers Pvt Ltd	Receipt of Loan	1.92	1.92	1.90
	Raj Petroproducts Ltd	Receipt of Loan	0.73	0.73	0.73
	Brijlaxmi Leasing and Finance Limited	Repayment of Loan	0.98	0.98	0.19
	Brijlaxmi Leasing and Finance Limited	Loan Given	2.04	2.04	0.19
	Shreenath Plastopack Private Limited	Receipt against sales	19.13	19.13	1.53 Debit balance
	Shreenath Plastopack Private Limited	Receipt of Loan	5.25	5.25	4.20
	Shreenath Plastopack Private Limited	Repayment of Loan	1.05	1.05	4.20
	World Tradimpex Private Limited	Receipt of Loan	2.44	2.44	0.00
	World Tradimpex Private Limited	Repayment of Loan	41.73	41.73	0.00

**29.02 for the year ended 31st March 2022**

Particulars	Particulars	Amount Rs in Lakh	Amount Rs in Lakh	Balance As on 31.03.2022
Jaykishor Chaturvedi	Repayment of Loan	64.10	64.10	369.61
Jaykishor Chaturvedi	Receipt of Loan	31.70	31.70	369.61
Jaykishor Chaturvedi	Expenses	0.43	0.43	-
Jaykishor Chaturvedi	Preferential Allotment of Convertible Warrant	95.00	95.00	-
Jaykishor Chaturvedi	Remuneration	6.00	6.00	-
Siddharth Chaturvedi	Expenses	0.78	0.78	-
Siddharth Chaturvedi	Repayment of Loan	11.53	11.53	0.22
Siddharth Chaturvedi	Receipt of Loan	29.31	29.31	0.22
Siddharth Chaturvedi	Preferential Allotment of	43.80	43.80	-
Ankur Jaykishor Chaturvedi	Remuneration	4.20	4.20	-
Ankur Jaykishor Chaturvedi	Expenses	0.02	0.02	-
JKE Polymers Private Limited	Payment	1.00	1.00	6.09
Shreenath Plastopack Private Limited	Receipt against sales	12.87	12.87	20.67 debit
World Tradimpex Private Limited	Receipt of Loan	19.89	19.89	39.01
World Tradimpex Private Limited	Repayment of Loan	10.50	10.50	39.01
World Tradimpex Private Limited	Preferential Allotment of	99.95	99.95	0.00
Brijlaxmi Infotech Limited	Loan Given	6.78	6.78	2.66 debit
Brijlaxmi Infotech Limited	Rent	1.80	1.80	-
JJ Chemicals Gujarat Private Limited	Loan Given	3.00	3.00	-
Brijlaxmi Infotech Limited	Repayment of Loan	3.00	3.00	-

**30 Independent Directors**

2023	2023	2022	2022
	Rajendra Kumar	Rajendra Kumar	Rajendra Kumar
-	-	Satish Shah (till 27-06-	Satish Shah (till 27-06-
Jashwant Bhatt	Jashwant Bhatt	Jashwant Bhatt	Jashwant Bhatt
Devindersingh Bhumra	Devindersingh Bhumra	-	-



**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March of the year**  
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

Sr. No. Particulars	2024	2023	2022
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**31 Directors Sitting Fees ( INR in Lakh)**

**31.01 FY 2023-24**

Particulars	Rajendra Kumar Singhal	Satish Shah	Satish Shah	Jashwant Bhatt	Devindersingh Bhumra
	-				
	-	-	-	-	-
	-	-	-	-	-
	-	-	-	-	-
	-	-	-	-	-
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total</b>				<b>0.00</b>	<b>0.00</b>

No Sitting Fees are paid to Directors other than Independent Directors

**FY 2022-23**

Particulars	Rajendra Kumar Singhal	Satish Shah	Satish Shah	Jashwant Bhatt	Devindersingh Bhumra
	-				
	-	-	-	-	-
	-	-	-	-	-
	-	-	-	-	-
	-	-	-	-	-
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total</b>				<b>0.00</b>	<b>0.00</b>

No Sitting Fees are paid to Directors other than Independent Directors

**31.02 FY 2021-22**

Particulars	Rajendra Kumar Singhal	Satish Shah	Satish Shah	Jashwant Bhatt	Devindersingh Bhumra
	-				
	-	-	-	-	-
	-	-	-	-	-
	-	-	-	-	-
	-	-	-	-	-
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total</b>				<b>0.00</b>	<b>0.00</b>

No Sitting Fees are paid to Directors other than Independent Directors

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March of the year**

*(All amounts are in Indian Rupees in Lakhs unless otherwise stated)*

Sr. No.	Particulars	2024	2023	2022
---------	-------------	------	------	------

- 32 Transactions with struck off Companies u/s 248 or 560 - NIL
- 33 Charges yet to be registered with Registrar of Companies - NA as company not having any secured loan from Bank.

- 34 The Company has not traded or invested in Crypto Currency or virtual currency during the year
- 35 No proceedings are initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).

**36 Balance Sheet abstract and company's general business profile**

**I] Particulars of Company:**

CIN NO	CIN: L23209GJ1991PLC016666
Date of Registration :	26/11/1991
PAN No :	AACCA8443J
Nature of business :	The Company's main activity is Manufacturing, Trading and Exports of various petro products products.

**II] Capital raised during the year (Rs. In Lacs)**

	FY 2023-24,	2022-23,	2021-22
	2023-24	2021-22	2021-22
preferential warrant issue	0	0	238.75
Preferential Allotment			
Public Issue	Nil	Nil	Nil
Bonus Issue	Nil	Nil	Nil
Security Premium	Nil	Nil	Nil
Private Placement	Nil	Nil	Nil

**37 Significant Accounting Policies**

**37.01 Method of Accounting**

The accounts of the Company are prepared in accordance with the accounting principles generally accepted in India. The Company has maintained its accounts on mercantile system of accounting.

**37.02 Basis for preparation of financial statements**

- a The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lakhs, unless otherwise indicated. The financial statements have been prepared on accrual and going concern basis. The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except in case of significant uncertainties and except for the following: Investments are measured at fair value.

**b Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of schedule III (except per share data), unless otherwise stated. " 0 " (zero) denoted less than thousand.

**37.03 Property, Plant and Equipment and Intangible Assets**

Property, Plant and Equipment and Intangible Assets are stated at cost of acquisition / construction less accumulated depreciation. None of the Fixed Assets have been revalued during the year under review.

**37.04 Depreciation**

Depreciation on Property, Plant and Equipment is calculated on a straight-line Method using the rates arrived at based on the useful lives estimated by the management commensurate with The Companies Act, 2013

**37.05 Investments**

All Unquoted equity investments are measured at carrying value.

**37.06 Revenue recognition**

Sales are accounted for on the basis of dispatch to customers, which excludes indirect taxes and duties and other income is recognized on accrual basis.

**37.07 Inventories**

The inventories of Raw material, Stores and WIP are valued by the management at cost or market price whichever is lower and on FIFO basis of physical verification of stock at the end of the year.

Particulars	2024	2023	2022	2022	2021
Finished goods	0.00	0.00	0.00	0.00	5.15
WIP	0.00	0.00	0.00	0.00	0.00
WIP-Masterji.AI Project	0.00	0.00	0.00	0.00	0.00
Stores	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>5.15</b>

**37.08 Current Assets, Loans and Advances**

In the opinion of the management, the value of all current assets, loans, advances and other realizable are not less than their realizable value in the ordinary course of business.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> March of the year**  
(All amounts are in Indian Rupees in Lakhs unless otherwise stated)

Sr. No. Particulars	2024	2023	2022
---------------------	------	------	------

**37.09 Employee benefit**

Short term employee benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit & Loss for the year in which the related service is rendered.

**37.10 Accounting for taxes on Income**

Income Tax comprises of current tax, deferred tax. Provision for current income tax is made on the assessable income/benefits at the rate applicable to relevant assessment year. Deferred tax asset & liabilities are recognised for the future tax consequences of timing differences, subject to the consideration of prudence. Deferred tax assets & liabilities are measured using the tax rates enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax asset/liability are reviewed at each Balance Sheet date & recognised and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in future.

**37.11 Borrowing Costs**

Borrowing costs that are directly attributable to acquisition of assets has been capitalized and other borrowing costs has been treated as an expense during the period in which they have incurred. Interest cost related to capital wip has been capitalised.

**37.12 Contingencies & events occurred after the Balance Sheet date  
2023, 2024**

- a) No such liabilities were noticed which are contingent in nature, other than those specified in indepent auditors report and CARO.  
b) There are no such events except mentioned above that have occurred after the Balance Sheet date which will have bearing on profitability and / or state of affairs of the company.

**2022**

- a) No such liabilities were noticed which are contingent in nature, other than those specified in indepent auditors report.  
b) There are no such events except mentioned above that have occurred after the Balance Sheet date which will have bearing on profitability and / or state of affairs of the company.

**37.13 Foreign Exchange Transactions**

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Exchange difference arising on the foreign exchange transaction settled during the period are recognised in the Profit & Loss Account. Monetary items outstanding on date of Balancesheet have been accounted at exchange rate as on that date and difference has been charged to Profit and Loss account.

Particulars	Amount		
	2023-24	2022-23	2021-22
Advance From customer US\$ @ closing of 1 USD Rs.83-34, 73.86, 75.47 & 69.08 for the 2023-24, 2022-23, 2021-22 and 2020-21 respectively	USD \$0.18 Lacs	USD \$0.18 Lacs	USD \$0.18 Lacs

**37.14 Cash Flow Statement**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of Income or Expense associated with investing or financing cash flows.

**37.15 Impairment of Assets**

The company on annual basis tests the carrying amount of assets for impairment so as to determine  
a) The provision for impairment loss, if any, or  
b) the reversal, if any, required on account of impairment loss recognized in previous periods.

**37.16 Earnings Per Share**

Basic Earning Per Share is calculated by dividing the Net Profit attributable to the Shareholders by the total weighted average number of Equity Shares outstanding at the end of the year.

**37.17 Other statutory requirement-**

Valuation of PP&E and Intangible Assets: The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

Loans and Advances in the nature of Loans to Promoters, Directors, KMPs and the related parties: The Company has not granted loans and advances in the nature of loans to Promoters, Directors, KMPs and the related parties either severally or jointly with any other person

Details of Benami Property: No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

Willful Defaulter: The Company has not been declared willful defaulter by any bank or financial institution or Government and any Government Authority

Relationship with Struck off Companies: The Company does not have any transaction/relationship with any struck off company.

Registration of Charges or Satisfaction with Registrar of Companies: The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

Compliance with number of layers of companies: The Company has complied with the number of layers prescribed under the Companies Act, 2013

Compliance with approved scheme(s) of arrangements: The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year

Undisclosed Income: There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

Details of Crypto Currency or Virtual Currency: The Company has not traded or invested in any crypto currency or virtual currency during the current or previous year.

**37.18 Ratio Analysis**

Detailed Ratio Analysis given in Schedule No.13

As per my Audit Report Under the Companies Act, 2013, of even date

For, DBS & Associates  
Chartered Accountants  
(FRN 018627N)

#REF!

For and on behalf of the Board of Directors of  
ASIAN PETROPRODUCTS AND EXPORTS LIMITED

CA Roxy Teniwal  
Partner  
M No - 141538

Jaykishor Chaturvedi  
Managing Director  
DIN: 00467706

Siddharth Chaturvedi  
Director  
DIN : 01968300

Place : Mumbai  
Date: 27/06/2024  
Udin:

Ankur Chaturvedi  
Chief Financial Officer

Ankur Chaturvedi  
Chief Financial Officer

Anjali Gurnani  
Company Secretary

Place : Vadodara  
Date: 27/06/2024

Place : Vadodara  
Date: 27/06/2024

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH  
**10 PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS**

2023-24

(Rs. In Lakh)

Particular	Rate of Depreciation	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS ON	ADDITIONS	Adj.	AS ON	UPTO	FOR THE	Adj.	UPTO	AS ON	AS ON
		01.04.2023	IN 2023-24	IN 23-24	31.03.2024	01.04.2023	YEAR	IN 23-24	31.03.2024	31.03.2024	31.03.2023
Borewell	0.59	2.05	-	-	2.05	1.52	-	-	1.52	0.53	0.53
Air Conditioner	0.18	1.25	-	-	1.25	1.05	0.13	-	1.18	0.07	0.20
Computer	0.63	0.81	-	-	0.81	0.78	-	-	0.78	0.03	0.03
Factory Building	0.12	145.15	-	-	145.15	135.79	1.99	-	137.78	7.37	9.36
Furniture	0.26	0.69	-	-	0.69	0.66	-	-	0.66	0.03	0.03
Land	-	28.04	156.07	-	184.11	-	-	-	-	184.11	28.04
Mobile	0.46	0.60	-	-	0.60	0.59	-	-	0.59	0.01	0.01
Office Equipment/ Building	0.05	1.10	-	-	1.10	0.74	0.02	-	0.76	0.34	0.36
Vehicle	0.26	0.50	-	-	0.50	0.50	-	-	0.50	-	-
Solar Street Light	0.40	6.56	-	-	6.56	6.07	0.16	-	6.23	0.33	0.49
<b>Total Assets</b>		<b>186.77</b>	<b>156.07</b>	<b>-</b>	<b>342.85</b>	<b>147.70</b>	<b>2.30</b>	<b>-</b>	<b>150.00</b>	<b>192.83</b>	<b>39.06</b>

**Schedule 13 : Ratios for Financial Year**

Sr No	Ratio	Year	2023-2024	2022-2023	2021-2022
1	Current ratio	Numerator	186.23	165.57	201.03
		Denominator	302.47	157.10	130.70
		Ratio	0.62	1.05	1.54
2	Debt-Equity ratio total debt/total shareholders equity	Numerator	372.28	239.05	314.45
		Denominator	(295.68)	(191.52)	(202.51)
		Ratio	(1.26)	(1.25)	(1.55)
3	Debt service coverage ratio DSCR = net operating income (NOI) / total debt	Numerator	-	101.82	21.70
		Denominator	372.28	239.05	314.45
		Ratio	-	0.43	0.07
4	Return on equity ratio Net income / Average shareholder's equity.	Numerator	(104.16)	10.99	(29.51)
		Denominator	(243.60)	(197.02)	(307.13)
		Ratio	0.43	(0.06)	0.10
5	Inventory turnover ratio (days) Total Inventory/ 1days sales	Numerator	-	-	-
		Denominator	-	4.64	0.15
		Ratio	NA	-	-
6	Trade receivables turnover ratio Trade receivables/1day sales	Numerator	119.30	128.22	170.88
		Denominator	-	4.64	0.15
		Ratio	NA	27.63	1,131.76
7	Trade payables turnover ratio Trade payables/Cost of Goods sales	Numerator	NA	NA	NA
		Denominator	NA	NA	NA
		Ratio	NA	NA	NA
8	Net capital turnover ratio Net Sales/Average Shareholders' Equity.	Numerator	-	1,694.02	55.11
		Denominator	(243.60)	(197.02)	(307.13)
		Ratio	-	(8.60)	(0.18)
9	Net profit ratio	Numerator	(104.16)	10.99	(29.51)
		Denominator	-	1,694.02	55.11
		Ratio	NA	0.01	(0.54)
10	Return on capital employed EBIT/( Total assets-current liabilities)	Numerator	(104.16)	14.65	(29.51)
		Denominator	76.60	47.53	111.93
		Ratio	(1.36)	0.31	(0.26)
11	Return on investment PAT/( Total assets-current liabilities)	Numerator	(104.16)	10.99	(29.51)
		Denominator	76.60	47.53	111.93
		Ratio	(1.36)	0.23	(0.26)

**ANNEXURE**

	<b>Pre-Issue as at 31.03.2024</b>	<b>As adjusted for the Issue<sup>#</sup></b>
<b>Shareholders' Funds</b>		
Equity Share Capital	<b>866.75</b>	<b>2455.79</b>
Reserves and Surplus	<b>(1162.43)</b>	<b>(1162.43)</b>
<b>Total Shareholders' Funds (A)</b>	<b>(295.68)</b>	<b>1293.36</b>
<b>Debt</b>		
Long Term Borrowings	<b>372.28</b>	<b>519.12</b>
Short Term Borrowings	-	-
Other Borrowings (Current maturity of long term borrowings)	-	-
<b>Total Debt (B)</b>	<b>372.28</b>	<b>519.12</b>
<b>Total (A+B)</b>	<b>76.60</b>	<b>1812.48</b>
<b>Long-term debt/equity ratio</b>	<b>(1.26)</b>	<b>40.14</b>
<b>Total debt/equity ratio</b>	<b>(1.26)</b>	<b>40.14</b>

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS**

### **OVERVIEW OF OUR BUSINESS**

Our Company has a long-standing history of trading of Ethylene Oxide (EO) based derivatives since inception in 1993 till 2010. Post-2010, our Company diversified into packaging the products traded by us in plastic-related products such as LDPE and HDPE plastic bags, complying with government regulations. Additionally, we expanded our trading operations to include a variety of products such as Rubber Processed Oil (RPO), Furnace Oil, Petrochemicals, Solar products, LDPE/HDPE granules, and various allied products. Our Company has successfully sustained its business operations, even as many of our competitors have ceased to exist. This resilience is largely due to our strategic diversification of the product range we trade. At the core of our business philosophy is the commitment to building and maintaining robust relationships with our customers, which we believe is essential for long-term success. Ensuring customer satisfaction, fostering loyalty, and actively seeking feedback are integral aspects of our strategy.

In addition to trading of Ethylene Oxide (EO) based derivatives, we also package the products traded by us in LDPE and HDPE plastic bags in our manufacturing unit based on the requirement of our customers and in accordance with the government norms. Our packaging services provide our customers with an added advantage of safe delivery of products and storage in their warehouses in a safe and compliant manner.

We cater to a broad spectrum of industries nationwide, supplying petrochemical products to esteemed clients such as Aditya International and Biozor Energy Pvt. Ltd. in western India and expanding our services to companies in northern India. Our diverse product portfolio is designed to meet the varied needs and demands of our clients, ensuring we can provide tailored solutions to different market segments. Our primary focus is on supplying chemical products and bio-fuels to the infrastructure sector, niche industries like upstream hydrocarbon exploration, and export-oriented industries to meet the ever-growing demand. The company benefits from the extensive experience of its Managing Director, Mr. J. K. Chaturvedi, in the chemical and petrochemical industries, contributing to its consistent performance.

At present, our Company operates within the states of Gujarat and Maharashtra, with a keen emphasis on importing diverse goods from Dubai. This strategic choice facilitates efficient logistics management for our operations. Furthermore, the concentration of major petrochemical companies such as OPAL, RIL, GNFC, and GSFC in Gujarat and Maharashtra enhances the viability of our operations in these regions. Through the identification of reputable companies in Dubai capable of supplying high-quality products to India, we have established strategic logistics arrangements with M/S. Tulsi Logistics. This ensures the seamless transportation of materials from their point of origin to our warehouse, facilitating efficient distribution to our customers, predominantly located in Western India, particularly Gujarat and Maharashtra. This strategic approach capitalizes on the presence of significant traders and industries in the region who seek readily available products stocked in warehouses

Additionally, the presence of significant chemical and petrochemical companies in areas like Baroda, Dahej, Hazira, Ankleshwar, Vapi, and Nagothane further supports our connectivity within the industry. Our established offices in Baroda and Andheri at Mumbai, ensure convenient access to these key players, as many of them are headquartered in these regions.

In terms of client engagement, our focus centers on infrastructure development by supplying bitumen and its various derivatives. This strategic approach aims to augment value within the plastics industry by offering a comprehensive range of polymers.

### **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies have been applied consistently to the periods presented in the Financial Statements. For details of our significant accounting policies, please refer section titled "*Restated Financial Information*" on page 100 of this Letter of Offer.

### **CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS**

Except as mentioned in the Notes to the Accounts in the chapter "*Restated Financial Information*" on page 100 of this Letter of Offer has been no change in accounting policies in last 3 years.

## RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

The Examination Report issued by our Statutory Auditors are qualified remarks:

1. The Company continues to prepare its accounts as going concern basis, despite facts that:
  - a. there is an erosion in the Net Worth of the Company; and
  - b. Current liabilities are far in excess to current assets.
2. The Company has not complied with the TDS provisions of the Income Tax Act.
3. The Company has not complied with provision of Ind AS- 119 for employee benefits.

## RESULTS OF OPERATIONS

The following table sets out selected data from the Restated Financial Statements for Financial Year 2024 and Financial Year 2023, together with the percentage that each line item represents of our total revenue for the periods presented.

Particulars	June 30, 2024		FY 2024		FY 2023	
	₹ in Lakhs	% of total income	₹ in Lakhs	% of total income	₹ in Lakhs	% of total income
<b>Income</b>						
Revenue from operations	0.00	0.00	00.00	0.00	1666.38	98.37
Other Income	0.25	100.00	00.00	0.00	27.64	1.63
<b>Total Income</b>	<b>0.25</b>	<b>100.00</b>	<b>00.00</b>	<b>00.00</b>	<b>1,694.02</b>	<b>100.00</b>
<b>Expenses</b>						
Cost of materials consumed	0.00	0.00	-	-	1,592.20	93.99
Changes in inventory	0.00	0.00	-	-	-	-
Employee Benefit Expenses	14.25	5700.00	54.54	-	48.64	2.87
Finance Cost	0.00	0.00	-	-	-	-
Other Expenses	12.27	4900.00	47.32	-	35.52	2.10
Depreciation and amortization expense	0.05	20.00	2.30	-	3.00	0.00
<b>Total Expenses</b>	<b>26.57</b>	<b>10628.00</b>	<b>104.16</b>	<b>-</b>	<b>1679.37</b>	<b>100.20</b>
Profit / (Loss) before exceptional items and Tax	(26.32)	10528.00	(104.16)	-	14.65	0.86
Exceptional Items	0.00	0.00	-	-	-	-
Restated Profit /(Loss) before tax	(26.32)	10528.00	(104.16)	-	14.65	0.86
<b>Tax Expense</b>						
Current Tax	0.00	0.00	00.00	-	3.66	0.22
Deferred Tax	0.00	0.00	-	-	-	-
<b>Profit / (Loss) After Tax</b>	<b>(26.32)</b>	<b>10528.00</b>	<b>(104.16)</b>	<b>-</b>	<b>10.99</b>	<b>0.65</b>
<b>Other Comprehensive Income/(Loss)</b>	<b>0.00</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income /(Loss)for the Year</b>	<b>(26.32)</b>	<b>10528.00</b>	<b>(104.16)</b>	<b>-</b>	<b>10.99</b>	<b>0.65</b>
<b>Total Comprehensive Income attributable for shareholders</b>	<b>(26.32)</b>	<b>10528.00</b>	<b>(104.16)</b>	<b>-</b>	<b>10.99</b>	<b>0.65</b>
Earnings per Share (Basic) (in Rs.)	(0.30)	120.00	(1.20)		0.14	
Earnings per Share (Diluted) (in Rs)	(0.30)	120.00	(1.20)		0.01	

### Total income

### Revenue from operations

Our revenue from operations comprises of sale of goods and services and other operating revenue.



## **Other Income**

Other income comprises of interest from income tax refund, bank deposits, security deposit, foreign exchange gain and other miscellaneous income.

## **Expenses**

Our expenses consist of employee benefit expense, finance cost, depreciation and amortisation expenses and other expenses.

### **Employee benefit expenses**

Employee benefit expense consists of salaries, wages, bonus, other funds and other staff welfare expenses.

### **Finance Costs**

Finance Costs consists of interest expense of lease liability, financial liabilities on borrowings measured at amortised cost.

### **Depreciation and amortisation expenses**

Depreciation and amortization expenses consist of depreciation on tangible and intangible assets owned by our company and on right to use.

### **Other expenses**

Other expenses include advertisement expenses, business Promotion expenses, commission, bank charges, Fine and Penalty, Guest Supplies Expense, Fuel Expense, Labour Supply charges, Office expenses, Prior Period expenses, electricity charges, legal and professional fees, membership and subscription, miscellaneous expenses, payment to auditors, postage and courier, printing and stationery, rates and taxes, repairs and maintenance, Water Expense (Including Cess), Vehicle Expense, Listing Fees, ROC Expenses.

### **Tax expenses**

Tax expense comprises of current tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws.

## **Comparison of Historical Results of Operations**

### **Comparison of three months ended June 30, 2024 with three months ended June 30, 2023**

#### **Total Revenue**

The total revenue for financial year ended June 30, 2024 is 0.25 as compared to the June 30, 2023 of ₹ 00.00 Lakhs. The increase was due to decrease in revenue of business by ₹ 0.25 lakhs.

#### **Revenue from operations**

Our revenue from operations are same during the financial year ended June 30, 2024 and in financial year ended June 30, 2023,

#### **Other income**

Other income increase from ₹ 0.00 Lakhs to 0.25 lakhs, a increase/ decrease of ₹ 0.25 Lakh, This increase was due to Miscellaneous income in the June 30, 2024.

#### **Expenses**

The total expenses increased from ₹ 11.85 Lakhs for the financial year ended June 30, 2023 to ₹ 26.57 Lakhs for the financial year ended June 30, 2024 which was a increase/ decrease of ₹ 14.72 Lakhs or 124.22% This was due to an increase/ decrease in Employee Benefit Expenses and Other Expenses.

### Employee benefit expenses

Employee benefits expense for the year ended June 30, 2024 was ₹ 14.25 Lakhs compared to ₹ 7.50 Lakhs for the year ended June 30, 2023. This was an increase of ₹ 6.75 Lakhs or 90 % over the previous year. This was majorly due to Employee benefit expenses.

### Cost of material consumed

Cost of material consumed for the year ended June 30, 2024 and June 30, 2023 are 0.

### Depreciation and Amortisation Expense

Depreciation and amortization expense for the year ended June 30, 2024 was ₹ 0.05 Lacs as compared to ₹ 0.63 Lakhs for the year ended June 30, 2023, an decrease of ₹ 0.58 Lakhs.

### Other expenses

Other expenses for the year ended June 30, 2024 was ₹ 12.27 Lakhs as compared to ₹ 3.72 Lakhs for the year ended June 30, 2023, an decrease of ₹ 8.55 Lakhs or 229.84% over the previous year. This was majorly due to increase in Employee Benefit Cost.

### Profit/(Loss) before Tax after Exceptional Item

The loss before tax for the year ended June 30, 2024 was ₹ (26.32) Lakhs after adjusting the exceptional item as compared to a loss of ₹ 11.84 Lakhs after adjusting the exceptional item for the year ended June 30, 2023, an increase/decrease of ₹ 14.48 Lakhs or 122.30 %. This was due to an increase/ decrease in total revenue as compared to the total expenses of the previous year.

### Taxation

No tax was charged in any of the year as there was a loss in the year ended on June 30, 2024 and June 30, 2023.

### Profit/Loss after Tax

As a result of the aforesaid, Our Company made a loss of ₹ 26.32 lakhs for the year ended June 30, 2024 as compared to a loss for the year ended June 30, 2023 of ₹ 11.84 Lacs.

**The following table sets out selected data from the Restated Financial Statements for Financial Year 2023 and Financial Year 2022, together with the percentage that each line item represents of our total revenue for the periods presented.**

Particulars	June 30, 2024		June 30, 2023	
	₹ in Lakhs	% of total income	₹ in Lakhs	% of total income
<b>Income</b>				
Revenue from operations	0.00	0.00	0.00	0.00
Other Income	0.25	100.00	0	0.00
<b>Total Income</b>	0.25	100.00	0	0.00
<b>Expenses</b>				
Cost of materials consumed	0.00	0.00	0.00	0.00
Changes in inventory	0.00	0.00	0.00	0.00
Employee Benefit Expenses	14.25	5700.00	7.50	0.00
Finance Cost	0	0.00	0	0.00
Other Expenses	12.27	4900.00	3.72	0.00
Depreciation and amortization expense	0.05	20.00	0.63	0.00
<b>Total Expenses</b>	26.57	10628.00	11.85	0.00
Profit / (Loss) before exceptional items and Tax	(26.32)	10528.00	(11.84)	0.00
Exceptional Items	0.00	0.00	0.00	0.00
Restated Profit /(Loss) before tax	(26.32)	10528.00	(11.84)	0.00
<b>Tax Expense</b>				
Current Tax	0.00	0.00	0.00	0.00

Particulars	June 30, 2024		June 30, 2023	
	₹ in Lakhs	% of total income	₹ in Lakhs	% of total income
Deferred Tax	0.00	0.00	0.00	0.00
<b>Profit / (Loss) After Tax</b>	(26.32)	10528.00	(11.84)	0.00
<b>Other Comprehensive Income/(Loss)</b>	0.00	0.00	0.00	0.00
<b>Total Comprehensive Income / (Loss) for the Year</b>	(26.32)	10528.00	(11.84)	0.00
				0.00
<b>Total Comprehensive Income attributable for shareholders</b>	(26.32)	10528.00	(11.84)	0.00
Earnings per Share (Basic) (in Rs.)	(0.30)	120.00	(0.13)	0.00
Earnings per Share (Diluted) (in Rs)	(0.30)	120.00	(0.13)	0.00

### **Total income**

#### **Revenue from operations**

Our revenue from operations comprises of sale of goods and services and other operating revenue.

#### **Other Income**

Other income comprises of interest from income tax refund, bank deposits, security deposit, foreign exchange gain and other miscellaneous income.

#### **Expenses**

Our expenses consist of employee benefit expense, finance cost, depreciation and amortisation expenses and other expenses.

#### **Employee benefit expenses**

Employee benefit expense consists of salaries, wages, bonus, other funds and other staff welfare expenses.

#### **Finance Costs**

Finance Costs consists of interest expense of lease liability, financial liabilities on borrowings measured at amortised cost.

#### **Depreciation and amortisation expenses**

Depreciation and amortization expenses consist of depreciation on tangible and intangible assets owned by our company and on right to use.

#### **Other expenses**

Other expenses include advertisement expenses, business Promotion expenses, commission, bank charges, Fine and Penalty, Guest Supplies Expense, Fuel Expense, Labour Supply charges, Office expenses, Prior Period expenses, electricity charges, legal and professional fees, membership and subscription, miscellaneous expenses, payment to auditors, postage and courier, printing and stationery, rates and taxes, repairs and maintenance, Water Expense (Including Cess), Vehicle Expense, Listing Fees, ROC Expenses.

#### **Tax expenses**

Tax expense comprises of current tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws.

### **Financial Year 2024 compared to Financial Year 2023**

#### **Total Revenue**

The total revenue for financial year ended March 31, 2024 is nil as compared to the March 31, 2023 of ₹ 1,694.02 Lakhs. The decrease was due to decrease in revenue of business by ₹ 1,694.02.

### **Revenue from operations**

Our revenue from operations decreased from ₹ 1,666.38 Lakhs during the financial year ended March 31, 2023 to ₹ 0.00 Lakhs in financial year ended March 31, 2024, an decrease of ₹ 1,666.38 Lakhs. This was mainly due to a decrease in revenue of business.

### **Other income**

Other income decrease from ₹ 27.64 Lakhs to nil, a decrease of ₹ 27.64 Lakh, This decrease was due to no Miscellaneous income in the Financial Year 2023-24.

### **Expenses**

The total expenses decreased from ₹ 1,679.37 Lakhs for the financial year ended March 31, 2023 to ₹ 104.16 Lakhs for the financial year ended March 31, 2024 which was a decrease of ₹ 1,575.21 Lakhs or 93.80% This was due to an decrease in raw material consumed and overall decrease in other expenses.

### **Employee benefit expenses**

Employee benefits expense for the year ended March 31 2024 was ₹ 54.54 Lakhs compared to ₹ 48.64 Lakhs for the year ended March 31, 2023. This was an increase of ₹ 05.90 Lakhs or 10.82% over the previous year. This was majorly due to an increase in salaries.

### **Cost of material consumed**

Cost of material consumed for the year ended March 31, 2023 was ₹ 1,592.20 Lakhs as compared to ₹ 0.00 Lakhs for the year ended March 31, 2024, a decrease of ₹ 1,592.20 Lakhs, this was due to an decrease in sales.

### **Depreciation and Amortisation Expense**

Depreciation and amortization expense for the year ended March 31, 2024 was ₹ 2.30 Lacs as compared to ₹ 3.00 Lakhs for the year ended March 31, 2023, an decrease of ₹ 0.70 Lakhs.

### **Other expenses**

Other expenses for the year ended March 31, 2024 was ₹ 47.32 Lakhs as compared to ₹ 35.52 Lakhs for the year ended March 31, 2023, an increase of ₹ 11.80 Lakhs or 24.95 % over the previous year. This was majorly due to an Office expenses during the year ended March 31, 2024.

### **Profit/(Loss) before Tax after Exceptional Item**

The profit before tax for the year ended March 31, 2023 was ₹ 14.65 Lakhs after adjusting the exceptional item as compared to a loss of ₹ 29.51 Lakhs after adjusting the exceptional item for the year ended March 31, 2022, an increase of ₹ 44.16 Lakhs or 301.43%. This was due to an increase in total revenue as compared to the total expenses of the previous year.

### **Taxation**

There is a tax of ₹ 3.66 lakhs in the year ended March 31, 2023. No tax was charged in the current year as there was a loss in the year ended on March 31, 2024.

### **Profit/Loss after Tax**

As a result of the aforesaid, Our Company made a loss of ₹ 104.16 lakhs for the year ended March 31, 2024 as compared to a profit for the year for the year ended March 31, 2023 of ₹ 10.99 Lacs.

**The following table sets out selected data from the Restated Financial Statements for Financial Year 2023 and**

**Financial Year 2022, together with the percentage that each line item represents of our total revenue for the periods presented.**

Particulars	FY 2023		FY 2022	
	₹ in Lakhs	% of total income	₹ in Lakhs	% of total income
<b>Income</b>				
Revenue from operations	1666.38	98.37	36.69	66.58
Other Income	27.64	1.63	20.42	37.05
<b>Total Income</b>	<b>1,694.02</b>	<b>100.00</b>	<b>55.11</b>	<b>100.00</b>
<b>Expenses</b>				
Cost of materials consumed	1,592.20	93.99	33.41	60.62
Changes in inventory	-	-	-	-
Employee Benefit Expenses	48.64	2.87	28.60	51.90
Finance Cost	-	-	-	-
Other Expenses	35.52	2.10	19.46	35.31
Depreciation and amortization expense	3.00	0.00	3.15	5.72
<b>Total Expenses</b>	<b>1679.37</b>	<b>100.20</b>	<b>84.62</b>	<b>153.55</b>
Profit / (Loss) before exceptional items and Tax	14.65	0.86	(29.51)	(53.57)
Exceptional Items	-	-	-	-
Restated Profit /(Loss) before tax	14.65	0.86	(29.51)	(53.57)
<b>Tax Expense</b>				
Current Tax	3.66	0.22	-	-
Deferred Tax	-	-	-	-
<b>Profit / (Loss) After Tax</b>	<b>10.99</b>	<b>0.65</b>	<b>(29.51)</b>	<b>(53.57)</b>
<b>Other Comprehensive Income/(Loss)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income /(Loss) for the Year</b>	<b>10.99</b>	<b>0.65</b>	<b>(29.51)</b>	<b>(53.57)</b>
<b>Total Comprehensive Income attributable for shareholders</b>	<b>10.99</b>	<b>0.65</b>	<b>(29.51)</b>	<b>(53.57)</b>
Earnings per Share (Basic) (in Rs.)	0.14		(0.43)	
Earnings per Share (Diluted) (in Rs)	0.01		(0.03)	

### **Total income**

### **Revenue from operations**

Our revenue from operations comprises of sale of goods and services and other operating revenue.

### **Other Income**

Other income comprises of interest from income tax refund, bank deposits, security deposit, foreign exchange gain and other miscellaneous income.

### **Expenses**

Our expenses consist of employee benefit expense, finance cost, depreciation and amortisation expenses and other expenses.

### **Employee benefit expenses**

Employee benefit expense consists of salaries, wages, bonus, other funds and other staff welfare expenses.

### **Finance Costs**

Finance Costs consists of interest expense of lease liability, financial liabilities on borrowings measured at amortised cost.

### **Depreciation and amortisation expenses**

Depreciation and amortization expenses consist of depreciation on tangible and intangible assets owned by our company and on right to use.

### **Other expenses**

Other expenses include advertisement expenses, business Promotion expenses, commission, bank charges, Fine and Penalty, Guest Supplies Expense, Fuel Expense, Labour Supply charges, Office expenses, Prior Period expenses, electricity charges, legal and professional fees, membership and subscription, miscellaneous expenses, payment to auditors, postage and courier, printing and stationery, rates and taxes, repairs and maintenance, Water Expense (Including Cess), Vehicle Expense, Listing Fees, ROC Expenses.

### **Tax expenses**

Tax expense comprises of current tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws.

## **Comparison of Historical Results of Operations**

### **Financial Year 2023 compared to Financial Year 2022**

#### **Total Revenue**

The total revenue for financial year ended March 31, 2023 increased from ₹ 55.11 Lakhs during the financial year ended March 31, 2022 to ₹ 1,694.02 Lakhs, an increase of ₹ 1,638.91 Lakhs or 96.75 % This increase was due to an increase in revenue of business by 97.80% and increase in Miscellaneous income.

#### **Revenue from operations**

Our revenue from operations increased from ₹ 34.69 Lakhs during the financial year ended March 31, 2022 to ₹ 1,666.38 Lakhs in financial year ended March 31, 2023, an increase of ₹ 1,631.69 Lakhs or 97.92%. This was mainly due to an increase in revenue of business by 97.80%.

#### **Other income**

Other income increase from ₹ 20.42 Lakhs to ₹ 27.64 Lakhs, an increase of ₹ 7.22 Lakh, This increase was due to increase in Miscellaneous income.

#### **Expenses**

The total expenses increased from ₹ 84.62 Lakhs for the financial year ended March 31, 2022 to ₹ 1,679.37 Lakhs for the financial year ended March 31, 2023 which was an increase of ₹ 1,594.75 Lakhs or 94.96% This was due to an increase in employees benefit expenses, finance costs, increase in depreciation and overall increase in other expenses.

#### **Employee benefit expenses**

Employee benefits expense for the year ended March 31 2023 was ₹ 48.64 Lakhs compared to ₹ 28.60 Lakhs for the year ended March 31, 2022. This was an increase of ₹ 20.04 Lakhs or 41.20% over the previous year. This was majorly due to an increase in salaries.

#### **Cost of material consumed**

Cost of material consumed for the year ended March 31, 2023 was ₹ 1,592.20 Lakhs as compared to ₹ 33.41 Lakhs for the year ended March 31, 2022, an increase of ₹ 1,558.79 Lakhs or 97.90% this was due to an increase in sales.

#### **Depreciation and Amortisation Expense**

Depreciation and amortization expense for the year ended March 31, 2023 was ₹ 3.00 Lacs as compared to ₹ 3.15 Lakhs for the year ended March 31, 2022, an decrease of ₹ 0.15 Lakhs.

#### **Other expenses**

Other expenses for the year ended March 31, 2023 was ₹ 35.52 Lakhs as compared to ₹ 19.46 Lakhs for the year ended March 31, 2022, an increase of ₹ 16.06 Lakhs or 45.21 % over the previous year. This was majorly due to an Office expenses during the year ended March 31, 2023.

#### **Profit/(Loss) before Tax after Exceptional Item**

The profit before tax for the year ended March 31, 2023 was ₹ 14.65 Lakhs after adjusting the exceptional item as compared to a loss of ₹ 29.51 Lakhs after adjusting the exceptional item for the year ended March 31, 2022, an increase of ₹ 44.16 Lakhs or 301.43%. This was due to an increase in total revenue as compared to the total expenses of the previous year.

#### **Taxation**

There is a tax of ₹ 3.66 lakhs in the year ended March 31, 2023. No tax was charged in the previous year as there was a loss in the year ended on March 31, 2022.

#### **Profit/Loss after Tax**

As a result of the aforesaid, Our Company earned a profit for the year for the year ended March 31, 2023 of ₹ 10.99 Lacs as compared to the loss of ₹ 29.51 Lakhs for the financial year ended March 31, 2022.

#### **CASH FLOWS**

The following table sets forth certain information relating to our consolidated cash flows:

(₹ in Lakhs)

<b>Particulars</b>	<b>June 30, 2024</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Net Cash Flow from/ (used in) Operating Activities (A)	(163.81)	39.33	83.06	22.37
Net Cash Flow used in Investing Activities (B)	(0.37)	(156.07)	(0.46)	0.11
Net Cash Flow used in Financing Activities (C)	146.85	(133.23)	(75.40)	(17.42)
Net increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(17.34)	<b>16.49</b>	<b>7.21</b>	<b>5.05</b>
Cash and cash equivalents at the beginning of the year/period	40.26	23.77	16.57	11.52
Cash and cash equivalents at year/ period end	<b>22.92</b>	<b>40.26</b>	<b>23.78</b>	<b>16.57</b>

#### **Cash generated from Operating Activities**

Net cash used from operating activities for the year ended June 30, 2024 was ₹ (163.81) Lakhs as compared to the profit/(loss) before tax of ₹ (26.32)) Lakhs for the same period. This difference is primarily on account of depreciation, finance costs and cash outflow towards finance cost.

Net cash used from operating activities for the year ended March 31, 2024 was ₹ 39.33 Lakhs as compared to the profit/(loss) before tax of ₹ (104.16) Lakhs for the same period. This difference is primarily on account of depreciation, finance costs and cash outflow towards finance cost.

Net cash used from operating activities for the year ended March 31, 2023 was ₹83.06 Lakhs as compared to the profit/(loss) before tax of ₹ 10.99 Lakhs for the same period. This difference is primarily on account of depreciation, finance costs and cash outflow towards finance cost.

Net cash used in operating activities for the year ended March 31, 2022 was ₹ 22.37 Lakhs as compared to the profit/(loss) before tax of ₹ (29.51) Lakhs the same period. This difference is primarily on account of depreciation, finance costs and cash outflow towards finance cost.

#### **Net Cash used in Investing Activities**

Net cash generated in investing activities for the year ended June 30, 2024 was ₹ (0.37) Lakhs. This was on account of proceeds from Purchase of Fixed Assets.

Net cash generated in investing activities for the year ended March 31, 2024 was ₹ (156.07) Lakhs. This was on account of proceeds from Purchase of Fixed Assets.

Net cash used in investing activities for the year ended March 31, 2023 was ₹ (0.46) Lakhs. This was on account of proceeds from sale of Fixed Assets.

Net cash generated in investing activities for the year ended March 31, 2022 was ₹ (0.11) Lakhs. This was on account of proceeds from sale of Fixed Assets.

### Net Cash flow used in Financing Activities

Net cash flows generated from financing activities for the year ended June 30, 2024 was 146.85 Lakhs. This was on account of Repayment of Long Term Borrowings.

Net cash flows generated from financing activities for the year ended March 31, 2024 was 133.23 Lakhs. This was on account of Repayment of Long Term Borrowings.

Net cash flows generated from financing activities for the year ended March 31, 2023 was (75.40) Lakhs. This was on account of Proceeds from Long Term Borrowings.

Net cash flows generated from financing activities for the year ended March 31, 2022 was (17.42) Lakhs. This was on account of Proceeds from Long Term Borrowings and Issue of Shares.

### Contingent Liabilities

The Contingent Liabilities are as follows:

Nature of Statues	Nature of Dues	Amount	Period for which amount related	Forum where dispute is pending
Income tax Act- 1961	Income tax	50500	2012	Paid
Income tax Act- 1961	Income tax	1546910	2011	ITAT
Income tax Act- 1961	Income tax	50,00,000	2012	ITAT Appeal
Income tax Act- 1961	Income tax	154000	2008	ITAT allowed appeal and deleted the demand
Income tax Act- 1961	Income tax	4668	2006	Paid
Income tax Act- 1961	Income tax	28750	2005	CIT appeal deleted the demand
Income tax Act- 1961	Income tax	3799590	2006	CIT appeal passed ordered in favour of assessee. Order Effect is pending. Demand may nullify
Income tax Act- 1961	Income tax	28379	2008	Paid
Income tax Act- 1961	Income tax	195730	2005	ITAT
Income tax Act- 1961	Income tax	209039	1995	Paid
Income tax Act- 1961	Income tax	1066530	1995	ITAT
Income tax Act- 1961	Income tax	1760490	2010	ITAT
Income tax Act- 1961	Income tax	467000	2013	CIT Appeal

### Off-Balance Sheet Arrangements

We do not have any other off-balance sheet arrangements.

### RELATED PARTY TRANSACTIONS

For details of our related party transactions, see “*Restated Financial Information - Related Party Transactions*” on page 100 of this Letter of Offer.

### Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Other than as described in the section titled “*Risk Factors*” and chapter titled “*Management's Discussion and Analysis of Financial Conditions and Results of Operations*” on page 22 and page 126 respectively of this Letter of Offer, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.



### **Unusual or Infrequent Events or Transactions**

Except as described elsewhere in this Letter of Offer, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

### **Significant economic/regulatory changes**

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Except as disclosed in this Letter of Offer, to our knowledge, there are no significant regulatory changes that materially affected or are likely to affect our income from continuing operations.

### **Major changes in these factors can significantly impact income from continuing operations**

There are no significant economic changes that materially affected our Company's operations or are likely to affect income except as mentioned in the section titled "*Risk Factors*" on page 22 of this Letter of Offer.

### **Expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known**

Other than as described in the section titled "*Risk Factors*" and chapter titled "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" on page 22 and page 126 respectively, and elsewhere in this Letter of Offer, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company's future costs and revenues will be determined by demand/supply situation and government policies.

### **The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices**

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

### **Competitive Conditions**

We expect competition in the sector from existing and potential competitors to vary. However, on account of our core strengths we will be able to stay competitive. For further details, kindly refer the chapter titled "*Our Business*" on page 78 of this Letter of Offer.

### **Total Turnover of Each Major Business Segment**

We are operating in one business segment. Turnover of the segment in all the reporting periods are as given in the below table: -

<b>Year ending on</b>	<b>Turnover</b>
March 31, 2022	34.69
March 31, 2023	1666.38
March 31, 2024	0.00
June 30, 2024	0.00

### **New Product or Business Segment**

Except as disclosed in "*Our Business*" on page 78 of this Letter of Offer, we have not announced and do not expect to announce in the near future any new products or business segments.

### **Seasonality of Business**

Our Company's business is not seasonal in nature.

### **Significant dependence on a Single or Few Suppliers or Customers**

Other than as described in this Letter of Offer, to our knowledge, there is no significant dependence on a single or few

customers or suppliers.

**Significant Developments since last balance sheet date**

Our Company is in the process of finalising the quarterly results for the First quarter ended June 30, 2024. We shall be disclosing the financial results for the aforementioned quarter in accordance with the SEBI Listing Regulations, after the filing of this Letter of Offer, and before opening of this Issue. We request you to kindly refer to the quarterly results for the period ended on June 30, 2024, for any material developments which may have arisen after March 31, 2023 and until June 30, 2024.

To our knowledge no circumstances have arisen since March 31, 2023, the date of the last financial information disclosed in this Letter of Offer which materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

## MARKET PRICE INFORMATION

Our Company's Equity Shares have been listed and being traded on the BSE.

- i. Year is a Financial Year;
- ii. Average price is the average of the daily closing prices of the Equity Shares for the year, or the month, as the case may be;
- iii. High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of the Equity Shares, as the case may be, for the year, or the month, as the case may be; and
- iv. In case of two days with the same high / low / closing price, the date with higher volume has been considered

### Stock Market Data of the Equity Shares

The high, low and average market closing prices recorded on the Stock Exchanges during the last three years and the number of Equity Shares traded on these days are stated below:

#### BSE LIMITED

Financial Year	High (In ₹)	Date of High	Number of shares traded on date of High	Total volume traded on date of High (in ₹)	Low (In ₹)	Date of Low	Number of shares traded on date of low	Total Volume traded on date of Low (in ₹)	Average Price for the Year
2021	93.35	12.10.2021	32,032	416	2.62	01.02.2021	229	8	17.08
2022	41.60	06.01.2022	3,763	93	18.00	23.06.2022	933	23	28.32
2023	49.20	26.06.2023	4,185	24	15.00	20.12.2023	38,459	119	25.03
2024	21.13	19.01.2024	34502	169	12.00	22.03.2024	5715	32	15.13

(Source: [www.bseindia.com](http://www.bseindia.com))

Notes: High, low and average prices are based on the daily closing prices

### Market Prices for the last six calendar months

The total number of days that the Equity Shares were traded on the BSE during the last 6 calendar months i.e. December 2023 to May 2024 was 183 Days. The average volumes of the Equity Shares traded on the BSE were 7148 Equity Shares per day.

The high and low prices and volume of Equity Shares traded on the respective date on BSE during the last 6 calendar months preceding the date of filing of this Letter of Offer are as follows:

Month	High (In ₹)	Date of High	Number of shares traded on date of High	Total volume traded on date of High (in ₹)	Low (In ₹)	Date of Low	Number of shares traded on date of low	Total Volume traded on date of Low (in ₹)	Average Price for the month
December 2023	18.87	01.12.2023	13297	61	15.00	20.12.2023	38459	119	16.89
January 2024	21.13	19.01.2024	34502	169	16.52	02.01.2024	2680	41	18.77
February 2024	18.10	01.02.2024	2482	11	15.90	29.02.2024	728	13	16.92
March 2024	17.73	07.03.2024	2218	23	12.00	22.03.2024	5715	32	15.13
April 2024	16.45	09.04.2024	4908	47	13.08	01.04.2024	20468	80	15.27
May 2024	16.22	10.05.2024	2240	36	14.03	17.05.2024	2480	34	15.24
June 2024	16.98	21.06.2024	13402	78	13.32	05.06.2024	1284	37	15.05
July 2024	27.24	23.07.2024	27438	198	14.17	01.07.2024	3237	44	20.82
August 2024	25.53	01.08.2024	8912	62	19.72	21.08.2024	2945	31	22.47
September 2024	23.50	03.09.2024	11126	46	20.31	04.09.2024	4278	42	21.94

(Source: [www.bseindia.com](http://www.bseindia.com))

In the event the high or low or closing price of the Equity Shares are the same on more than one day, the day on which there

*has been higher volume of trading has been considered for the purposes of this chapter.*

The Board of our Company has approved the Issue at their meeting held on January 18, 2024. The high and low prices of our Company's shares as quoted on BSE on July 5, 2024, the day on which the trading happened immediately following the date of the Board meeting is as follows:

**BSE**

<b>Date</b>	<b>Volume (in ₹)</b>	<b>Highest Price (in ₹)</b>	<b>Lowest Price (in ₹)</b>
July 5, 2024	1.72 lakhs	15.41 lakhs	14.35 lakhs

## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND DEFAULTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings involving our Company, Directors or Promoters; (ii) actions by any statutory or regulatory authorities involving our Company, Directors or Promoters; or (iii) claim involving our Company, Directors or Promoters for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved), (iv) proceeding involving our Company, Directors or Promoters (other than proceedings covered under (i) to (iii) above) which has been determined to be “material” pursuant to the materiality threshold determined by our Company in the meeting of the Board of Directors held on July 6, 2024. (“Materiality Threshold”).*

*In terms of the Materiality Threshold, other than outstanding criminal proceedings, actions taken by any statutory or regulatory authority and claims for any direct or indirect tax liabilities mentioned in point (i) to (iii) above, all other pending litigation:*

- A. *involving our Company and Promoters (“Relevant Parties”):*
- i. *where the aggregate monetary claim made by or against the Relevant Parties, in any pending civil litigation proceeding exceeds one percent of the turnover of Fiscal 2023, as per the last Restated Financial Statements of our Company, amounting to ₹ 16.99 lakhs. Accordingly, all outstanding civil litigation proceedings where the aggregate monetary claim made by or against the Relevant Parties, in any such pending litigation proceeding is in excess of ₹16.99 lakhs shall be considered material;*
  - ii. *where the monetary liability is not quantifiable, or which does not fulfil the threshold specified in (i) above, but the outcome of which could, nonetheless may have a material adverse effect on the position, business, operations, prospects or reputation of our Company will be considered “material” and will be disclosed in the Offer Documents.*
- B. *involving our Directors and our Promoters (individually or in aggregate), the outcome of which would materially and adversely affect the business, operations, prospects, financial position or reputation of our Company, irrespective of the amount involved, has been considered as material.*

*Further, except as disclosed in this section, there are no disciplinary action taken against any of our Promoters by SEBI or the Stock Exchanges in the five Fiscals preceding the date of this Letter of Offer.*

*Unless stated to the contrary, the information provided in this section is as of the date of this Letter of Offer. All terms defined in a summary pertaining to a particular litigation shall be construed only in respect of the summary of the litigation where such term is used.*

#### A. **Litigation involving our Company**

##### ***Litigation against our Company***

###### *Criminal Proceedings*

As on the date of this Letter of Offer, there are no criminal litigations pending against our Company.

###### *Actions taken by Statutory/Regulatory Authorities*

As on the date of this Letter of Offer, there are no actions by statutory or regulatory authorities against our Company.

###### *Other Material Litigations*

As on the date of this Letter of Offer, there are no material litigations against our Company.

*Disciplinary action taken (including outstanding action) against our Company in the five Financial Years preceding the date of this Letter of Offer by SEBI or any stock exchanges*

There is no Disciplinary action taken (including outstanding action) against our Company in the five Financial Years preceding the date of this Letter of Offer by SEBI or any stock exchange.

### ***Litigation by our Company***

#### *Criminal Proceedings*

As on the date of this Letter of Offer, there is no criminal litigation filed by our Company.

#### *Civil and other Material Litigations*

As on the date of this Letter of Offer, there is no civil or other material litigation filed by our Company.

### **B. Litigation involving our Promoters**

#### ***Litigation against our Promoters***

##### *Criminal Litigations*

As on the date of this Letter of Offer, there are no criminal litigations pending against our Promoters.

##### *Actions taken by regulatory/statutory authorities*

As on the date of this Letter of Offer, there are no actions by statutory or regulatory authorities against our Promoters.

##### *Other Material Litigation*

As on the date of this Letter of Offer, there are no material litigations against our Promoters.

*Disciplinary action taken (including outstanding action) against our Promoters in the five Financial Years preceding the date of this Letter of Offer by SEBI or any stock exchange*

There is no Disciplinary action taken (including outstanding action) against our Promoters in the five Financial Years preceding the date of this Letter of Offer by SEBI or any stock exchange.

#### ***Litigation by our Promoters***

##### *Criminal Litigation*

As on the date of this Letter of Offer, there is no criminal litigation filed by our Promoters.

##### *Other Material Litigation*

As on the date of this Letter of Offer, there is no material civil litigation filed by our Promoters.

### **C. Litigation involving our Directors**

#### ***Litigation against our Directors***

##### *Criminal Litigations*

As on the date of this Letter of Offer, there are no criminal litigations pending against our Directors.

##### *Actions taken by statutory or regulatory authorities*

As on the date of this Letter of Offer, there are no actions by statutory or regulatory authorities against our Directors.

##### *Other Material Litigations*

As on the date of this Letter of Offer, there are no material litigations against our Directors.

*Disciplinary action taken (including outstanding action) against our Directors in the five Financial Years preceding the date of this Letter of Offer by SEBI or any stock exchange*

There is no Disciplinary action taken (including outstanding action) against our Directors in the five Financial Years preceding the date of this Letter of Offer by SEBI or any stock exchange.

#### ***Litigations by our Directors***

##### *Criminal Litigations*

As on the date of this Letter of Offer, there is no criminal litigation by our Directors.

##### *Other Material Litigation*

As on the date of this Letter of Offer, there is no material civil litigation filed by our Promoters.

#### **D. Litigation involving our Subsidiary**

As on the date of this Letter of Offer, our Company does not have a subsidiary.

#### **E. Tax proceedings against our Company, Subsidiary, Promoters and Directors**

Set out herein below are details of claims relating to direct and indirect taxes involving our Company, Promoters and Directors:

<b>Nature of case</b>	<b>Number of cases</b>	<b>Amount involved (in ₹ lakhs)*</b>
<b><i>Company</i></b>		
Direct tax	9	140.19
Indirect tax	Nil	Nil
<b><i>Promoters</i></b>		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
<b><i>Directors</i></b>		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil

*\*To the extent quantifiable*

#### **F. Disclosures pertaining to wilful defaulters**

As on date of this Letter of Offer, neither our Company, nor our Promoter, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Except as disclosed in this Letter of Offer, there are no violations of securities laws committed by them in the past or are currently pending against any of them.

#### **G. Material Developments**

Except as disclosed in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 126, there have been no material developments, since the date of the last financial statements disclosed in this Letter of Offer, any circumstances, which materially and adversely affect, or are likely to affect our trading or profitability of our Company or the value of our assets or our ability to pay our liabilities within the next 12 months.

## **GOVERNMENT AND OTHER STATUTORY APPROVALS**

Our Company has obtained necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are material for carrying on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For further details, please refer to the chapter titled “*Objects of the Issue*” at page 54 of this Letter of Offer.



## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

The Board of Directors in its meeting dated January 18, 2024, read with the resolution passed by the Rights Issue Committee in their meeting held on July 6, 2024, have authorized this Issue under Section 62(1)(a) of the Companies Act, 2013.

The Rights Issue Committee of the Board of Directors has, at its meeting held on October 25, 2024, determined the Issue Price as ₹ 10/- per Rights Equity Share, and the Rights Entitlement as eleven (11) Rights Equity Shares for every six (6) Equity Shares held on the Record Date.

Our Company has received 'in-principle' approvals for listing of the Rights Equity Shares to be Allotted pursuant to Regulation 28 of SEBI Listing Regulations, vide letters dated September 20, 2024 issued by BSE, respectively for listing of the Rights Equity Shares to be Allotted pursuant to the Issue.

### **Prohibition by SEBI or other Governmental Authorities**

Our Company, our Promoters, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Letter of Offer.

Our Promoters and our Directors are not promoter(s) or director(s) of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None of our Directors or Promoters are associated with the securities market in any manner. Except as disclosed in this Letter of Offer, there is no outstanding action initiated against them by SEBI in the five years preceding the date of filing of this Letter of Offer.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

### **Prohibition by RBI**

As on date of this Letter of Offer, neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India. Except as disclosed in this Letter of Offer, there are no violations of securities laws committed by them in the past or are currently pending against any of them.

### **Compliance with Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company and our Promoters and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Letter of Offer.

### **Eligibility for the Issue**

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clauses (1) and (2) of Part B of Schedule VI to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B-1 of Schedule VI to the SEBI ICDR Regulations.

### **Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations**

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchanges for listing of the Rights Equity Shares to be issued pursuant to the Issue. BSE Limited is the Designated Stock Exchange for the Issue.

### **DISCLAIMER CLAUSE OF SEBI**

The Draft Letter of Offer was not filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is up to ₹ 1,600 lakhs\*. The present Issue being of less than ₹ 5,000 lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI ICDR Regulations and our Company has filed a copy of this Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI i.e. www.sebi.gov.in.

*\*Assuming full subscription. Subject to finalization of the Basis of Allotment.*

### **Disclaimer from our Company and our Directors**

Our Company and our Directors accept no responsibility for statements made otherwise than in this Letter of Offer 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.asianpetro.in or the respective websites of our Promoter Group, the affiliates of our Company would be doing so at his or her own risk.

All information shall be made available by our Company 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 bidding centers or elsewhere.

Investors will be required to confirm and will be deemed to have represented to our Company 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 issue, 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 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.

No information which is extraneous to the information disclosed in this Letter of Offer or otherwise shall be given by our Company or any member of the Issue management team or the syndicate to any particular section of investors or to any research analyst in any manner whatsoever, including at road shows, presentations, in research or sales reports or at bidding centers.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Rights Equity Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Letter of Offer is current only as at its date.

### **Disclaimer in respect of Jurisdiction**

This Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Gujarat, India only.

### **Disclaimer Clause of BSE**

As required, a copy of the Draft Letter of Offer was submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Letter of Offer, has been provided below:

*“BSE Limited ("**the Exchange**") has given vide its letter dated September 20, 2024, permission to this Company to use the Exchange's name in this Letter of Offer as the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:*

- Warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; or*
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or*
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;*

*and it should not for any reason be deemed or construed that this letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever”*

### **Designated Stock Exchange**

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

### **Listing**

Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

### **Selling Restrictions**

This Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of the Draft Letter of Offer and this Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Draft Letter of Offer and this Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Letter of Offer has been filed with the Stock Exchanges and this Letter of Offer has also been filed with SEBI for its information and record and the Stock Exchanges.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

### **NO OFFER IN THE UNITED STATES**

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THE LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under the Draft Letter of Offer and this Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and the Draft Letter of Offer and this Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Draft Letter of Offer and this Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

## **NO OFFER IN ANY JURISDICTION OUTSIDE INDIA**

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THE THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICIATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THE LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

## **Consents**

Consents in writing of: our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, legal advisor, consultant, the Registrar to the Issue and the Banker to the Issue to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Letter of Offer.

Our Company has received written consent dated October 24, 2024 from the Statutory Auditor to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Letter of Offer as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its examination report dated June 27, 2024 on our Restated Financial Information for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and limited reviewed unaudited financial report dated August 14, 2024 of our Company for the three-month period ended June 30, 2024, in this Letter of Offer and such consent has not been withdrawn as on the date of this Letter of Offer.

Our Company has received written consent dated October 25, 2024 from the CA Shivsahaya V. Gupta, Proprietor, Independent Chartered Accountant to include the certificates issued by them in the Letter of Offer, and such consent has not been withdrawn as on the date of this Letter of Offer.

## **Expert Opinion**

Our Company has received written consent dated October 24, 2024 from the Statutory Auditor to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Letter of Offer as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its examination report dated June 27, 2024 on our Restated Financial Information for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and limited reviewed unaudited financial report dated August 14, 2024 of our Company for the three-month period ended June 30, 2024, in this Letter of Offer and such consent has not been withdrawn as on the date of this Letter of Offer.

Our Company has received written consent dated October 25, 2024 from the CA Shivsahaya V. Gupta, Proprietor, Independent Chartered Accountant to include the certificates issued by them in the Letter of Offer, and such consent has not been withdrawn as on the date of this Letter of Offer.

Except for the abovementioned documents, provided by our Statutory Auditor and Independent Chartered Accountant, our Company has not obtained any expert opinions.

## **Performance vis-à-vis objects – Public/Rights Issue of our Company**

Our Company has not made any rights issues or public issues during the five years immediately preceding the date of this Letter of Offer. Further, there have been no instances in the past, wherein our Company has failed to achieve the objects in its previous issues.

## **Performance vis-à-vis objects – Last issue of listed Subsidiaries or Associates**

As on date of this Letter of Offer, our Company does not have any subsidiaries or associate companies.

## **Stock Market Data of the Equity Shares**

Our Equity Shares are listed and traded on BSE. For details in connection with the stock market data of the Stock Exchanges, please refer to the chapter titled “*Market Price Information*” on page 138 of this Letter of Offer.

## **NOTICE TO INVESTORS**

**NO ACTION HAS BEEN TAKEN OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES TO OCCUR IN ANY JURISDICTION OTHER THAN INDIA, OR THE POSSESSION, CIRCULATION OR DISTRIBUTION OF THIS LETTER OF OFFER OR ANY OTHER MATERIAL RELATING TO OUR COMPANY, THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN ANY JURISDICTION WHERE ACTION FOR SUCH PURPOSE IS REQUIRED. ACCORDINGLY, THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS LETTER OF OFFER NOR ANY OFFERING MATERIALS OR ADVERTISEMENTS IN CONNECTION WITH THE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES MAY BE DISTRIBUTED OR PUBLISHED IN OR FROM ANY COUNTRY OR JURISDICTION EXCEPT IN ACCORDANCE WITH THE LEGAL REQUIREMENTS APPLICABLE IN SUCH COUNTRY OR JURISDICTION. THIS ISSUE WILL BE MADE IN COMPLIANCE WITH THE APPLICABLE SEBI REGULATIONS. EACH PURCHASER OF THE RIGHTS ENTITLEMENTS OR THE RIGHTS EQUITY SHARES IN THIS ISUE WILL BE DEEMED TO HAVE MADE ACKNOWLEDGMENTS AND AGREEMENTS.**

## **Filing**

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for Rights Issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer was filed with BSE Limited and not with SEBI. However, this Letter of Offer has been submitted with SEBI for information and dissemination purposes and shall be filed with the Stock Exchanges.

## **Mechanism for Redressal of Investor Grievances**

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. Adroit Corporate Service Private Limited is our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

### **Investor Grievances arising out of this Issue**

Investors may contact the Registrar to the Issue or our Company Secretary for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs, giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see “*Terms of the Issue*” beginning at page 150 of this Letter of Offer. The contact details of our Registrar to the Issue and our Company Secretary are as follows:

#### **Registrar to the Issue**

##### **Adroit Corporate Service Private Limited**

17-20, Jafferbhoy Ind. Estate,  
1<sup>st</sup> Floor, Makwana Road, Marol Naka,  
Andheri (E), Mumbai – 400 059,  
Maharashtra, India

**Telephone:** +91 224 227 0400

**Facsimile:** N.A.

**E-mail:** info@adroitcorporate.com

**Website:** www.adroitcorporate.com

**Investor grievance:** info@adroitcorporate.com

**SEBI Registration No:** INR000002277

**Contact person:** Sandeep Shinde

Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/Refund Orders etc.

**Anjali Gurnani**, Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder.

24, Suwarnapuri Society, Chikuwadi,  
Near Jetalpur Road, Alkapuri,  
Vadodara- 390 007, Gujarat, India.

**Telephone:** +91 898 955 1993

**Facsimile:** NA

**E-mail:** cs@asianpetro.in

## SECTION VII – ISSUE INFORMATION

### TERMS OF THE ISSUE

*This section is for the information of the Investors proposing to apply in the Issue. Investors should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Master Circular, Investors proposing to apply in the Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.*

*Investors are requested to note that application in the Issue can only be made through ASBA or any other mode which may be notified by SEBI.*

The Rights Entitlement on the Equity Shares, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which our Company has withheld the dividend, shall be held in abeyance and the Application Form along with the Rights Entitlement Letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents /records confirming the legal and beneficial ownership of the Securities with regard to these cases on or prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to the Rights Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

The Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI LODR Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the RBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchange and the terms and conditions as stipulated in the Allotment Advice.

#### I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations and SEBI Master Circular, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided their Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, the Draft Letter of Offer and this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of:

- (i) our Company at [www.asianpetro.in](http://www.asianpetro.in);
- (ii) the Registrar at <https://www.adroitcorporate.com/RandTServices.aspx>; and
- (iii) the Stock Exchange at [www.bseindia.com](http://www.bseindia.com).

In case the Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://www.adroitcorporate.com/RandTServices.aspx>) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., <https://www.adroitcorporate.com/RandTServices.aspx>).

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible. Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue materials, including the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with the Stock Exchange. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with the Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

Our Company is undertaking the Issue on a rights basis to the Eligible Equity Shareholders and will send the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided a valid email addresses and an Indian address to our Company.

This Letter of Offer is being provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

## **II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE**



In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Master Circular, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in the Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “- *Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 161 of this Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in the Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, see “- *Grounds for Technical Rejection*” on page 157 of this Letter of Offer.

Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in the Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in the Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “- *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 154 of this Letter of Offer.

- *Options available to the Eligible Equity Shareholders*

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. Details of each of the Eligible Equity Shareholders’ Rights Entitlement will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at <https://www.adroitcorporate.com/RandTServices.aspx> and link of the same would also be available on the website of our Company at [www.asianpetro.in](http://www.asianpetro.in). Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

If the Eligible Equity Shareholder applies in the Issue, then such Eligible Equity Shareholder can:

1. apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
2. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or
5. renounce its Rights Entitlements in full.

*Making of an Application through the ASBA process*

An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in the Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34). Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in the Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, their directors, employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**Do's:**

- (a) Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- (b) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- (c) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- (d) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- (e) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- (f) Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- (g) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- (h) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.
- (i) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

**Don'ts:**

- (a) Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- (b) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- (c) Do not send your physical Application to the Registrar, the Banker to the Issue, a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- (d) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- (e) Do not submit Application Form using third party ASBA account.
- (f) Avoid applying on the Issue Closing Date due to risk of delay/restrictions in making any physical Application.
- (g) Do not submit multiple Applications.
- (h) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- (i) Do not pay the Application Money in cash, by money order, pay order or postal order.

**Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper in case of non-receipt of Application Form as detailed above and only such plain paper applications which provide all the details required in terms of Regulation 78 of SEBI ICDR Regulations shall be accepted by SCSBs. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to the Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, the Stock Exchange.

An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Asian Petroproducts and Exports Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹10 per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;

13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “Restrictions on Foreign Ownership of Indian Securities” on page 174, of this Letter of Offer and shall include the following:

*“I/ We hereby make representations, warranties and agreements set forth in “Restrictions on Foreign Ownership of Indian Securities” on page 174 of the Letter of Offer.*

*I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the representations, warranties and agreements set forth therein.”*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://www.adroitcorporate.com/RandTServices.aspx> .

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

*Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form*

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in the Issue:

- (a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two clear Working Days prior to the Issue Closing Date;
- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- (c) The remaining procedure for Application shall be same as set out in “- Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process” on page 154 of this Letter of Offer.

In accordance with the SEBI Master Circular, Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR**

**RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

*Application for Additional Rights Equity Shares*

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “-Basis of Allotment” on page 168.

Eligible Equity Shareholders who renounce their Rights Entitlements in full or part, cannot apply for Additional Rights Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Additional general instructions for Investors in relation to making of an Application

- (a) Please read this Letter of Offer carefully to understand the Application process and applicable settlement process.
- (b) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- (c) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under “*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 154.
- (d) Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by BSE.
- (e) Applications should not be submitted to the Banker to the Issue, our Company or the Registrar.
- (f) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to the Issue shall be made into the accounts of such Investors.
- (g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, folio number, bank account details and occupation (“**Demographic Details**”) are updated, true and correct, in all respects. Investors applying under the Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under the Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the intimation on unblocking of ASBA Account or refund (if any) would be mailed to the address of the Investor as per the Indian address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall bear the sole risk of the Investors and none of our Company, the SCSBs or the Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.
- (h) By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

- (i) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
- (j) Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- (k) In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- (l) All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in the Issue quoting the name of the first/sole Applicant, folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- (m) Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- (n) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- (o) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for the Issue as an incorporated non-resident must do so in accordance with the FDI Policy and FEMA Rules.
- (p) Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

Grounds for Technical Rejection

Applications made in the Issue are liable to be rejected on the following grounds:

- (a) DP ID, folio number and Client ID mentioned in Application does not match with the DP ID, folio number and Client ID records available with the Registrar.
- (b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- (c) Sending an Application to our Company, Registrar, Banker to the Issue, to a branch of a SCSB which is not a Designated Branch of the SCSB.
- (d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- (e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- (f) Account holder not signing the Application or declaration mentioned therein.
- (g) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- (h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- (i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- (j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- (k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- (l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Letter of Offer.
- (m) Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
- (n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- (o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- (p) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and "qualified purchasers" (as defined under the U.S. Investment Company Act of 1940, as amended and referred to in this Letter of Offer as "QPs") or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

- (q) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- (r) Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).
- (s) Applicants not having the requisite approvals to make application in the Issue.
- (t) **IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.**
- (u) Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.
- (v) These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. By signing the Application Forms, the Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- (w) The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or the Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.
- (x) In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.
- (y) Application forms supported by the amount blocked from a third party bank account.

#### Multiple Applications

In case where multiple Applications are made using same demat account in respect of the same Rights Entitlement, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further, additional applications in relation to additional Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “- Procedure for Applications by Mutual Funds” on page 160.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by our Promoter to meet the minimum subscription requirements applicable to the Issue as described in “General Information – Minimum Subscription” on page 50.

#### Procedure for Applications by certain categories of Investors

##### **Procedure for Applications by FPIs**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the multiple entities having common ownership, directly or indirectly, of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of FEMA Rules, the total holding by each FPI shall be

below 10% of the total paid-up equity share capital of a company on a fully-diluted basis and the total holdings of all FPIs put together shall not exceed 24% of the paid-up equity share capital of a company on a fully diluted basis.

Further, pursuant to the FEMA Rules the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

#### ***Procedure for Applications by AIFs, FVCIs, VCFs and FDI route***

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in the Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in the Issue. Other categories of AIFs are permitted to apply in the Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

#### ***Procedure for Applications by NRIs***

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in the Issue under applicable securities laws. As per the FEMA Rules, an NRI or Overseas Citizen of India (“**OCI**”) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid- up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been amended to state that all investments by entities incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall



intimate our Company and the Registrar about such approval within the Issue Period.

### ***Procedure for Applications by Mutual Funds***

Applications made by asset management companies or custodians of Mutual Funds should clearly and specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

### **Procedure for applications by Systemically Important NBFCs**

In case of application made by Systemically Important NBFCs registered with the RBI, (i) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (ii) networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

### **Last date for Application**

The last date for submission of the duly filled in the Application Form or a plain paper Application is Monday, November 25, 2024, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in “- Basis of Allotment” on page 168.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by BSE. Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

### **Withdrawal of Application**

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, applying through ASBA facility, may withdraw their Application post 5.00 p.m. (Indian Standard Time) on the Issue Closing Date.

### **Disposal of Application and Application Money**

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto. In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of four days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate

and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

### III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

- Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://www.adroitcorporate.com/RandTServices.aspx> by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.asianpetro.in](http://www.asianpetro.in)).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE810M20019. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

**Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Issue for subscribing to the Rights Equity Shares offered under Issue.**

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e. <https://www.adroitcorporate.com/RandTServices.aspx>). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

**In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only.**

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “**ASIAN PETROPRODUCTS AND EXPORTS LIMITED DEMAT SUSPENSE ESCROW ACCOUNT**”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the

Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., by Wednesday, November 20, 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one Working Day before the Issue Closing Date, i.e., Friday, November 22, 2024, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard.

Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar is active to facilitate the aforementioned transfer.

#### IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

- Renounees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to the Issue shall apply to the Renounee(s) as well.

- Renunciation of Rights Entitlements

The Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off market transfer.

- Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange (the “**On Market Renunciation**”); or (b) through an off market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two Working Days prior to Issue Closing Date, Wednesday, November 20, 2024 such that credit of REs in their demat account takes place at least one Working Day before the Issue Closing Date, i.e., Friday, November 22, 2024, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

- Payment Schedule of Rights Equity Shares

₹10 per Rights Equity Share shall be payable on Application.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

**(a) On Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares of our Company. In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Master Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the the Stock Exchange under ISIN: INE810M20019 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Monday, November 11, 2024 to Monday, November 25, 2024 (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN: INE810M20019 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of the Stock Exchange under automatic order matching mechanism and on T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

**(b) Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN: IN810M20019, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

**V. MODE OF PAYMENT**

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

The Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company in accordance with sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in the Issue.

#### *Mode of payment for Resident Investors*

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

#### *Mode of payment for Non-Resident Investors*

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renounees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

## **VI. BASIS FOR THE ISSUE AND TERMS OF THE ISSUE**

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see "*The Issue*" beginning on page 44.

### Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of eleven (11) Rights Equity Shares for every six (6) Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than six (6) Rights Equity Shares or not in the multiple of six (6), the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their rights entitlement, if any.

For example, if an Eligible Equity Shareholder holds four (4) Equity Shares, such Equity Shareholder will be entitled to seven (7) Equity Share and will also be given a preferential consideration for the Allotment of one Additional Rights Equity Share if such Eligible Equity Shareholder has applied for Additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in the Issue post allocation towards Rights Entitlements applied for.

Further, the right entitlement is in the ratio of 11 (Eleven) Rights Equity Share(s) for every 6 (Six) Equity Shares held hence there is no case of 'zero' entitlement in this Rights issue. Even the eligible shareholder holding 1 equity share is entitled to a minimum of 1 equity share.

### Ranking

The Rights Equity Shares to be issued and Allotted pursuant to the Issue shall be subject to the provisions of the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI LODR Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under the Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

### Listing and trading of the Rights Equity Shares to be issued pursuant to the Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to the Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE through its letter bearing reference number LOD/RIGHT/TT/FIP/962/2024-25 dated September 20, 2024. The Equity Shares of our Company have not been listed on NSE. Our Company will apply to the Stock Exchange for final approval for the listing and trading of the Rights Equity Shares subsequent to its Allotment.

No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof. The existing Equity Shares are listed and traded on BSE (Scrip Code: 524434) and BSE (Symbol: ASINPET) under the ISIN: INE810M01019. The Equity Shares of our Company are not listed on National Stock Exchange of India Limited. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchange.

Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to the Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from BSE, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from BSE, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of

our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

- Subscription to the Issue by our Promoter and members of the Promoter Group

For details of the intent and extent of subscription by our Promoter, see “*Capital Structure – Intention and extent of participation by our Promoter and Promoter Group in the Issue*” on page 51.

## VII. GENERAL TERMS OF THE ISSUE

- Terms of Payment:

This is a rights issue of 1,58,90,416\* fully paid-up Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 10/- (Including a premium of NIL) per Rights Equity Share not exceeding an amount of up to ₹ 1,600\* lakhs. The Issue Price of ₹10 per Rights Equity Share is payable in its entirety at the time of Application and therefore there are no terms of payment applicable to this Issue.

\*Assuming full subscription. Subject to finalization of the Basis of Allotment.

- Market Lot

The Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Equity Shares in dematerialised mode is one Equity Share.

- Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in the Issue.

- Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be Allotted in the Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

- Arrangements for Disposal of Odd Lots

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Equity Share and hence, no arrangements for disposal of odd lots are required.

- Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI LODR Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be effected unless the securities are held in the dematerialized form with a depository.

- Notices

In accordance with the SEBI ICDR Regulations and the SEBI Master Circular, and MCA General Circular No. 21/2020 dated May 11, 2020, our Company will send through email and speed post, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue

material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one regional Gujarati daily newspaper with wide circulation (Gujarati also being the regional language in the place where our Registered is located).

The Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the the Stock Exchange for making the same available on its website.

- *Offer to Non-Resident Eligible Equity Shareholders/Investors*

As per Rule 7 of the FEMA Rules, RBI has given general permission to a person resident outside India and having investment in an Indian company to make investment in rights equity shares issued by such company subject to certain conditions. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, subject to the conditions set out therein (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice.

If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at <https://www.adroitcorporate.com/R> and T Services.aspx. It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchange.

Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis. In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened.

Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

## **ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM**

**PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE “-ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 169.**

### **VIII. ISSUE SCHEDULE**

<b>Issue Opening Date</b>	Monday, November 11, 2024
<b>Last date for receiving requests for Application Form and Rights Entitlement Letter#</b>	Thursday, November 21, 2024
<b>Issue Closing Date</b>	Monday, November 25, 2024
<b>Finalising the basis of allotment with the Designated Stock Exchange</b>	Wednesday, December 04, 2024



<b>Date of Allotment (on or about)</b>	Wednesday, December 04, 2024
<b>Initiation of refunds</b>	Saturday, December 07, 2024
<b>Date of credit (on or about)</b>	Monday, December 09, 2024
<b>Date of listing (on or about)</b>	Friday, December 13, 2024

*\*Our Board may, however, decide to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).*

*\*\*Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

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

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., November 21, 2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., November 25, 2024.

## **IX. BASIS OF ALLOTMENT**

Subject to the provisions contained in the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part, as adjusted for fraction entitlement.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of the Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.
- (d) Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.
- (e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in the Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful Application;

2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Banker to the Issue to refund such Applicants.

#### **X. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS**

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 1 day from the finalisation of Basis of allotment T+1, T being the date of approval of basis of allotment. In case of failure to do so, our Company and our Directors who are “officers in default” shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 1 day’ period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

#### **XI. PAYMENT OF REFUND**

- Mode of making refunds

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

- (a) Unblocking amounts blocked using ASBA facility.
- (b) NACH – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition (“MICR”) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
- (c) National Electronic Fund Transfer (“NEFT”) – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“IFSC Code”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.

- (d) Direct Credit – Investors having bank accounts with the Banker to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
- (e) RTGS – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank for the same would be borne by our Company. Charges, if any, levied by the Investor’s bank receiving the credit would be borne by the Investor.
- (f) For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
- (g) Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

- Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

## XII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

- Receipt of the Rights Equity Shares in Dematerialized Form

**PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.**

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates: tripartite agreements dated December 2, 2011 and February 29, 2012 amongst our Company, NSDL and CDSL, respectively, and the Registrar to the Issue.

**INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

The procedure for availing the facility for Allotment of Rights Equity Shares in the Issue in the dematerialised form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor’s depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor’s depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.

5. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with Investor Education and Protection Fund (IEPF) authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
8. Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.
9. Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue

### **Impersonation**

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who:*

- (i) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (ii) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (iii) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lacs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lacs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lacs or with both.

### **Utilization of Issue Proceeds**

Our Board of Directors declares that:

- (a) All monies received out of the Issue shall be transferred to a separate bank account;
- (b) Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- (c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- (d) Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

### **Undertakings by our Company**

Our Company undertakes the following:

- (i) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.

- (ii) All steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.
- (iii) The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- (iv) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- (v) Other than any Equity Shares that may be issued pursuant to exercise options under the ESOP 2016 and ESOP 2018, no further issue of securities affecting our Company's Equity Share capital shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription etc.
- (vi) In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- (vii) Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to non-ASBA Applications while finalizing the Basis of Allotment.
- (viii) At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
- (ix) Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
- (x) Our Company accepts full responsibility for the accuracy of information given in this Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

#### **Minimum Subscription**

The objects of the Issue involve financing other than financing of capital expenditure for a project and our Promoters and members of our Promoter Group have undertaken to:

- (i) subscribe to the full extent of their respective Rights Entitlements, subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR;
- (ii) have also confirmed that they shall not renounce their Rights Entitlements, except to the extent of renunciation within the promoter group. Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue is not applicable; and
- (iii) subscribe to, either individually or jointly and/or severally with any other Promoters or member of the Promoter Group, for additional Rights Equity Shares, subject to compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws.

#### **Filing**

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for Rights Issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer was filed with BSE Limited and not with SEBI. However, this Letter of Offer has been submitted with SEBI for information and dissemination purposes and shall be filed with the Stock Exchange.

#### **Withdrawal of the Issue**

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, our Company, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date, a public notice within two (2) Working Days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-

Issue advertisement has appeared and the Stock Exchange will also be informed promptly.

The Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchange.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the Stock Exchange where the Equity Shares may be proposed to be listed.

### **Important**

Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in “*Risk Factors*” on page 22.

All enquiries in connection with this Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed “*Asian Petroproducts and Exports Limited – Rights Issue*” on the envelope to the Registrar at the following address:

#### **Adroit Corporate Service Private Limited**

17-20, Jafferbhoy Ind. Estate,  
1<sup>st</sup> Floor, Makwana Road, Marol Naka,  
Andheri (E), Mumbai – 400 059,  
Maharashtra, India

**Telephone:** +91 224 227 0400

**Facsimile:** N.A.

**E-mail:** info@adroitcorporate.com

**Website:** www.adroitcorporate.com

**Investor grievance:** info@adroitcorporate.com

**SEBI Registration No:** INR000002277

**Contact person:** Sandeep Shinde

The Issue will remain open for a minimum period of 7 (seven) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

The Investors can visit following links for the below-mentioned purposes:

- (a) Frequently asked questions are available on the website of the Registrar (<https://www.adroitcorporate.com/RandTServices.aspx>) or call helpline numbers (+91 224 227 0400) and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors;
- (b) Updation of email address/ mobile number in the records maintained by the Registrar or our Company: <https://www.adroitcorporate.com/RandTServices.aspx>
- (c) Updation of Indian address can be sent to Registrar at email id info@adroitcorporate.com or by way of Registered post/Courier at 18-20, Jafferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059, Maharashtra, India.
- (d) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://www.adroitcorporate.com/RandTServices.aspx>.
- (a) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders at <https://www.adroitcorporate.com/RandTServices.aspx>.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“**FDI**”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“**DPIIT**”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2017 (“**FDI Circular 2017**”), which, with effect from August 28, 2017, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2017 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails. The Consolidated FDI Policy, issued by the DIPP, consolidates the policy framework in place as on August 27, 2017, 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 Consolidated FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government of India, erstwhile OCBs cannot participate in this Issue.

*The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available on the website of the Company at [www.asianpetro.in](http://www.asianpetro.in) from the date of this Letter of Offer until the Issue Closing Date.

### Material Contracts for the Issue

- (i) Registrar Agreement dated June 26, 2024 entered into amongst our Company and the Registrar to the Issue.
- (ii) Escrow Agreement dated October 8, 2024 amongst our Company, the Registrar to the Issue and the Bankers to the Issue.

### Material Documents

- (i) Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.
- (ii) Annual Reports of the Company for the past five years.
- (iii) Certificate of incorporation dated November 26, 1991.
- (iv) Resolution of the Board of Directors dated January 18, 2024 read with the resolution passed by the Rights Issue Committee in their meeting held on July 6, 2024, in relation to the Issue.
- (v) Resolution of the Board of Directors dated July 6, 2024 approving and adopting the Draft Letter of Offer.
- (vi) Resolution of the Rights Issue Committee of the Board of Directors dated October 25, 2024 approving and adopting this Letter of Offer.
- (vii) Resolution of Rights Issue Committee of the Board of Directors dated October 25, 2024, finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio.
- (viii) Consent of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Independent Chartered Accountant, Bankers to the Issue, Legal Advisor, the Registrar to the Issue for inclusion of their names in the Letter of Offer in their respective capacities.
- (ix) The examination reports dated June 27, 2024 of the Statutory Auditor, on our Company's Restated Financial Statements, included in this Letter of Offer.
- (x) Limited reviewed unaudited financial report dated August 14, 2024 of our Company for the three-month period ended June 30, 2024.
- (xi) Statement of Tax Benefits dated June 27, 2024 from the Statutory Auditor included in this Letter of Offer.
- (xii) Tripartite Agreement dated December 2, 2011 between our Company, NSDL and the Registrar to the Issue.
- (xiii) Tripartite Agreement dated February 29, 2012 between our Company, CSDL and the Registrar to the Issue.
- (xiv) In principle listing approvals dated September 20, 2024 issued by BSE.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if



so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the 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 Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Letter of Offer are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

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**Jashwant Hiralal Bhatt**  
(Chairman & Independent Director)

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**Siddharth Jaykishor Chaturvedi**  
(Non-Executive Director)

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**Jaykishor Chaitanyakishor Chaturvedi**  
(Managing Director)

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**Devindersingh Sevasing Bhumra**  
(Independent Director)

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**Nupur Ankur Chaturvedi**  
(Non-Executive Director)

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**Ankur Jaykishor Chaturvedi**  
(Chief Financial Officer)

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**Place:** Gujarat

**Date:** October 26, 2024