Draft Letter of Offer
Date: April 30, 2021
For Eligible Equity Shareholders only

VIKAS LIFECARE LIMITED
(*"Formerly known as Vikas Multicorp Limited"*)

*Vikas Lifecare Limited ("formerly known as Vikas Multicorp Limited") ("**Company**" or "**Issuer**") was incorporated on November 9, 1995 with the name of Akshatha Management Consultants Private Limited in accordance with the provision of Companies Act, 1956. Subsequently the name of our Company was changed to Akshatha Service Private Limited and the Registrar of Companies, National Capital Territory of Delhi and Haryana issued a fresh certificate of incorporation on May 29, 2001. Thereafter, again the name of our Company was changed to Moonlite Technochem Private Limited and the Registrar of Companies National Capital Territory of Delhi and Haryana issued a fresh certificate of incorporation on December 29, 2008. Our Company subsequently converted into public limited company and upon conversion into the public limited company, the name of our Company changed to Moonlite Technochem Limited and a fresh certificate of incorporation on November 1, 2016 was issued by the Registrar of Companies, Delhi. The name of our Company was again changed to Vikas Multicorp Limited and a fresh certificate of incorporation dated January 24, 2017 was issued under the seal of the Registrar of Companies, Delhi. The name of our Company was again changed to Vikas Lifecare Limited and a fresh certificate of incorporation dated April 9, 2021 was issued under the seal of the Registrar of Companies, Delhi.*

Pursuant to the order of the National Company Law Tribunal, Principal Bench, New Delhi dated October 31, 2018 approving the Scheme of Arrangement, the 'Recycled and Trading Compounds Division' of group concern 'Vikas Ecotech Limited' was demerged from Vikas Ecotech Limited and acquired by our Company. Pursuant to completion of said demerger, the equity shares of our Company were listed on the NSE and the BSE on May 8, 2019.

Registered Office: G-1, 34/1, East Punjabi Bagh New Delhi-110026, India, **Tel: 011-40450110**
Contact Person: Ms. Rashika Gupta, Company Secretary and Compliance Officer, **E-mail:** cs@vikaslifecarelimited.com;
Website: www.vikaslifecarelimited.com
Corporate Identification Number: *L25111DL1995PLC073719*

OUR PROMOTERS: MR. VIKAS GARG, VIKAS GARG HUF, MS. SEEMA GARG, MS. SUKRITI GARG, MR. VINOD KUMAR GARG, VINOD KUMAR GARG HUF, MS. SHASHI GARG, MR. VAIBHAV GARG

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF VIKAS LIFECARE LIMITED ("FORMERLY KNOWN AS VIKAS MULTICORP LIMITED") (OUR "COMPANY" OR THE "ISSUER") ONLY

NEITHER OUR COMPANY NOR OUR PROMOTER HAS BEEN DECLARED AS A WILFUL DEFAULTER BY THE RBI OR ANY OTHER GOVERNMENT AUTHORITY

ISSUE UPTO [●] FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE [(INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE)] NOT EXCEEDING ₹ 4,980 LAKHS# ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] EQUITY SHARE FOR EVERY [●] FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS [●] (THE "ISSUE"). FOR FURTHER DETAILS, SEE "*TERMS OF THE ISSUE*" BEGINNING ON PAGE 172 OF THIS DRAFT LETTER OF OFFER.

 # Assuming full subscription.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of the investors is invited to "*Risk Factors*" beginning on page 18 of this Draft Letter of Offer before making an investment in this Issue.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, and that the information contained in this Draft 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 Draft Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respects.

LISTING

The existing Equity Shares are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (BSE and NSE together the "**Stock Exchanges**"). Our Company has received 'in-principle' approvals from the BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated [●] and [●] respectively. For the purpose of this Issue, the Designated Stock Exchange is BSE.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
MARK	Health & Wealth We Manage Both
Mark Corporate Advisors Private Limited **CIN**: U67190MH2008PTC181996 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai - 400 057. **Telephone:** +91 22 2612 3207/08 **E-mail id:** info@markcorporateadvisors.com **Investor Grievance e-mail id:** investorgrievance@markcorporateadvisors.com **Contact Person:** Mr. Manish Gaur **Website:** www.markcorporateadvisors.com **SEBI registration number:** INM000012128	**Alankit Assignments Limited** **CIN:** U74210DL1991PLC042569 4E/21, Alankit House, Jhandewalan Extension, New Delhi - 110055 **Telephone:** 011-42541234 / 23541234 **E-mail id:** info@alankit.com **Investor Grievance e-mail id:** vijayps1@alankit.com **Contact Person:** Mr. Vijay Pratap Singh **Website:** www.alankit.com **SEBI registration number**: INR000002532

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATIONS*	ISSUE CLOSES ON#
[●]	[●]	[●]

** 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.*
 # Our Board or a duly authorized committee thereof 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 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 Draft 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 capitalized terms used in this Draft 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 Draft 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 Draft Letter of Offer", "Financial Information", "Statement of Special Tax Benefits", "Outstanding Litigation and Material Developments" and "Issue Related Information" on 55,15,*85, *53, 161 and 171 respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/ chapters.*

Company Related Terms

Term	Description
"Company", "our Company", "the Company", "the Issuer"	Vikas Lifecare Limited ("formerly known as Vikas Multicorp Limited"), a public limited company incorporated under the Companies Act, 1956, having its registered office at Vikas Apartments, G-1, 34/1 East Punjabi Bagh New Delhi-110026, India.
"we", "us", or "our"	Unless the context otherwise indicates or implies, refers to our Company.
"Articles" / "Articles of Association" / "AoA"	Articles / Articles of Association of our Company, as amended from time to time.
"Annual Audited Financial Statements	The audited financial statements of our Company prepared under GAAP for Fiscal 2018, 2019 and 2020 and for the nine and half month's period ended January 15, 2021, 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.
"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 ("**SEBI Listing Regulations**") and Section 177 of the Companies Act, 2013. For details, see "*Our Management*" beginning on page 73 of this Draft Letter of Offer.
"Auditor" / "Statutory Auditor"/ "Peer Review Auditor"	Statutory and peer review auditor of our Company, namely, M/s. Goyal Nagpal & Co, Chartered Accountants.
"Board" / "Board of Directors"	Board of directors of our Company or a duly constituted committee thereof.
"Chief Executive Officer / CEO"	Mr. Vijay Kumar Sharma, the Chief Executive Officer of our Company.
"Chief Financial Officer / CFO"	Mr. Chandan Kumar, the Chief Financial Officer of our Company.
"Company Secretary and Compliance Officer"	Ms. Rashika Gupta, 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"	Equity shares of our Company of face value of ₹ 1 each.
"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.

Term	Description
"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 "*Our Management – Key Managerial Personnel*" beginning on page 73 of this Draft Letter of Offer.
Materiality Policy	A policy adopted by our Company for identification of material litigation(s) for the purpose of disclosure of the same in this Draft 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. For details, see "*Our Management*" beginning on page 73 of this Draft Letter of Offer.
"Non-executive Directors"	Non-executive Directors of our Company.
"Non-Executive and Independent Director"	Non-executive and independent directors of our Company, unless otherwise specified
"Promoter"	The Promoters of our company namely Mr. Vikas Garg, Vikas Garg HUF, Ms. Seema Garg, Ms. Sukriti Garg, Mr. Vinod Kumar Garg, Vinod Kumar Garg HUF, Ms. Shashi Garg, Mr. Vaibhav Garg. For further details, see "*Our Promoters*" beginning on page 82 of this Draft Letter of Offer.
"Promoter Group"	Individuals and entities forming part of the promoter and promoter group in accordance with SEBI ICDR Regulations.
"Registered Office"	The registered office of our Company located at G-1, 34/1, East Punjabi Bagh New Delhi-110026, India.
"Registrar of Companies"/ "RoC"	Registrar of Companies, Delhi situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019.
"Restated Financial Statements"/ "Restated Standalone Financial Statements"	Restated standalone financial statements of our Company for the Fiscals 2018, 2019 and 2020 and for the nine and a half months period for the period ended January 15, 2021 prepared in accordance with the Companies Act and restated in accordance with the requirements of the SEBI ICDR Regulations. For details, see "*Financial Statements*" on page 86 of this Draft Letter of Offer.
"Rights Issue Committee" / "Fund Raising Committee"	The committee constituted in the Board meeting dated February 6, 2021 for finalizing the term of the Issue and take all appropriate decision and steps as it may deem fit in relation to the Issue, in accordance with the applicable provisions of the Listing Regulations and the Companies Act, 2013.
"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. For details, see "*Our Management*" beginning on page 73 of this Draft Letter of Offer.

Issue Related Terms

Term	Description
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	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/Allotment/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

Term	Description
	with Section 40(3) of the Companies Act.
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) who are Allotted Rights Equity Shares pursuant to the Allotment.
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 Draft Letter of Offer/Letter of Offer, being an ASBA Investor.
Application	Application made through (i) 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, or (ii) filling the online Application Form available on R-WAP (instituted only for resident Investors, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts), to subscribe to the 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 using the R-WAP or through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Investor to make an application for the Allotment of Equity Shares in the 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 a SCSB to block the Application Money in the ASBA Account.
ASBA Account	Account maintained with a 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 Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including renouncees) 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, in this case being [●].
Bankers to the Issue Agreement	Agreement dated [●] entered into by and amongst our Company, the Registrar to the Issue and the Bankers to the Issue for collection of the Application Money from Applicants/Investors making an application through the R-WAP facility, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts collected from Applicants/Investors and providing such other facilities and services as specified in the agreement.
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 "*Terms of the Issue*" beginning on page172 of this Draft 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 and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in.
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.

Term	Description
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 http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&i n tmId=35, 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	This draft letter of offer filed with Stock Exchange, in accordance with the SEBI ICDR Regulations, for their observations. *Vide* SEBI Circular April 21, 2020 bearing number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 and SEBI ICDR (Fourth Amendment) Regulations, 2020, our Company has been exempted from fling the Draft Letter of Offer with SEBI.
Escrow Account(s)	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 making an Application through the R-WAP 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 [●].
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date i.e. [●]. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see "*Notice to Investors*" beginning on page 9 of this Draft Letter of Offer.
Issue / Rights Issue	Issue of up to [●] Equity Shares of face value of ₹ 1 each of our Company for cash at a price of ₹ [●] per Rights Equity Share not exceeding ₹ 4,980 lakhs on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] ([●]) Rights Equity Shares for every [●] ([●]) Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. [●].
Issue Closing Date	[●]
Issue Opening Date	[●]
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	₹ [●] per Rights Equity Share.
Issue Proceeds	Gross proceeds of the Issue.
Issue Size	Amount not exceeding ₹ 4,980 lakhs.
Letter of Offer/LOF	The letter of offer to be filed with the Stock Exchanges and submitted with SEBI.
Net Proceeds	Proceeds of the Issue less our Company's share of Issue related expenses. For further information about the Issue related expenses, see "*Objects of the Issue*" beginning on page 47 of this Draft Letter of Offer.
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees.
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.

Term	Description
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before [●].
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
R-WAP	Registrar's web-based application platform accessible at **Error! Hyperlink reference not valid.**instituted as an optional mechanism in accordance with SEBI circulars bearing reference numbers SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19,2021, SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24 2020; and SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, for accessing/ submitting online Application Forms by resident public Investors. This platform is instituted only for resident Investors, in the event such Investors are not able to utilize the ASBA facility for making an Application despite their best efforts.
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being [●].
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being.
"Registrar to the Issue" / "Registrar"	Alankit Assignments Limited.
Registrar Agreement	Agreement dated [●] entered into among our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue including in relation to the R-WAP facility.
Renouncee(s)	Person(s) who has/have acquired the Rights Entitlement from the Eligible Equity Shareholders on renunciation.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date i.e. [●]. Such period shall close on [●] 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 Renouncee on or prior to the Issue Closing Date i.e. [●].
Retail Individual Bidders(s)/Retail Individual Investor(s)/ RII(s)/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.
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 [●] ([●]) Rights Equity Shares for every [●] ([●]) Equity Shares held on [●]. The Rights Entitlements with a separate ISIN: [●] 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 i.e. [●]
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible through the R-WAP and on the website of our Company
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue.

Term	Description
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2020
Self-Certified Syndicate Banks" or "SCSBs	The banks registered with SEBI, offering services (i) in relation to ASBA, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time.
Stock Exchanges	Stock exchange where the Equity Shares are presently listed, being BSE and NSE.
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	A Company or person, as the case may be, categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any company whose director or promoter is categorized as such.
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Delhi 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 Delhi are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchange. "Working Day" shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

Business and Industry related Terms or Abbreviations

Term	Description
CAGR	Compounded Annual Growth Rate
Covid-19	Coronavirus Disease 2019
EVA Compounds	Ethylene-Vinyl Acetate
FMCG	Fast Moving Consumers Good
GDP	Gross Domestic Product
GVA	Gross Value Added
INR	Indian Rupee (₹)
MMT	Million Metric Tonnes
PE	Polyethylene
PP	Polypropylene
PVC	Polyvinyl chloride resins
Recycled Material	Recycled Plastic Waste
TPR	Thermoplastic Rubber
USA/US	United States of America
USD/ US$	US Dollar
Food Preservation and Storage	Preservation and Storage of different kind of food grains and saplings for enhancing their/it's life

Conventional and General Terms or Abbreviations

Term	Description
A/c	Account

Term	Description
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
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
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
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 Securities and Exchange Board of India (Foreign Institutional Investors) Regulations.
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	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
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
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended
INR or ₹ or Rs. Or Indian Rupees	Indian Rupee, the official currency of the Republic of India.
ISIN	International Securities Identification Number

Term	Description
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
NSE	National Stock Exchange of India Limited
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
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended
Regulation S	Regulation S under the United States Securities Act of 1933, as amended
SCRA	Securities Contract (Regulation) Act, 1956 of 1933, as amended
SCRR	The Securities Contracts (Regulation) Rules, 1957 as amended
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	The 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	The 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
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
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 this Draft Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement 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 this Draft 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 dispatch through email and courier this Draft Letter of Offer / Abridged Letter of Offer, 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, this Draft Letter of Offer will be provided, through email and courier, 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 this Draft Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Stock Exchanges, and on R-WAP.

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 this Draft 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 this Draft 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, this Draft 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 this Draft 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 this Draft 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 this Draft 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 this Draft 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 this Draft 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 this Draft 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 THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS 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 THEIR 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 Draft 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, this Draft 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 this Draft 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.

PRESENTATION OF FINANCIAL INFORMATION

Certain Conventions

All references to "India" contained in this Draft 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 Draft 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 Draft Letter of Offer is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft 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 Draft Letter of Offer are to the page numbers of this Draft Letter of Offer.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Letter of Offer has been derived from our Restated Financial Statements. For details, please see "*Financial Information*" beginning on page 86 of this Draft Letter of Offer. Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

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**"). The Audited Financial Statements of our Company for the Financial Year ended March 2018 is prepared under GAAP and for March 2019 and March 2020 and the nine and half months period ended January 15, 2021 have 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 restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI. Our Company publishes its financial statements in Rupees.

In this Draft 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 the Financial Statements in whole numbers and in this Draft 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 Draft 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 Draft 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 Draft Letter of Offer should accordingly be limited. For further information, see "*Financial Information*" beginning on page 86 of this Draft Letter of Offer.

Certain figures contained in this Draft 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 Draft Letter of Offer rounded-off to such number of decimal points as provided in such respective sources. In this Draft 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

Our Company has presented certain numerical information in this Draft Letter of Offer in "lakh" or "Lac" units or in whole numbers. 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 Draft Letter of Offer, unless otherwise indicated, have been calculated based on our Restated Financial Information.

Exchange Rates

This Draft 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:

(in ₹)

Sr. No.	Name of the Currency	As of March 31, 2021	As of March 31, 2020	As of March 31, 2019
1.	1 United States Dollar	73.50	75.39	69.17

(Source: RBI reference rate)

**Exchange rate as on March 29, 2019, as RBI reference rate is not available for March 31, 2019 and March 30, 2019 being a Saturday and Sunday, respectively.*

***Exchange rate as on March 28, 2018, as RBI reference rate is not available for March 31, 2018, March 30, 2018 and March 29, 2018 being a Saturday and public holidays, respectively.*

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft 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 Draft Letter of Offer is reliable, it has not been independently verified by us. 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*" beginning on page 18 of this Draft 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 Draft 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 Draft Letter of Offer contains certain "forward-looking statements". Forward looking statements appear throughout this Draft 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 Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft 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:

- Uncertainty of the continuing impact of the COVID-19 pandemic on our business and operations;
- Any disruption in our sources of funding or increase in costs of funding;
- Engagement in a highly competitive business and a failure to effectively compete;
- We are affected by volatility in interest rates, adversely affecting our net interest income;
- An adverse determination in an ongoing litigation to which Company is a party;
- A downturn in the utility of our products to the industries we cater to;
- A reduction in the demand of our products and/or competing products gaining wider market acceptance;
- Loss of one or more of our key customers and/or suppliers;
- An increase in the productivity and overall efficiency of our competitors;
- An adverse change in the regulations governing our products and the products of our customers;
- A significant fall in the global price of our products and/or a significant rise in the global price of our raw materials; and
- A decrease in the demand for the products of our customers in which our Products are used and/or a downfall in production activities.

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 18, 64 and 154 respectively, of this Draft 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 Draft 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 Promoter, 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 Draft Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

SUMMARY OF 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*" beginning on pages 18, 39 ,45, 47, 64, 55,162 and 172 respectively.

1. Summary of Industry

As per an estimate of the Indian government, the per capita plastics consumption will be doubled by 2022, this will result in presumably a surrogate measure for economic advancement and increased advanced manufacturing. With an increased plastic manufacturing and consumption, India is seen as one of the biggest markets for Plastic Recycling business. India's plastic-processing industry has over 30,000 units and an annual turnover of Rs 2.25 lakh crore, according to the All India Plastic Manufacturers' Association (AIPMA).

For further details, please refer to the chapter titled "*Industry Overview*" beginning on page 55 of this Draft Letter of Offer.

2. Summary of Business

We are engaged in the business of manufacturing recycling materials and trading of Polymer Compounds. We are an ISO 9001:2015 compliant Company. Until year 2019, our Company was only engaged in the business of trading Polymer compounds. Our Company in the year 2019 completed the acquisition of 'Recycled and Trading Compounds Division' of group concern 'Vikas Ecotech Limited' through demerger under the scheme of arrangement approved by Hon'ble National Company Law Tribunal. Pursuant to completion of said demerger, the equity shares of the Company were listed at the Stock Exchanges, both at the National Stock Exchange and Bombay Stock Exchange on May 8, 2019.

For further details, please refer to the chapter titled "*Our Business*" beginning on page 64 of this Draft Letter of Offer.

3. Our Promoters

The Promoters of our company are Mr. Vikas Garg, Vikas Garg HUF, Ms. Seema Garg, Ms. Sukriti Garg, Mr. Vinod Kumar Garg, Vinod Kumar Garg HUF, Ms. Shashi Garg and Mr. Vaibhav Garg.

4. Objects of the Issue

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

Particulars	Amount (in lakhs)
Gross Proceeds from the Issue#	4980.00*
Less: Adjustment of Unsecured Loans against the Entitlement of Promoters	924.00
Less: Estimated Issue related expenses	80.00
Net Proceeds from the Issue	**3978.00**

The intended use of the Net Proceeds of the Issue by our company are set forth in the following table:

Particulars	Amount (in lakhs)
Meeting Capital Expenditure for Food Preservation and Storage Unit	1470.00
Meeting Working Capital Requirements	1500.00
Loan Repayment	368.00
General corporate purposes	640.00
Total Net proceeds	**3978.00**

For further details, please see the chapter titled *"Objects of the Issue"* beginning on page 47 of this Draft Letter of Offer.

5. Summary of Restated Financial Information

Following are the details as per the Restated Financial Information as at and for the Financial Years ended on March 31, 2018, 2019 and 2020 and the nine and half month's period ended January 15, 2021:

(₹ in lakhs)

Particulars	January 15, 2021	March 31, 2020	March 31, 2019	March 31, 2018
Authorised Share Capital	6700.00	6700.00	6700.00	6700.00
Paid-up Capital	6634.95	6634.95	6634.95	6634.95
Net Worth attributable to Equity Shareholders	6,658.94	5,352.27	9,024.87	16,235.72
Total Revenue	5,327.22	15,818.93	21,918.46	20,089.36
Profit after tax	7.25	139.73	207.77	148.29
Earnings per Share (basic & diluted) (in ₹)	0.0011	0.0211	0.0313	0.0223
Net Asset Value per Equity Share (in ₹)	1.00	0.81	1.36	2.45
Total Borrowings	4,316.27	4,055.09	3,923.93	2,003.28

6. Summary of Outstanding Litigation

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

Litigations involving our Company

i) Cases filed by our Company:

Nature of Litigation	Number of matters outstanding	Amount involved*(in Rs.)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	2	6,94,83,677

**To the extent quantifiable*

ii) Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved* (in Rs.)
Criminal matters	1	6,20,721
Direct Tax matters#	Not ascertainable	1,86,28,410.9
Indirect Tax matters	1	88,40,609
Actions taken by regulatory Authorities	Nil	Nil
Material civil litigations	Nil	Nil

**To the extent quantifiable*

#Outstanding Direct Tax Demands are as set out below:

1. *Demand of Rs. 4,82,930 for A.Y. 2016-17 under section 143(3);*
2. *Demand of Rs. 45,03,140 for A.Y. 2017-18 under section 143(3);*
3. *Demand of Rs. 29,23,280 for A.Y. 2018-19 under section 143(3); and*
4. *Demand of Rs. 1,00,35,520 for A.Y. 2019-20 under section 143a*

For further details, please see the chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 162 of this Draft Letter of Offer.

7. Risk Factors

Please see the chapter titled "*Risk Factors*" beginning on page 18 of this Draft Letter of Offer.

8. Summary of Contingent Liabilities

Please see the chapters titled "*Restated Financial Information*" beginning on page 86 of the Restated Financial Information in Draft this Letter of Offer.

9. Summary of Related Party Transactions

Please refer "*Restated Financial Information*" beginning on page 86 of the Restated Financial Information in this Draft Letter of Offer.

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

Our Company has not made any issuances of Equity Shares in the last one year for consideration other than cash.

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

Our Company has not carried any split or consolidation of Equity Shares in last one year.

However, pursuant to passing a special resolution through postal ballot on June 18, 2020 our Company obtained shareholders' approval to consolidate the face value of our equity shares from Rs. 1 to Rs. 5 per share and authorized the Board of Director to take necessary steps as may be deemed fit. However, such resolution is kept in abeyance and has not been acted upon till date.

SECTION II – RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Draft Letter of Offer, including in "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Selected Statistical Information" and "Financial Statements" before making an investment in our Equity Shares.

The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, financial condition and results of operations could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of increasing many of the other risks described in this section, such as those relating to non-payment or default by borrowers. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the consequences of an investment in our Equity Shares and its impact on you.

This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft 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 otherwise requires, in this section, reference to "we", "us" "our" refers to our Company.

INTERNAL RISK FACTORS

<u>BUSINESS RELATED RISKS</u>

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

   The rapid and diffused spread of COVID-19 and global health concerns relating to this outbreak have had a severe negative impact on all businesses, including the chemical industry in which our Company operates and from where it derives substantial revenues and profits. The COVID-19 pandemic could continue to have an impact that may worsen for an unknown period of time. Currently, there is substantial medical uncertainty regarding COVID-19 and till any cure is found, this pandemic may continue to cause unprecedented economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe.

   At this point of time, our Company cannot predict by when our Company's operation shall resume to normalcy, or at all. Further if in case due to any consequent wave of Coronavirus, if long term lockdown is imposed in the country or the state in which we perform of business, we may face huge losses and our business operations could be severely impacted.

2. ***There are outstanding litigations involving our Company which, if determined against us, may adversely affect our business and financial condition.***

   As on the date of this Draft 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, 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 is provided below:

(i) Cases filed by our Company:

Nature of Litigation	Number of matters outstanding	Amount involved*(in Rs.)
Criminal matters	Nil	Nil
Direct Tax matters	Nil	Nil
Indirect Tax matters	Nil	Nil
Actions taken by regulatory authorities	Nil	Nil
Material civil litigations	2	6,94,83,677

**To the extent quantifiable*

(ii) Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved* (in Rs.)
Criminal matters**	1	6,20,721
Direct Tax matters#	Not ascertainable	1,86,28,410.9
Indirect Tax matters	1	88,40,609
Actions taken by regulatory Authorities	Nil	Nil
Material civil litigations	Nil	Nil

**To the extent quantifiable*

#Outstanding Direct Tax Demands are as set out below:

1. *Demand of Rs. 4,82,930 for A.Y. 2016-17 under section 143(3);*
2. *Demand of Rs. 45,03,140 for A.Y. 2017-18 under section 143(3);*
3. *Demand of Rs. 29,23,280 for A.Y. 2018-19 under section 143(3); and*
4. *Demand of Rs. 1,00,35,520 for A.Y. 2019-20 under section 143a*

** The Directorate of Enforcement, Delhi Zonal Office, New Delhi has issued a provisional attachment order ("**Order**") bearing number 04/2020 and file number ECIR/10/DZ-1/2017 under Section 5(1) of the Prevention of Money Laundering Act, 2002 ("**PMLA**") against our Company, its then Director Mr. Vishal Garg and other third parties. Through the said attachment, our bank account SBI Bank, Nariana Vihar, New Delhi maintained with has been attached for an amount of Rs. 6,20,721/-.

For further details, please refer "Outstanding Litigation and Material Developments" at page 162 of the Legal and Other Information section in this Draft Letter of Offer.

3. ***Any disturbance in or shutdown of our Manufacturing Facility may have a material adverse effect on our entire manufacturing operations and consequently, our business, financial condition and our results of operations.***

Our manufacturing operations are based out of our manufacturing facility located at G- 83, Vigyan Nagar, RIICO Industrial area, Shahjahanpur, Alwar, Rajasthan. As on the date of this Prospectus, the manufacturing facility is dedicated towards the manufacture of Polymer Compound and Recycling Materials. For further details, see "Our Business" beginning on page 64 of this Draft Letter of Offer.

Our manufacturing operations and consequently our business is dependent upon our ability to manage the manufacturing facility, which is subject to operating risks, including those beyond our control, such as the breakdown and failure of equipment or industrial accidents, localised social unrest and natural disasters. In the event there are any disruptions at our manufacturing facility, due to natural or man-made disasters, workforce disruptions, regulatory approval delays, fire, failure of machinery, lack of access to assured supply of electrical power and water at reasonable costs or any significant social, political or economic disturbances, our ability to manufacture our products may be adversely affected.

Any contravention of or non-compliance with the terms of various regulatory approvals applicable to the manufacturing facility may also require us to cease or limit production until such non-compliance is remedied to the satisfaction of relevant regulatory authorities. We cannot assure you that we will not experience work disruptions in the future resulting from any dispute with our employees or other problems associated with our employees and the labour involved in our manufacturing facility, which may hinder our regular operating activities and lead to disruptions in our operations, which could adversely affect our business, prospects, financial condition, cash flows and results of operations.

4. ***Any shortfall in the supply of our raw materials or an increase in our raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.***

The success of our operations depends on, among other things, our ability to source raw materials at competitive prices. Raw materials are subject to supply disruptions and price volatility caused by various factors such as the quality and availability of raw materials, currency fluctuations, consumer demand, changes in domestic as well as international government policies and regulatory sanctions.

We seek to source our raw materials from reputed suppliers and typically seek quotations from multiple suppliers. We do not have long-term contracts with our suppliers. We typically purchase raw materials on a purchase order basis. Consequently, we may be required to regularly negotiate prices with our suppliers in case of significant fluctuations in raw material prices. The absence of long-term supplier contracts subjects us to risks such as price volatility, unavailability of certain raw materials in the short term and failure to source critical raw materials in time, which would result in a delay in manufacturing of the final product. Further, we cannot assure you that we will be able to enter into new arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner, if at all, which may impact our business and profitability. Our suppliers may also be unable to provide us with sufficient quantity of raw materials, at prices acceptable to us, for us to meet the demand for our products. While, we typically sell our products to our customers on a purchase order basis, given that we have long term relationships with many of our customers, our ability to pass on increases in the costs of raw materials and other inputs to our customers may be limited. We are also subject to the risk that one or more of our existing suppliers may discontinue their operations, which may adversely affect our ability to source raw materials at a competitive price.

If we are unable to purchase the raw materials from such suppliers for any reason including due to cessation of operations by such suppliers, disputes with such suppliers, or if there is a substantial increase in the prices charged by such suppliers, there can be no assurance that we will be able to identify alternative suppliers for our raw materials at similar cost and other terms of purchase.

Any increase in raw material prices may result in corresponding increases in our product costs. A failure to maintain our required supply of raw materials, and any inability on our part to find alternate sources for the procurement of such raw materials, on acceptable terms, could adversely affect our ability to deliver our products to our customers in an efficient, reliable and timely manner, and consequently adversely affect our business, results of operations and financial condition.

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

Our Company has entered into agreements for our borrowings with certain lenders. These borrowings include secured fund based and non-fund based facilities. These agreements include restrictive covenants which mandate certain restrictions in terms of our business operations such as change in capital structure (including this present proposed Rights Issue), formulation of any scheme of amalgamation or reconstruction, declaring dividends, further expansion of business, granting loans to directors, repaying secured loan and unsecured loans, undertake guarantee obligations, which require our Company to obtain prior approval of the lenders for any of the above activities. We have applied to all the relevant lenders for consent/no objection certificate to undertake the Issue. As on date of this Draft Letter of Offer, we are yet to receive consents. Undertaking the Issue without such consents constitutes a breach of covenant under the relevant financing documents, which entitles the respective lender to consider this Issue as an event of default under the loan agreements and they may call up the entire outstanding amount and make it payable forthwith at their discretion. We cannot provide any assurance that our lenders will not enforce their rights relating to our breach of financial covenants, or grant us waivers with respect to any such breaches. The occurrence of any of the events mentioned above can adversely affect our business, results of operations and financial condition.

6. ***Our clients operate in various industry segments/verticals and fluctuations in the performance of the industries in which our clients operate may result in a loss of clients, a decrease in the volume of work we undertake or the price at which we offer our services. This can further lead to dependency on a limited number of clients, which may expose us to a high risk of client concentration.***

For the FY ended March 31, 2020 and nine and half month's period ended January 15, 2021, our top ten customers contributed 88.63% and 81.96%, respectively and our top five customers contributed 75.13% and 69.59%, respectively towards our revenue from operations, respectively. Our business operations are highly dependent on our customers 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.

While we typically have long term relationships with our customers, as an industry practice, we do not enter into long terms agreements with most of our customers and the success of our business is accordingly significantly dependent on us maintaining good relationships with our customers. The actual revenue earned 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.

A decline in our clients' business performance may lead to a corresponding decrease in demand for our product. We are also exposed to fluctuations in the performance of the industries in which our significant clients operate.

Our clients may also decide to reduce spending on services due to a changing economic environment and other factors relating to the industry in which they operate. For instance, in this period of pandemic wherein all the industries are facing a slowdown and cash crunch due to the lockdown and other restrictions imposed by several State Governments has resultant in a widespread impact on the industry. In view of the present situation, a number of our clients have halted their business operations which could prompt them to cease using our services, thereby resulting in loss of our market share. A loss of any of our significant clientele, a decrease in the volume of work our clients outsource to us or a decline in our prices may materially and adversely affect our business, operations, financial condition, results of operations and prospects.

7. ***We operate in a highly fragmented and competitive industry and increased competition may lead to a reduction in our revenues, reduced profit margins or a loss of market share.***

We operate in a highly competitive industry, dominated by a large number of organized and unorganized players. Increased competition from other organized and unorganized third-party logistics providers may lead to a reduction in our revenues, reduced profit margins or a loss of market share.

Our success depends on our ability to anticipate, understand and address the preferences of our existing and prospective clients as well as to understand evolving industry trends and our failure to adequately do so could adversely affect our business.

In areas of business or verticals where we are a new entrant such as manufacture of Recycling Materials, we may be unable to compete effectively with our competitors, some of whom may have more experience. Other factors that could affect our ability to maintain our levels of revenues and profitability include the development of an operational model similar or superior to ours by a competitor. Our inability to compete effectively could affect our ability to retain our existing clients or attract new clients which may in turn materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

8. *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. Following are the details of our cash flow position during the last three financial years and nine and half month's period ending January 15, 2021 based on restated financial statements are;

(₹ in lakhs)

Particulars	January 15, 2021	March 31, 2020	March 31, 2019	March 31, 2018
Net cash flow from operating activities (A)	5.06	377.05	-1,159.19	-2,318.44
Net cash flow from / (used in) investing activities (B)	129.69	-139.86	1.68	-227.87
Net cash flow from / (used in) financing activities (C)	-140.55	-369.93	1,299.67	2,544.03

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition. For further details please refer to "*Restated Financial Information*" beginning on page 86 of this Draft Letter of Offer.

9. *Our Company has posted negative profits in the past.*

Our Company has in the past incurred losses. There can be no assurance that we will be able to maintain the profitability in future. The details are as mentioned below:

(₹ in lakhs)

Particulars	January 15, 2021	March 31, 2020	March 31, 2019	March 31, 2018
Total Comprehensive Income for the period	1,300.19	-3,672.60	-7,210.75	3647.41

For further details please refer to "*Restated Financial Information*" beginning on page 86 of this Draft Letter of Offer.

10. *Our business strategies and expansion plans may be subject to various unfamiliar risks and may not be successful.*

Our business strategies include widening our customer base by entering into new geographies and strengthening our relationships with our existing clients. For further details, see "*Our Business—Business Strategy*" on page 64. These strategies require us to expand our operations to other geographical areas and in new industry verticals. Risks that we may face in implementing our business strategy in these markets may substantially differ from those previously experienced, thereby exposing us to risks related to new markets, industry verticals and clients. The commencement of operations beyond our current markets and industry verticals is subject to various risks including unfamiliarity with pricing dynamics, competition, service and operational issues as well as our ability to retain key management and employees. There can also be no assurance that we will not experience issues such as capital constraints, difficulties in expanding our existing operations and challenges in training an increasing number of personnel to manage and operate our expanded business, or that we will be able to successfully manage the impact of our growth on our operational and managerial resources and control systems. We may not be able to successfully manage some or all of the risks associated with such an expansion into new geographical areas and new industry verticals, which may place us at a competitive disadvantage, limit our growth opportunities and materially and adversely affect our business, results of operations and financial condition.

11. ***Misconduct or errors by manpower engaged by us could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Misconduct or errors by manpower engaged by us could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such misconduct includes breach of security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. Consequently, our ability to control the workplace environment in such circumstances is limited. The risks associated with the deployment of manpower engaged by us across locations include, among others, possible claims relating to; actions or inactions, including matters for which we may have to indemnify our clients; our failure to adequately verify personnel backgrounds and qualifications resulting in deficient services; failure of manpower engaged by us to adequately perform their duties; errors or malicious acts or violation of health and safety regulations; or criminal acts.

These claims may give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and adversely impact our reputation and brand name. Further, we may be forced to indemnify our clients against losses or damages suffered by our clients as a result of negligent acts of manpower engaged by us. We may also be affected in our operations by the acts of third parties, including sub-contractors and service providers. Any claims and proceedings for alleged negligence as well as regulatory actions may in turn materially and adversely affect our brand and our reputation, and consequently, our business, financial condition, results of operations and prospects.

12. ***In the past, there have been instances of delays and non-filings of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 2013 to RoC.***

In the past, there have been certain instances of delays in filing statutory forms such as e-form DIR-12 etc. as per the reporting requirements under the Companies Act, 2013 with the RoC, which have been subsequently filed by payment of an additional fee as specified by RoC.

No show cause notice in respect to the above has been received by our Company till date and except as stated in this Draft Letter of Offer, no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

13. ***As the securities of our Company are listed on Stock Exchanges in India, our Company is subject to certain obligations and reporting requirements under the SEBI Listing Regulations and comply with other SEBI regulations. Any non- compliances/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.***

The Equity Shares of our Company are listed on BSE and NSE, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI Listing Regulations and comply with other applicable Regulations framed by SEBI. Our Company endeavors to comply with all such obligations/reporting requirements, however there have been instances in the past of non-disclosures/delayed disclosures under SEBI Listing Regulations such as delayed filings under 23(9) and Regulation 30 of SEBI Listing Regulations and other delayed compliance under Regulation 74(5) of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018. Such non-compliance which might have been committed by us, may result into Stock Exchanges and/or SEBI imposing penalties, issuing warnings and show cause notices against us and/or taking actions as provided under the SEBI Act and Rules and Regulations made there under and applicable SEBI Circulars. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

14. ***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. Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payment for the services provided by us, 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. All of these factors may result, or have resulted, in increase in the number of receivables and short-term borrowings. Continued increase in working capital requirements may adversely affect our financial condition and results of operations. We may also have large cash flows, including among others, litigation costs, adverse political conditions, foreign exchange risks and liability claims. Moreover, we may require additional finance facility in the future to satisfy our working capital needs.

15. ***Our Company does not have any documentary evidence for the educational qualifications and experience of our Directors.***

Our Directors are unable to trace relevant documents with respect to their educational qualifications and their experience. Due to lack of documents and relevant information from the aforementioned Directors, we have relied upon their Biodata provided to us as is required under the SEBI ICDR Regulations. For further details, please refer to the chapter titled "*Our Management*" beginning on page 73 of this Draft Letter of Offer.

16. ***We require certain approvals and licenses in the ordinary course of business, and any failure to obtain or retain such approvals in a timely manner, or comply with applicable laws, may materially and adversely affect our business, financial condition, results of operations and prospects.***

We require certain approvals, licenses, registrations and permissions for operating our business in India, if we fail to apply, obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, our business may be adversely affected.

In relation to our facility and the Objects of the Issue, we are required to maintain and avail certain approvals and licenses. We cannot assure you that we will receive all the required certifications or that we will able to maintain the validity of the quality certifications that have previously been awarded.

Further, government approvals and licenses are subject to numerous conditions, of which some may be onerous and may require us to undertake substantial compliance-related expenditure. Changes in laws and regulations, more stringent enforcement or alternative interpretation of existing laws and regulations in geographies in which we currently operate may make compliance with all applicable laws and regulations more challenging and could affect us adversely by tightening restrictions, reducing our freedom to do business, increasing our costs of doing business, or reducing our profitability.

Failure to comply with applicable laws or regulations, obtain and maintain any licenses, permits and approvals necessary to operate our business or non-compliance with any conditions imposed thereunder can lead to civil, administrative or criminal penalties, including but not limited to fines or the revocation of permits and licenses that may be necessary for our business activities.

17. ***Our Company has not yet applied for the registration of the logo or any of the intellectual property that it uses with the registrar of Trademarks.***

Our Company has not yet applied for the registration of the logo i.e. or any of the intellectual property that it uses. Any failure to get the same registered in our name may cause any third-party claim and may lead to litigation and our business operations could be affected. Even if our trademarks are registered, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects.

18. ***Our growth and our financial results may be affected by factors affecting the chemical and plastic industry in India.***

Our financial results are influenced by the macroeconomic factors determining the growth of the Indian economy as a whole and the chemical and plastic industry in particular.

Periods of slowdown in the economic growth of India has significantly affected the chemical and plastic sector in the recent past. Any further downturn in our industry and/or changes in governmental policies affecting the growth of this sector may have an adverse effect on the demand for our services which may have an adverse effect on our results of our operations. Especially, during the ongoing pandemic, the economy as a whole has withstood the worst impact of extended lockdown and reduction in the flow of income. Chemical and Plastic sector industries may see a downside in the current situation and an adverse and direct impact could fall on our business operations, demand of our services, revenue and financial condition.

19. ***Our Promoter, Directors and Key Managerial Personnel have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.***

Our Promoter, 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. For further details please refer to "*Restated Financial Information*" beginning on page 86 of this Draft Letter of Offer.

There can be no assurance that our Promoter, Directors, Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoter 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.

20. ***Our Promoter 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.***

After the completion of the Issue, our Promoter and the members of the Promoter Group will hold approximately [●] % of the paid-up equity share capital of our Company assuming full subscription to the Rights Entitlement in the Issue. Our Promoter and the members of the Promoter Group holding Equity Shares in our Company, have undertaken to fully subscribe for their Rights Entitlement. They reserve the right to subscribe for their Rights Entitlement pursuant to any renunciation made by any member of the Promoter Group to another member of the Promoter Group. Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding above their current percentage shareholding. So long as the Promoter has a majority holding, he will be able to elect the entire Board and control most matters affecting us, including the appointment and removal of the officers of our Company, our business strategy and policies and financing. Further, the extent of the Promoter's shareholding in our Company may result in the delay or prevention of a change of management or control of our Company, even if such a transaction may be beneficial to the other shareholders of our Company.

21. ***We have certain contingent liabilities and our financial condition and profitability may be adversely affected if any of these contingent liabilities materialize.***

As of January 15, 2021, our contingent liabilities and commitments (to the extent not provided for) as disclosed in the notes to our Restated Financial Information aggregates to ₹ 437.71 lakhs. The details of our contingent liabilities are as follows:

Particulars	(₹ in lakhs)
Claims against the company not acknowledged as debts	
Under Tax laws	79.31
Custom Duty	88.41
Bank Guarantees issued by the bank on behalf of the company	270.00
Total	**437.71**

For further details of contingent liability, see the section titled — "*Financial Information*" beginning on page 86 of this Draft Letter of Offer. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

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

As of January 15, 2021, we have entered into several related party transactions with our Promoter, individuals and entities forming a part of our promoter group, our Directors and the entities in which they hold directorships. In addition, we have in the past also entered into transactions with other related parties. Our Company has entered into related party transactions for the nine and half months period ended January 15, 2021 and the Fiscal ended March 31, 2020. For further details, please refer to the chapter titled — "*Restated Financial Information*" beginning on page 86 of this Draft Letter of Offer.

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.

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

As on January 15, 2021 our Company's total fund based indebtedness is ₹ 4316.26 lakhs. In addition to the indebtedness for our existing operations, we may incur further indebtedness during the course of our business. We cannot assure you that we will be able to obtain further loans at favorable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations. For details of our indebtedness, please refer to the chapter titled — "*Capitalization Statement*" beginning on page 160 of this Draft Letter of Offer.

24. ***Our Company has taken certain unsecured loans from financial institutions, which may be recalled at any time.***

As on January 15, 2021, our Company has outstanding unsecured loans aggregating to ₹ 1044.88 lakhs, which have been extended by certain financial institutions and may be recalled by them at any time. In the event, any of such lenders seek a repayment of any these loans, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. If we are unable to arrange for any such financing arrangements, we may not have adequate working capital to undertake new projects or complete our ongoing projects. Therefore, any such demand may adversely affect our business, financial condition and results of operations. For further details, see — "*Capitalization Statement*" beginning on page 160 of this Draft Letter of Offer.

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

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

26. ***Our success largely depends upon the knowledge and experience of our Promoter, 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.***

Our Company depends on the management skills and guidance of our Promoter and Directors for development of business strategies, monitoring its successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel. Some of our employees have been associated with our Company since a long period of time and have been integral to the growth and in the success of our Company. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Directors or Key Managerial Personnel are unable or unwilling to continue in his/ her present position, it could be difficult for us to find a suitable or timely replacement and our business could be adversely affected. There is significant competition for management and other skilled personnel in the industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages and incentives to such Key Managerial Personnel. In the event we are not able to attract and retain talented employees, as required for conducting our business, or we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and operations may be adversely affected. For further details on our Directors and Key Managerial Personnel, please refer to the chapter titled — "*Our Management*" beginning on page 73 of this Draft Letter of Offer.

27. ***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 natural disasters. During the Fiscal 2019-20, our company suffered loss of stock amounting to Rs. 1.03 crore due to fire broke at our godown in Rajasthan. Presently, we have obtained certain insurance policies. The said policies insure stock, building, furniture, fittings, from earthquake, fire, shock, terrorism, etc. 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.

28. ***Our Company is subject to foreign exchange control regulations which can pose a risk of currency fluctuations.***

During the financial year 2019-20, our Company had foreign exchange earnings of Rs. 3,11,75,689 (inflow) and outgo of Rs. 76,46,757.57 (outflow) in accordance with the rules and regulations prescribed under FEMA. Due to non-receipt of such payments in a timely manner, our Company may fail to adhere to the prescribed timelines and may be required to pay penalty to the appropriate authority or department to regularize the payment. Further, our international operations make us susceptible to the risk of currency fluctuations, which may directly affect our operating results. In case we are unable to adhere to the timelines prescribed under the applicable laws or are unable to mitigate the risk of currency fluctuation, it could adversely affect our business, results of operations, financial conditions and cash flows.

29. ***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. Our business is working capital intensive and we are required to obtain consents from certain of our lenders prior to the declaration of dividend as per the terms of the agreements executed with them. 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. For further details, please refer to the chapter titled "*Dividend Policy*" and the chapter titled "*Capitalization Statement*" beginning on pages 84 and 160 respectively, of this Draft Letter of Offer.

30. ***The deployment of funds is entirely at our discretion and as per the details mentioned in the chapter titled "Objects of the Issue".***

As the issue size shall be less than ₹10,000 lakhs, under Regulation 41 of the SEBI ICDR Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilisation of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Rights Issue Committee will monitor the utilisation of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the Shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act, 2013. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue, our Promoter shall provide them with an opportunity to exit at such price, and in such manner and conditions as may be specified by the SEBI, in respect to the same. For further details, please refer to the chapter titled — "*Objects of the Issue*" beginning on page 47 of this Draft Letter of Offer.

31. ***We have not commissioned an industry report for the disclosures made in the chapter titled "Industry Overview" and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.***

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the chapter titled "*Industry Overview*" of this Draft Letter of Offer. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Letter of Offer. Further, the industry data mentioned in this Draft Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Letter of Offer in this context.

ISSUE SPECIFIC RISKS

32. ***Our Company will not distribute the Draft Letter of Offer and Application Form to certain overseas Shareholders who have not provided an address in India for service of documents.***

Our Company will dispatch this Draft Letter of Offer, the Abridged Letter of Offer, Rights Entitlement Letter and Application Form (the "**Offering Materials**") to such Shareholders who have provided an address in India for the service of documents. The Offering Materials will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e- mail. Presently, there is a lack of clarity under the Companies Act, 2013, and the rules thereunder, with respect to the distribution of Offering Materials to retail individual shareholders in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions.

33. ***SEBI has recently, by way of circulars dated January 22, 2020, May 6, 2020 and January 19, 2021, streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft 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 circulars dated January 22, 2020, May 6, 2020 and January 19, 2021 and April 22, 2021, 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*" beginning on page 172.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue 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 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.

34. ***The R-WAP payment mechanism facility proposed to be used for this Issue may be exposed to risks, including risks associated with payment gateways.***

In accordance with SEBI Relaxation Circulars, a separate R-WAP facility (accessible at www.alankit.com), has been instituted for making an Application in this Issue by resident Investors (only in the event such Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Further, R-WAP is only an additional option and not a replacement of the ASBA process. On R-WAP, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat. For details, see *"Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning* on page 172 of this Draft Letter of Offer. Such payment gateways and mechanisms are faced with risks such as:

- keeping information technology systems aligned and up to date with the rapidly evolving technology in the payment services industries;
- scaling up technology infrastructure to meet requirements of growing volumes;
- applying risk management policies effectively to such payment mechanisms;
- keeping users' data safe and free from security breaches; and

- effectively managing payment solutions logistics and technology infrastructure.

Further, R-WAP is a new facility which has been instituted due to challenges arising out of the COVID-19 pandemic. We cannot assure you that R-WAP will not suffer from any unanticipated system failure or breakdown or delay, including failure on part of the payment gateway, and therefore, your Application may not be completed or may be rejected. These risks are indicative and any failure to manage them effectively can impair the efficacy and functioning of the payment mechanism for this Issue. Since Application process through R-WAP is different from the ASBA process, there can be no assurance that investors will not find difficulties in accessing and using the R-WAP.

35. ***The entitlement of Equity Shares to be allotted to investors applying for Allotment in physical form, will be kept in abeyance.***

In accordance with the SEBI ICDR Regulations, the option to receive the Rights Equity Shares in physical form will not be available after a period of six months from the date of coming into force of the SEBI ICDR Regulations, i.e., May 10, 2019. Since, the Rights Equity Shares offered pursuant to this Issue will be Allotted only after May 10, 2019, the entitlement of Rights Equity Shares to be Allotted to the Applicants who have applied for Allotment of the Rights Equity Shares in physical form will be kept in abeyance in electronic mode by our Company until the Applicants provide details of their demat account particulars to the Registrar. Pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

36. ***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 Promoter 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 Promoter 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 Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

37. ***You 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.

38. ***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.

39. ***There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.***

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchanges until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

40. ***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.

41. ***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 Exchanges. 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.

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

Any instance of disinvestments of equity shares by our Promoter 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.

43. ***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

44. *The outbreak of Novel Coronavirus, or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition and results of operations.*

The outbreak, or threatened outbreak, of any severe epidemic caused due to viruses (particularly the Novel Coronavirus) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our customers and suppliers, which could adversely affect our business, financial condition and results of operations. The outbreak of Novel Coronavirus has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and shutdowns. These measures have impacted and may further impact our workforce and operations, the operations of our customers, and those of our respective vendors and suppliers. There is currently substantial medical uncertainty regarding Novel Coronavirus. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of Novel Coronavirus remain uncertain and could be severe. Our ability to meet our ongoing disclosure obligations might be adversely affected, despite our best efforts. If any of our employees were suspected of contracting Novel Coronavirus or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of Novel Coronavirus will cause an economic slowdown and it is possible that it could cause a global recession. The spread of Novel Coronavirus has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers. There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak, and our ability to perform critical functions could be harmed.

The extent to which the Novel Coronavirus further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. We are still assessing our business operations and system supports and the impact Novel Coronavirus may have on our results and financial condition, but there can be no assurance that this analysis will enable us to avoid part or all of any impact from the spread of Novel Coronavirus or its consequences, including downturns in business sentiment generally or in our sector in particular. The degree to which Novel Coronavirus impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people.

Further in case the lockdown is extended, it could result in muted economic growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect the business, prospects, results of operations and financial condition of our Company.

45. *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 restated summary statements of assets and liabilities as at March 31, 2020 and restated summary statements of profit and loss (including other comprehensive income), cash flows and changes in equity for the Fiscals 2020 have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Ind AS Rules and restated in accordance with the SEBI ICDR Regulations, the SEBI Circular and the Prospectus Guidance Note.

We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Letter of Offer, nor do we provide a reconciliation of our financial statements to those of 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 Restated Financial Information included in this Draft 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 Draft Letter of Offer should accordingly be limited.

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

The Indian economy is influenced by economic developments in other countries. These factors could depress economic activity which could have an adverse effect on our business, financial condition and results of operations. Any financial disruption could have an adverse effect on our business and future financial performance.

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 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.

47. ***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;
- 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.

48. ***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 1, 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 1, 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.

49. ***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. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in 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.

There are 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.

50. ***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.

51. ***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.

52. ***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.

53. ***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 and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax ("**GST**") regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure.

Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2021 and the Ministry of Finance has notified the Finance Act, 2020 ("**Finance Act**") on March 27, 2020, pursuant to assent received from the President, and the Finance Act will come into operation with effect from July 1, 2020 There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has, in a decision clarified the components of basic wages, which need to be considered by companies while making provident fund payments. Our Company has not made relevant provisions for the same, as on date. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Further, a draft of the Personal Data Protection Bill, 2019 ("**Bill**") has been introduced before the Lok Sabha on December 11, 2019, which is currently being referred to a joint parliamentary committee by the Parliament. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

54. ***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. 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.

55. ***We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Consequently, our business, operations, financial performance will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

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

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- epidemic or any other public health in India or in countries in the region or globally, including in India’s various neighboring countries;
- hostile or war like situations with the neighboring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India’s sovereign debt rating by rating agencies; and
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.
- Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

56. ***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 authorised through a resolution passed by our Board at its meeting held on February 6, 2021 and pursuant to Section 62(1)(a) of the Companies Act. Further, the Issue of equity shares on right basis to the existing shareholders under this Rights Issue has been approved by the shareholders of the company through Postal Ballot held on March 14, 2021.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 172 of this Draft Letter of Offer.

Particulars	**Details of Equity Shares**
Equity Shares proposed to be issued	Up to [●] Equity Shares
Rights Entitlement	[●] Equity Share for every [●] fully paid-up Equity Share(s) held on the Record Date
Fractional Entitlement	[●]
Record Date	[●]
Face value per Equity Shares	₹ 1
Issue Price per Rights Equity Shares	₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share)
Issue Size	Issue not exceeding ₹4,980 lakhs #*To be adjusted as per the Rights Entitlement ratio*
Dividend	Such dividend as may be declared by our Board and our shareholders, as per applicable law
Equity Shares issued, subscribed and paid up prior to the Issue	66,34,95,495 Equity Shares. For details, see "*Capital Structure*" beginning on page 45 of this Draft Letter of Offer.
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	[●]# Equity Shares #*Assuming full subscription*
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	[●]
Money payable at the time of Application	[●]
Scrip Details	**ISIN:** INE161L01027 **BSE:** 542655 **NSE:** VIKASMCORP
Use of Issue Proceeds	For details please refer to the chapter titled "*Objects of the Issue*" beginning on page 47 of this Draft Letter of Offer.
Terms of the Issue	For details please refer to the chapter titled "*Terms of the Issue*" beginning on page 172 of this Draft Letter of Offer.

Please refer to the chapter titled "*Terms of the Issue*" beginning on page 172 of this Draft 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	[●]
Last Date for On Market Renunciation of Rights	[●]
Issue Closing Date	[●]

GENERAL INFORMATION

Our Company was incorporated as *"Akshatha Management Consultants Private Limited"* on November 9, 1995 as a private limited company under the Companies Act, 1956 and was granted the certificate of incorporation by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi. Subsequently, the name of our Company was changed to Akshatha Services Private Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, National Capital Territory Delhi and Haryana at New Delhi on May 29, 2001. Thereafter, on December 29, 2008, vide a fresh certificate of incorporation granted by the Registrar of Companies, National Capital Territory Delhi and Haryana at New Delhi, the name of the Company was changed to Moonlite Technochem Private Limited.

Our Company was then converted into a public limited company upon the receipt of approval from the Central Government and changed its name to Moonlite Technochem Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, National Capital Territory Delhi and Haryana at New Delhi on November 1, 2016. Subsequent to the conversion, our Company again changed its name to Vikas Multicorp Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, National Capital Territory Delhi and Haryana at New Delhi on January 24, 2017.

Pursuant to the order of the National Company Law Tribunal, Principal Bench, New Delhi dated October 31, 2018 approving the Scheme of Arrangement, the 'Recycled and Trading Compounds Division' of group concern 'Vikas Ecotech Limited' was demerged from Vikas Ecotech Limited and acquired by our Company. Pursuant to completion of said demerger, the equity shares of the Company were listed on May 8, 2019 at the NSE and the BSE.

The name of our Company has again changed to Vikas Lifecare Limited and a fresh certificate of incorporation dated April 9, 2021 was issued under the seal of Registrar of Companies, Delhi.

Registered and Corporate Office, CIN and registration number of our Company
G-1, 34/1,
East Punjabi Bagh,
Delhi – 110026
Telephone: 011-40450110
Website: www.vikaslifecarelimited.com
Corporate Identity Number: L25111DL1995PLC073719
Registration Number: 073719
E-mail: info@vikaslifecarelimited.com

Address of the RoC

Our Company is registered with the RoC Dehli, which is situated at the following address:
Registrar of Companies
4th Floor, IFCI Tower
61, Nehru Place
New Delhi - 110019

Company Secretary and Compliance Officer
Ms. Rashika Gupta
Vikas Apartments, G-1, 34/1 East
Punjabi Bagh New Delhi-110026, India
Telephone: 011-40450110
E-mail: cs@vikaslifecarelimited.com

Board of Directors of our Company

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

Name	Age	Designation	Address	DIN
Ms. Richa Sharma	31	Chairman - Independent Director	D-2/32, Street No. 5, Mahavir Enclave, New Delhi - 110045	08709599
Mr. Vivek Garg	46	Managing Director	House no. 10, Road No. 4, East Punjabi Bagh, Punjabi Bagh, West Delhi, Delhi 110026	00255443
Mr. Vikas Garg	47	Non-Executive - Non-Independent Director	House no. 7, Road No. 41, West Punjabi Bagh, Punjabi Bagh, West Delhi, Delhi 110026	00255413
Mr. Vijay Kumar Sharma	52	Executive Director-Chief Executive Officer	House No. 1075, Sector - 10, Housing Board Faridabad, Sector - 7, Faridabad, Haryana - 121006	08721833
Ms. Meena Bansal	31	Non-Executive - Independent Director	House No. 617, Near Dayal Market, Alipur, North West Delhi, Delhi - 110036	08400953
Mr. Pankaj Kumar Gupta	32	Non-Executive - Independent Director	D-40, D Block, Raja Puri, Delhi - 110059	07003962

For detailed profile of our Directors, please refer to the chapter titled "*Our Management*" beginning on page 73 of this Draft Letter of Offer.

Chief Financial Officer

Chandan Kumar, is the Chief Financial Officer of our Company. His contact details are set forth hereunder.
G-1, 34/1,
East Punjabi Bagh,
Delhi – 110026
Telephone: +91 97111 79715
E-mail: cfo@vikaslifecarelimited.com

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

Registrar to the Issue

Alankit Assignments Limited
2E/21, Jhandewalan Extension,
New Delhi-110055
Telephone: 011- 42541234, 23541234
Facsimile: 011- 23552001
E-mail: info@alankit.com , rta@alankit.com
Website: www.alankit.com
Contact person: Mr. Vijay Pratap Singh
Investor grievance email id: vijayps1@alankit.com
SEBI Registration No: INR000002532

Lead Managers to the Issue

Mark Corporate Advisors Private Limited
404/1, The Summit Business Bay, Sant Janabai Road (Service Lane),
Off W. E. Highway, Vile Parle (East), Mumbai-400057.
Telephone: +91-22-2612 3207/08
E-mail id: info@markcorporatedvisors.com
Investor Grievance e-mail id:
investorgrievance@markcorporateadvisors.com
Contact Person: Mr. Manish Gaur
Website: www.markcorporateadvisors.com
SEBI registration number: INM000012128

Legal Advisor to the Issue

Rajani Associates, Solicitors
204-207, Krishna Chambers
59, New Marine Lines
Mumbai – 400020
Telephone: +91 (22) 4096 1000
E-mail id: sangeeta@rajaniassociates.net
Contact Person: Ms. Sangeeta Lakhi

Statutory and Peer Review Auditor of our Company:

M/s Goyal & Nagpal & Co, Chartered Accountants
20-A Street No.6
Dheeraj Vihar, Karala
New Delhi-110085
Telephone: 09811952775
Email: goyalnagpal01@gmail.com
Contact Person: Virender Nagpal
Membership No.: 416004
Firm Registration No.: 018289C
Peer Review Certificate No.: 012761

Bankers to the Issue/ Refund Bank

[●]

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 appointed Mark Corporate Advisors Private Limited as sole merchant banker to the Issue and hence there is no inter-se allocation of responsibilities.

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 may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process or R-WAP may be addressed to the Registrar to the Issue, with a copy to the SCSB (in case of ASBA process), 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 of Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of R-WAP process), ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process), and copy of the e-acknowledgement (in case of R-WAP process). For details on the ASBA process and R-WAP process, see "*Terms of the Issue*" beginning on page 172 of this Draft Letter of Offer.

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 will be less than ₹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, this Draft Letter of Offer will be filed with the Stock Exchanges and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchanges.

Changes in Auditors during the last three years

There has been no change in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Letter of Offer.

Issue Schedule

Last Date for credit of Rights Entitlements	[●]
Issue Opening Date	[●]
Last date for On Market Renunciation of Rights Entitlements #	[●]
Issue Closing Date*	[●]
Finalization of Basis of Allotment (on or about)	[●]
Date of Allotment (on or about)	[●]
Date of credit (on or about)	[●]
Date of listing (on or about)	[●]

\# *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 Renouncees on or prior to the Issue Closing Date.*

* *Our Board or a duly authorized committee thereof 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.*

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.*, [●] 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.*, [●].

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company, the Lead Managers 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, due to prevailing COVID-19 related conditions. For details on submitting Application Forms, see "*Terms of the Issue - Process of making an Application in the Issue*" beginning on page172 of this Draft Letter of Offer.

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 at www.alankit.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*" beginning on page 172 of this Draft 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 get lapsed and shall be extinguished after the Issue Closing Date. No 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 Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

Minimum Subscription

In accordance with Regulation 86 of the SEBI ICDR Regulations, for this Issue the minimum subscription which is required to be achieved is of at least 90% of the Issue size. Our Company does not fall under the exemption to Regulation 86(1) which has been inserted by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020.

If our Company does not receive the minimum subscription of at least 90% of the Issue size, or the subscription level falls below 90%, after the Issue Closing Date on account of cheques being returned unpaid or withdrawal of applications, our Company shall refund the entire subscription amount received within 4 days from the Issue Closing Date. If there is delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under "*Issue Related Information*" beginning on page 172 Draft Letter of Offer.

Appraising Entity

None of the purposes for which the Net Proceeds are proposed to be utilized have been appraised by any banks or financial institution or any other independent agency.

Underwriting

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

CAPITAL STRUCTURE

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

S. No.	Particulars	Amount (in ₹ Lakhs, except share data)	
		Aggregate value at nominal value	**Aggregate value at Issue Price**
A.	**Authorised Share Capital**		
	100,00,00,000 Equity Shares of face value of ₹ 1 each	10,000.00	NA
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	66,34,95,495 Equity Shares of face value of ₹ 1 each	6,634.95	NA
C.	**Present Issue in terms of this Draft Letter of Offer**(1)		
	Up to [●] Equity Shares of ₹ 1/- each	[●]	[●]
D.	**Issued, Subscribed and Paid-Up Share Capital after the Issue**		
	[●] Equity Shares of face value of ₹1 each	[●]	
E.	**Securities Premium Account**		
	Before the Issue	1,063.12	
	After the Issue(2)	[●]	

(1)The present Issue has been authorised by the Board of Directors vide a resolution passed at its meeting held on February 06, 2021. Further, the Issue of equity shares on right basis to the existing shareholders under this Rights Issue has been approved by the shareholders of the company through Postal Ballot held on March 14, 2021.

(2)The Equity Share Capital after the Issue includes the full value of the Rights Equity Shares allotted in the Issue.

NOTES TO CAPITAL STRUCTURE

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

Our Promoter and Promoter Group have 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 Promoter or member(s) of the Promoter Group of our Company. 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 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.

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 Regulation 38 of the 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.

2. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is ₹ [●] per equity share.

3. Shareholding Pattern of our Company as per the last filing with the Stock Exchanges in compliance with the provisions of the SEBI Listing Regulations:

(i) The shareholding pattern of our Company, as on March 31, 2021, can be accessed on the website of the BSE here; and the NSE here.

(ii) The statement showing holding of Equity Shares of persons belonging to the category "Promoter and Promoter Group" including the details of lock-in, pledge of and encumbrance thereon, as on March 31, 2021, can be accessed on the website of the BSE here and the NSE here.

(iii) The statement showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category "Public" including Equity Shareholders holding more than 1% of the total number of Equity Shares as on March 31, 2021, as well as details of shares which remain unclaimed for public can be accessed on the website of the BSE here and the NSE here.

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

The details of shares locked-in, pledged, encumbrance by Promoters and Promoter Group can be accessed on the website of the BSE here and the NSE here.

OBJECTS OF THE ISSUE

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

1. Meeting Capital Expenditure for Food Preservation and Storage Unit;
2. Meeting Working Capital Requirements;
3. Adjustment of Unsecured Loans against the Entitlement of the Promoters;
4. Prepayment of Loans availed by our Company; and
5. General Corporate Purposes.

The main object clause of MOA of our Company enables us to undertake the existing activities and the activities for which the funds are being raised through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our MOA.

Issue Proceeds

The details of Issue Proceeds are set forth in the following table:

Particulars	Amount (in lakhs)
Gross Proceeds from the Issue#	4,980.00*
Less: Adjustment of Unsecured Loans against the Entitlement of the Promoters	924.00
Less: Estimated Issue related Expenses	78.00
Net Proceeds from the Issue	**3,978.00**

 # assuming full subscription and allotment
**The issue size will not exceed ₹4980 lakhs. If there is any reduction in the amount on account of or at the time of finalisation of issue price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.*

One of our Promoter Shareholder namely Mr. Vikas Garg has lent an unsecured loan to our company aggregating to ₹ 924.32 Lakhs. Mr. Vikas Garg has requested our Company to adjust the entire outstanding unsecured loan aggregating to ₹ 924.32 lakhs against his entitlement, including additional subscription, if any vide letter dated April 19, 2021. The aforesaid loan has been used for the augmentation of existing working capital requirements as certified by Statutory Auditor M/s Goyal Nagpal & Co., vide certificate dated April 27, 2021. The Rights Issue Committee in its meeting held on April 30, 2021 has accepted his request for conversion of unsecured loan aggregating to ₹924 lakhs into equity shares.

Requirement of Funds of the Net Proceeds:

The intended use of the Net Proceeds of the Issue by our Company is set forth in the following table: -

S. No.	Particulars	Total estimated amount to be utilised (in lakhs)
1.	Meeting Capital Expenditure for Food Preservation and Storage Unit	1470.00
2.	Meeting Working Capital Requirements	1500.00
4.	Prepayment of Loans availed by our Company	368.00
5.	General Corporate Purposes	640.00
	Total	**3978.00**

Means of Finance

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue.

The fund requirement and deployment are based on our management estimates and has not been appraised by any bank or financial institution or any other independent agencies. The fund requirement above is based on our current business plan and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management.

Details of the Objects of the Issue

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

1. ***Meeting Capital Expenditure for Food Preservation and Storage Unit***

   As part of our growth strategy our Company proposes to utilise ₹1470 lakhs of the Net Proceeds toward meeting capital expenditure for food preservation and Storage Unit and the details are set forth herein below

S. No.	Nature of Expenses	Approx Amount in Lakh	Remarks, if any
1	Agricultural Land (24Kanal or 3 Acre or 12000Mtrs out of one 4th share in undivided property at Khasra No.66/3(8-0),4(8-0),5(8-0),6(8-0),7(8-0),8(8-0),13(8-0),14(8-0),15(8-0),16(8-0),17(8-0),18(8-0). AND 1\1 share of 87\\14\2(2-0),15(8-0),66\\23(8-0),24(8-0),25(8-0),,87\\2(8-0),3(8-0), = all total land measuring 82 kanal ,I,e.10.25 acres =41000 mtrs , situated at village Manoli ,tehsil Rai ,Distt. Sonipat, Haryana)	1230.00	Agreement of sale dated April 20, 2021 entered into by and between Mr. Jai Hind Kumar Gupta S/o- Mr. Chandu Lal Gupta and our Company ("Vikas Lifecare Limited").
2	Setting up of temporary as well as permanent structure covering 7 Acres of Land for preservation and storing of different kind of food grains and saplings	210.00	An average expenses of Rs 30 lakh per acre is estimated
3	Construction of Cold Storage to preserve Agri produce	25.00	
4	Contingencies	35.00	This expenses is on account of various kind of Equipment used in storage and preservation like Fork lift, Weighing Machine
	Total	**1500.00**	
	Less: Advance paid/to be paid for Agriculture Land	**30.00**	
	Net Total	**1470.00**	

Our Promoters, Directors and Key Managerial Personnel do not have any interest in the Land purchased for Food Preservation and Storage Unit. The approx. amount given under point no 2, 3 and 4 above are estimated by the management of the company and the quotation from the vendor/supplier are yet to be obtained.

Storage, Preservation and Processing of Farm Produce is the process of treating and handling food to stop or greatly slow down spoilage (loss of quality, edibility or nutritive value) caused or accelerated by micro-organisms. Some methods, however, use benign bacteria, yeasts or fungi to add specific qualities and to preserve food. Maintaining or creating nutritional value, texture and flavor is important in preserving its value as food. This is culturally dependent, as what qualifies as food fit for humans in one culture may not qualify in another culture. Preservation usually involves preventing the growth of bacteria, fungi and other micro-organisms as well as retarding the oxidation of fats which causes rancidity. It also includes process to inhibit natural ageing and discoloration that can occur during food preparation such as the enzymatic browning reaction in apples which causes browning when apples are cut. Some preservation methods require the food to be sealed after treatment to prevent recontamination with microbes; others such as drying, allow food to be stored without any special containment for long periods. Food preservation refers to any one of a number of techniques used to prevent food from spoiling. All food begin to spoil as soon as they are harvested or slaughtered, some spoiling is caused by such micro-organisms as bacterial and mold. Other spoilage results from chemical changes within the food itself due to natural process such as enzyme action or oxidation. For thousands of years humans have used methods of preserving food, so that they can store food to eat later.

The Principles Underlying of Food Preservation

The art of food preservation is based on the following reasons:

i. Destruction of micro-organisms
ii. Prevention of their entry into the food
iii. Arrest or prevention of purely chemical reactions
iv. Arrest of the action of food enzymes

Reasons for Preserving Food

Foods are preserved for the following reasons:

i. To prevent spoilage
ii. To avoid wastage, especially when they are in season
iii. To prolong its shelf life
iv. To allow for the use of foods during the off-season
v. To eliminate the purchase of foods when they are most expensive

Preparation of Food for Preservation

It must be emphasized that only wholesome foods should be preserved as preservation methods will not improve the quality of the food. We should therefore ensure that any food to be preserved must be of good quality. Also, to achieve the maximum effect of any preservation method employed, the food must be prepared accordingly. Some of the preparation that should be embarked upon before preserving our foods is:

i. Clean the food thoroughly
ii. Cut the food into desired sizes
iii. Ensure that the food is of good quality i.e. wholesomeness of the food
iv. Package food appropriately and label if needed

2. Meeting Working Capital Requirements

Our business is predominantly working capital intensive. We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals. We operate in a highly 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.

The details of Working Capital Requirement (on a standalone basis), is as under:

(Amounts in lakhs)

Sr. No.	Particulars	As at 31.03.2020 (Restated)	As at 31.03.2021 (Unaudited)	As at 31.03.2022 (Projected)
A	**Current assets**			
	(a) Inventories	3033	2800	5365
	(b) Trade receivables	11,624	5682	7000
	(c) Cash and bank balances	22	57	100
	(e) Other assets	2014	1150	1375
	Sub-Total	**16692**	**9689**	**13840**
B	**Current liabilities**			
	(a) Borrowings	3505	2540	3500
	(b) Trade payables	12229	4000	5000
	(c) Other current liabilities	3317	1259	1350
	Sub-Total	**19051**	**7799**	**9850**
C	**Net Working Capital (A - B)**	**-2359**	**1890**	**3990**

D	**Working Capital Gap**	**-**	**4249**	**2100**
	Funding Pattern			
	Funding through Internal Accruals /Other Borrowings		**3325**	**600**
	Funding through Promoter's Rights Entitlement already brought in		**924**	**-**
	Working Capital funding through Rights Issue proceeds to be utilized		**-**	**1500**

Notes on Working Capital for the FY 2021-22

Debtors	Debtors Holding days decreased from 156 days in FY 2020-2021 to 94 days in FY 2021-2022 on account of increased sales of goods and better credit Management policies ensuring timely recovery of dues
Creditors	Creditors payments days decreased from 114 days in FY 2020-2021 to 73 days for FY 2021-2022 due to reduction in credit period
Inventory	Inventory days decreased from 79 days in FY 2020-2021 to 75 days for FY 2021-2022.

3. Prepayment of Loans availed by our Company

Our Company has taken loan from Tata Capital Housing Finance Limited and our Company intends to utilize ₹ 368 lakhs out of the Net Proceeds towards prepayment of loan.

The selection of borrowing proposed to be repaid and / or pre-paid set forth below shall be based on various factors, including (i) cost of the borrowings to our Company, including applicable interest rates; (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of, such requirements, (iii) receipt of consents for prepayment from the respective lender, (iv) terms and conditions of any such consent and waiver, (v) provisions of any law, rules, regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

The prepayment or repayment will help reduce our outstanding indebtedness and debt-servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business.

The following table provides detail of the loans availed by our Company, which are proposed to be repaid/ prepaid from the Net Proceeds: -

No.	Name of Entity	Outstanding Unsecured Loans as on March 05, 2021 (in Rs. lakhs)	Nature of Borrowing	Purpose of availing Loans	Interest rate(%) p.a.	Proposed repayment or prepayment from Net Proceeds (₹ in lakhs)
1.	M/s Tata Capital Housing Finance Limited	373.21	Home Loan	Non-Residential Property Purchase	10.7%(variable)	365.18* *(Rounded Off to Rs. 365.00 lakhs)*

**The position as on 30/06/2021*

Note: The abovementioned property situated at Shop No. 412, 4th Floor, Office No. 1001, 10th Floor, Express Zone, Pathanwadi, Western Express, Village Malad – East (Dindoshi), Goregaon, Maharashtra 400097 and the *company is earning rental income of Rs. 40,64,373 p.a.*

4. General Corporate Purpose

We intend to deploy ₹640 Lakhs from gross proceeds of the Rights Issue towards general corporate purposes. The general corporate purposes for which our Company proposes to utilize issue proceeds include but not restricted to entering into brand building exercises and strengthening our marketing capabilities, general maintenance, partnerships, tie-ups or contingencies in ordinary course of business which may not be foreseen or any other purposes as approved by our Board of Directors. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. However, not more than 25% of the gross proceeds of the issue would be deployed for the General Corporate purposes.

5. Expenses for the issue

The Issue related expenses consist of fees payable to the Lead Manager, Legal Counsel, processing fee to the SCSBs, Registrars to the Issue, printing and stationery expenses, advertising expenses and all other incidental and miscellaneous expenses for listing the Rights Equity Shares on the Stock Exchanges. Our Company will need approximately ₹78 lakhs towards these expenses, a break-up of the same is as follows:

(₹ in lakhs)

Activity	**Estimated Expense**	**% of Total Expenses**	**As a % of Issue size**
Fees payable to the intermediaries (including Lead Manager fees, Legal Counsel fees, selling commission, registrar fees and expenses)	[●]	[●]	[●]
Advertising, Printing, stationery and distribution Expenses	[●]	[●]	[●]
Statutory and other Miscellaneous Expenses	[●]	[●]	[●]
Total	**78.00**	[●]	[●]

Appraisal

None of the Objects of the Issue have been appraised by any bank or financial institution.

Schedule of Implementation and Deployment of Funds

As estimated by our management, the entire proceeds received from the issue would be utilized during FY 2021-22.

Deployment of Funds towards the Objects of the Issue

We have incurred ₹38.40 Lakhs upto April 27, 2021 towards the Objects of the Issue which has been certified by Statutory Auditor M/s Goyal Nagpal & Co, vide their certificate dated April 27, 2021. The said amount has been met by the Company from its own resources and the same will be adjusted against the issue proceeds.

Bridge Financing Facilities

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

Monitoring of Utilization of Funds

Since the proceeds from the Issue are less than ₹10,000 lakhs, in terms of Regulation 41(1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for this Issue. However, as per SEBI Listing Regulation, the Rights Issue Committee appointed by the Board would be monitoring the utilization of the proceeds of the Issue. The Company will disclose the utilization of the Issue Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate investments, if any, of unutilized Issue Proceeds in the Balance Sheet of the Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Clause 32 of the SEBI Listing Regulation, the Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Issue Proceeds. In accordance with Clause 32 of the SEBI Listing Regulation, the Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement on material deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company intends to deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or make any such investment as may be allowed by SEBI from time to time.

Interest of Promoters, Promoter Group and Directors, as applicable to the objects of the Issue

Our Promoters, Promoter Group and Directors do not have any interest in the Objects of the Issue.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS AS PER THE CERTIFICATE ISSUED BY STATUTORY AUDITORS OF THE COMPANY

The Board of Directors,
VIKAS LIFECARE LIMITED
("*Formerly known as Vikas Multicorp Limited*")
G-1 34/1, East Punjabi Bagh,
New Delhi-110026 India

Dear Sirs,

Sub: Statement of possible special direct tax benefits available to Vikas Lifecare Limited ("the Company") and its shareholders ("the Statement").

We hereby confirm that the enclosed statement states the possible special direct tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ("**Act**") as amended from time to time, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil.

This statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the rights issue of equity shares of the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

The contents of the enclosed statement are based on the information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. We do not express any opinion or provide any assurance as to whether:
1. The Company or its shareholders will continue to obtain these benefits in future; or
2. The conditions prescribed for availing the benefits, where applicable have been/would be met.

This statement is intended solely for information and for inclusion in the *Draft* Letter of Offer in relation to the Issue of equity shares of the Company and is not to be used, circulated or referred to for any other purpose without our prior written consent. Our views are based on the existing provisions of law referred to earlier and its interpretation, which are subject to change from time to time.

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

For Goyal Nagpal & Co.
Chartered Accountants
Firm Registration No: 018289C

CA Virender Nagpal
Partner
M No.: 416004
UDIN: 21416004AAAAFO1561
Date: April 27, 2021
Place: Delhi

Statement of Special Tax Benefits available to the Company & its Shareholder under the Income Tax Act, 1961 and other Direct Tax Laws presently in force in India

Special Tax Benefits

I. Benefits available to the Company

There are no special tax benefits available to the Company.

II. Benefits available to the Shareholders

There are no special tax benefits available to the shareholders for investing in the proposed right issue of shares of the Company.

For Goyal Nagpal & Co.
Chartered Accountants
Firm Registration No: 018289C

CA Virender Nagpal
Partner
M No.: 416004
UDIN: 21416004AAAAFO1561

Date: April 27, 2021
Place: Delhi

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information contained in 'Industry Overview' in this section is derived from publicly available sources. Neither we, nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

Shareholders should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, shareholders should read this entire Letter of Offer, including the information in the sections "Risk Factors" and "Financial Information" beginning on pages 18 and 86, respectively. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' beginning on page 18.

FMCG

Introduction

Fast-moving consumer goods (FMCG) sector is India's fourth largest sector with household and personal care accounting for 50% of FMCG sales in India. Growing awareness, easier access and changing lifestyles have been the key growth drivers for the sector. The urban segment (accounts for a revenue share of around 55%) is the largest contributor to the overall revenue generated by the FMCG sector in India. However, in the last few years, the FMCG market has grown at a faster pace in rural India compared to urban India. Semi-urban and rural segments are growing at a rapid pace and FMCG products account for 50% of the total rural spending.

India's largest fast moving consumer goods (FMCG) companies have rolled out a range of home cleaning, disinfectants, and personal hygiene products as they anticipate a surge in demand for such items amid the covid-19 crisis.

In the last few weeks, FMCG companies have launched gadget disinfectants, vegetables cleaners, sanitizers, immunity-boosting foods and have more disinfectants in the pipeline to capitalize on the heightened demand for such goods.

The food and beverages industry accounts for ~3% of India's GDP and is the single largest employer in the country, with more than 7.3 million workforces. The nationwide lockdown set this industry on a downward spiral with some predictions suggesting that nearly a quarter of all restaurants may shut down by the end of 2020. India's US$50 billion restaurant industry is set to lose a ~US$9 billion in 2020 according to the National Restaurant Association of India (NRAI).

To offset these challenges and regain profitability, the industry has been adapting and innovating since the lockdown was lifted. New service offerings and COVID hygiene protocols are emerging in the sector to gain customer confidence and lift revenues.

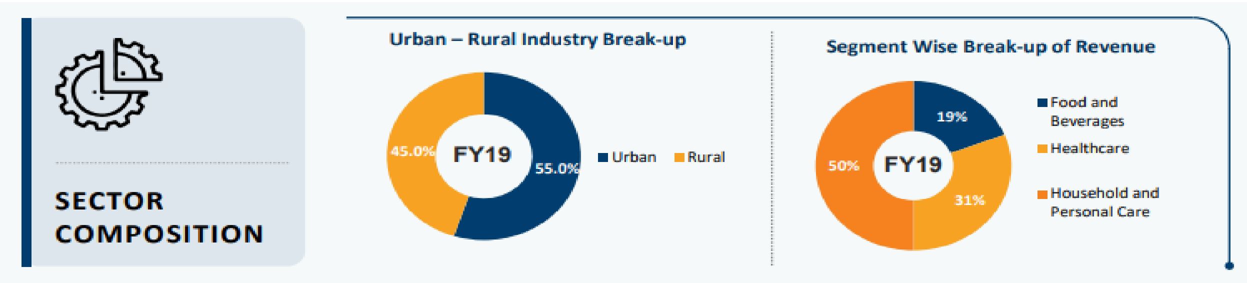


Figure 1: Sector Composition

Investments/ Developments and Key Market Movements

The Government has allowed 100% Foreign Direct Investment (FDI) in food processing and single-brand retail and 51% in multi-brand retail. This would bolster employment, supply chain and high visibility for FMCG brands across 56 organized retail markets thereby bolstering consumer spending and encouraging more product launches. The sector witnessed healthy FDI inflows of US$ 17.8 billion from April 2000 to September 2020.
Some of the recent developments in the FMCG sector are as follows:

In November 2020, Emami Ltd. announced its entry into home hygiene segment with products under ‘Emasol’ range.

In December 2020, FreshToHome (FTH), which sells online fresh fish and meat, announced that it aims to more than double its revenue over the next 12 months to Rs 1,500 crore, supported by business-wide expansion, including its ‘FTH Daily’ service.

In November 2020, NIVEA, by launching the first ever e-commerce ready-to-ship kit,' NIVEA CARE BOX’, in collaboration with Amazon India, has taken a step towards being more sustainable through its packaging.

In November 2020, Bahrain’s Investcorp stated it had invested in Xpressbees, an Indian start-up in logistics, as part of a group of local and global investors. With more than 1,000 customers across sectors including e-commerce, pharmaceuticals, consumer goods, retail, manufacturing, electronics and consumer durables, Xpressbees has presence in >2,000 cities and towns in India. The size of the investment was not disclosed.

In November 2020, TradeIndia announced to conduct the ‘Consumer Goods Expo India 2020’ to minimise geographical barriers and generate new opportunities in the manufacturing industry and MSME sector.

FMCG Market Size

The retail market in India is estimated to reach US$ 1.1 trillion by 2020 from US$ 840 billion in 2017, with modern trade expected to grow at 20 25% per annum, which is likely to boost revenue of FMCG companies. Revenue of FMCG sector reached Rs. 3.4 lakh crore (US$ 52.75 billion) in FY18 and is estimated to reach US$ 103.7 billion in 2020. FMCG market is expected to grow at 9-10% in 2020.

Rise in rural consumption will drive the FMCG market. It contributes around 36% to the overall FMCG spending. In the third quarter of FY20 in rural India, FMCG witnessed a double-digit growth recovery of 10.6% due to various government initiatives (such as packaged staples and hygiene categories); high agricultural produce, reverse migration and a lower unemployment rate.

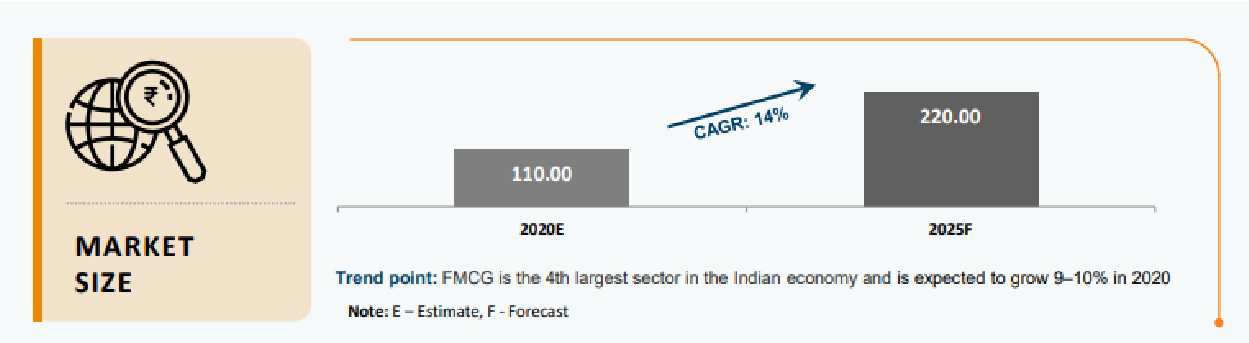


Figure 2: Projected Growth in the FMCG Sector

Indian Industry Overview and Road Ahead

Rural consumption has increased, led by a combination of increasing income and higher aspiration levels. There is an increased demand for branded products in rural India. The rural FMCG market in India is expected to grow to US$ 220 billion by 2025 from US$ 23.6 billion in FY18.

On the other hand, with the share of unorganized market in the FMCG sector falling, the organised sector growth is expected to rise with increased level of brand consciousness, augmented by the growth in modern retail.

Another major factor propelling the demand for food services in India is the growing youth population, primarily in urban regions. India has a large base of young consumers who form majority of the workforce, and due to time constraints, barely get time for cooking.

Online portals are expected to play a key role for companies trying to enter the hinterlands. Internet has contributed in a big way, facilitating a cheaper and more convenient mode to increase a company's reach. It is estimated that 40% of all FMCG consumption in India will be made online by 2020. The online FMCG market is forecast to reach US$ 45 billion in 2020 from US$ 20 billion in 2017.

It is estimated that India will gain US$ 15 billion a year by implementing GST. GST and demonetization are expected to drive demand, both in the rural and urban areas, and economic growth in a structured manner in the long term and improved performance of companies within the sector.

Government Initiatives

Some of the major initiatives taken by the Government to promote the FMCG sector in India are as follows:

- On November 11, 2020, Union Cabinet approved the production-linked incentive (PLI) scheme in 10 key sectors (including electronics and white goods) to boost India's manufacturing capabilities, exports and promote the 'Atmanirbhar Bharat' initiative.
- Developments in the packaged food sector will contribute to increased prices for farmer and reduce the high levels of waste. In order to provide support through the PLI scheme, unique product lines—with high-growth potential and capabilities to generate medium- to large-scale jobs—have been established.
- The Government of India has approved 100% FDI in the cash and carry segment and in single-brand retail along with 51% FDI in multi-brand retail.
- The Government has drafted a new Consumer Protection Bill with special emphasis on setting up an extensive mechanism to ensure simple, speedy, accessible, affordable and timely delivery of justice to consumers.
- The Goods and Services Tax (GST) is beneficial for the FMCG industry as many of the FMCG products such as soap, toothpaste and hair oil now come under the 18% tax bracket against the previous rate of 23-24%. Also, GST on food products and hygiene products have been reduced to 0-5% and 12-18% respectively.
- GST is expected to transform logistics in the FMCG sector into a modern and efficient model as all major corporations are re-modelling their operations into larger logistics and warehousing.

Reports

Fast moving consumer goods (FMCG) is the fourth largest sector in the Indian economy. There are three main segments in the sector food and beverages, which accounts for 19% of the sector; healthcare, which accounts for 31% of the share; and household and personal care, which accounts for the remaining 50% share.

FMCG market is expected to grow 5 6% in 2020. FMCG's urban segment grew by 8%, whereas, its rural segment grew 5% in the quarter ending September 2019, supported by moderate inflation, increase in private consumption and rural income.

Indian online grocery market is estimated to exceed sales of about Rs. 22,500 crore (US$ 3.19 billion) in 2020, a significant jump of 76% over the previous year.

FMCG companies are looking to invest in energy efficient plants to benefit the society and lower cost in the long term. Dabur had plans to invest Rs. 250 300 crore (US$ 38.79 46.55 million) in FY19 for capacity expansion and possible acquisitions in the domestic market. The sector witnessed healthy FDI inflow of US$ 16.54 billion during April 2000 June 2020. Investment intentions related to FMCG sector arising from paper pulp, sugar, fermentation, food processing, vegetable oils and vanaspati, soaps, cosmetics, and toiletries industries worth Rs. 19,846 crore (US$ 2.84 billion) was implemented until December 2019.

Growing awareness, easier access, and changing lifestyle are the key growth drivers for the consumer market. The focus on agriculture, MSMEs, education, healthcare, infrastructure and tax rebate under Union Budget 2019 20 was expected to directly impact the FMCG sector. Initiatives undertaken to increase the disposable income in the hands of common man, especially from rural areas, will be beneficial for the sector.

(Source: **Error! Hyperlink reference not valid.** , ***Monitory Fund)***

Impact of Covid-19 on FMCG sector & consumer behaviour

The novel coronavirus will be around for a while. It has established that life and our approach towards it will never be the same again. Naturally, such a change impacts some businesses adversely while giving an impetus to others.

In the immediate to medium term, there is a lot of changes in consumer behaviour, due to which FMCG companies will be forced to adapt their strategy for customer acquisition and retention. The composition of the consumption basket has changed due to COVID and some of these changes will be more permanent than others. An increased focus on health and hygiene will become the norm. Demand in the discretionary categories is likely to come back slowly but not immediately.

For the average consumer, we are seeing a surge in demand for products that enhance personal hygiene in and around homes and workplaces. Products such as soaps, handwashes, sanitisers, disinfectants, wipes, masks, home cleaning products such as floor cleaners, kitchen cleaners, toilet cleaners are seeing a surge in demand and this trend is expected to continue into the future as cleanliness and hygiene are going to be the new mantras. FMCG companies servicing these requirements are likely to do well. Similarly, companies which focus on food staples, and convenience foods such as instant noodles, biscuits, frozen foods, flour, cooking oils, instant mixes, and nutrition are going to be in demand. Products that help in building immunity against illnesses are also in significant demand from the consumers.

Having said that, some categories within the FMCG sector are likely to take a back seat for a while. It will be wise for companies to shift their focus from non-essential categories such as deodorants, fragrances, skincare and other cosmetics, gourmet foods, etc. It will also be imperative to manage inventory better to avoid concerns surrounding freshness and expiry of products.

Plastics and Polymers

Introduction

The Indian plastics industry made a promising beginning in 1957 with the production of polystyrene. Thereafter, significant progress has been made, and the industry has grown and diversified rapidly. The industry spans the country and hosts more than 2,000 exporters. It employs about 4 million people and comprises more than 30,000 processing units, 85-90% of which are small and medium-sized enterprises.

- In FY20, plastic and linoleum export from India stood at US$ 7.55 billion.
- During April 2019 to January 2020, plastic export stood at US$ 7.045 billion with the highest contribution from plastic raw material at US$ 2.91 billion, plastic sheets, films, and plates at US$ 1.22 billion and packaging materials at US$ 722.47 million.
- India exported plastics worth US$ 813 million in October 2020, and the export during April 2020 to October 2020 was US$ 5.58 billion.
- The total plastic and linoleum export during April 2020 to November 2020 was US$ 4.90 billion and for the month of November 2020, it was US$ 507.06 million.
- The Indian plastics industry produces and export a wide range of raw materials, plastic-moulded extruded goods, polyester films, moulded/ soft luggage items, writing instruments, plastic woven sacks and bags, polyvinyl chloride (PVC), leather cloth and sheeting, packaging, consumer goods, sanitary fittings,

electrical accessories, laboratory/ medical surgical ware, tarpaulins, laminates, fishnets, travel ware, and others.

- The Indian plastics industry offer excellent potential in terms of capacity, infrastructure, and skilled manpower. It is supported by many polymer producers, plastic process machinery and mould manufacturers in the country.
- Among the industry's major strengths is the availability of raw materials in the country. Thus, plastic processors do not have to depend on import. These raw materials, including polypropylene, high-density polyethylene, low-density polyethylene, and PVC, are manufactured domestically.

Recent Developments

The Department of Chemicals and Petrochemicals has approved 10 Plastic Parks in the country, out of which 6 parks have been given final approval in the below states:

- Assam (1 nos.)
- Madhya Pradesh (2 nos.)
- Odisha (1 nos.)
- Tamil Nadu (1 nos.)
- Jharkhand (1 nos.)

The Detailed Project Reports are under evaluation for two Plastic Park in Uttarakhand and Chhattisgarh respectively and proposal for setting up of two new Plastic Parks are under process.

These Plastic Parks will help to achieve environmentally sustainable growth and increase employment.

Plastics Export Promotion Council

The Plastics Export Promotion Council (PLEXCONCIL) is the apex Government body responsible for the promotion of plastic export. PLEXCONCIL members comprise large-/medium-/small-scale manufacturers and exporters. The council supports exporters by participating in international trade fairs, exploring new markets, organising buyer- seller meets both in India and overseas, and engaging in various other promotion and need-based activities.

In FY20 (till January 2020), plastic exports stood at US$ 7.045 billion with the highest contribution from plastic raw materials at US$ 2.91 billion; plastic sheets, films, and plates at US$ 1.22 billion; and packaging materials at US$ 722.47 million.

Recycling of Plastic

1. Plastic Waste: A Global Concern

Plastic products have become an integral part of our daily life as a result of which the polymer is produced at a massive scale worldwide. On an average, production of plastic globally crosses 150 Million tonnes per year. Its broad range of application is in packaging films, wrapping materials, shopping and garbage bags, fluid containers, clothing, toys, household and industrial products, and building materials.

It is estimated that approximately 70% of plastic packaging products are converted into plastic waste in a short span. Approximately 9.4 million TPA plastic waste is generated in the country, which amounts to 26,000 TPD2. Of this, about 60% is recycled, most of it by the informal sector. While the recycling rate in India is considerably higher than the global average of 20%, there is still over 9,400 tonnes of plastic waste which is either landfilled or ends up polluting streams or groundwater resources. While some kinds of plastic do not decompose at all, others could take up to 450 years to break down. The figure captures per capita plastic consumption in FY 2014-

15.

Plastic waste is India's and the world's most formidable environmental challenge today, and the COVID-19 pandemic has made matters worse: CSE

Centre for Science and Environment's (CSE) new background paper on plastic waste and its management forms the backdrop of discussions at a webinar attended by key bureaucrats and experts

- 79 per cent of the plastic made in the world enters our land, water and environment as waste; some of it also enters our bodies through the food chain, says the CSE analysis

- India has not yet acted on the Prime Minister's call for 'freedom' from single-use plastics. The government's 2022 deadline for such a ban has now been rescinded

- CSE offers an "actionable" agenda to confront and surmount the challenge – calls for better understanding of the characteristics of the product and the politics of recycling, segregation at source, and a ban on plastics that cannot be recycled, among other things

Consider the available statistics: A global material balance study on plastics points out that **79 per cent** of the total plastics produced in the world enters our environment as waste. Only **9 per cent** of the total plastic waste in the world is recycled. A Central Pollution Control Board (CPCB) report (2018-19) puts the total annual plastic waste generation in India at a humungous **3.3 million metric tonnes per year**. Even this data, frightening as it is, might be an underestimation. While India's plastic waste problem is not as huge as that of the rich world, it is definitely growing. Richer states like Goa and Delhi produce as much as **60 grams and 37 grams per capita per day** respectively – against a national average of **8 grams per capita per day**.

(Source: https://www.cseindia.org, Plastic Waste Management Issues, Solutions & Case Studies- March 2019)

In accordance with the Plastic Waste Management Rules, 2018 (PWM Rules, 2018) based on information submitted by 35 State Pollution Control Board or Pollution Control Committee (SPCBs/PCCs), a consolidated annual report for the year 2018-19 has been prepared, including State-wise observations of the current status of implementation of Plastic Waste Management Rules in each State/UT.

3.1. Estimated plastic waste generation during the year 2018-19 is 33,60,043 Tons/Annum:

Fig.1. shows the State and UT-wise plastic waste generation (Tons/Annum) across the country.

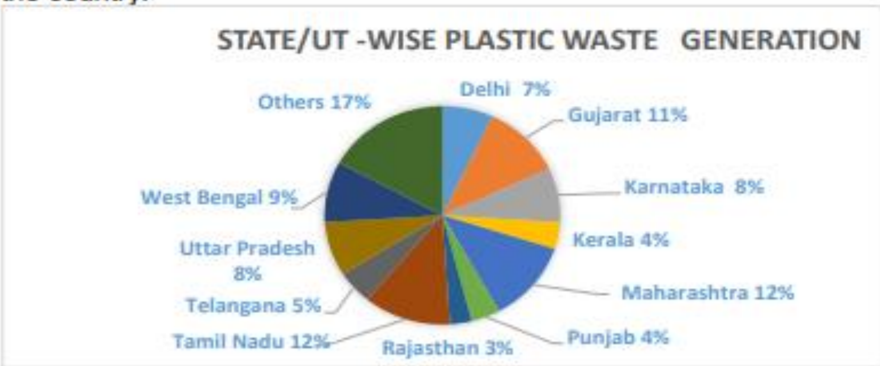


Fig.1: State/UT wise Plastic waste generation

Recycling

According to the CPCB's 2015 report, recycling of plastics can be done as follows:

- **Primary recycling** (conversion of waste plastics into products having a performance level comparable to that of original products made from virgin plastics)
- **Secondary recycling** (conversion of waste plastics into products having less demanding performance requirements than the original material)
- **Tertiary recycling** (process for producing chemicals/fuels/similar products from waste plastics)
- **Quaternary recycling** (process for recovering energy from waste plastics by incineration)

In most cities where plastic is segregated, it is primarily secondary recycling that is done to the waste it is sorted, cleaned, melted and then made into pellets for further use in products. These products, in most cases, have less demanding performance requirements than the original material.

Types of plastic waste and what can be recycled

Thermoplastic is a generic category and within this, different types of plastic materials are manufactured for different uses. It is important to understand which of the plastic material, used for what, can be recycled. It is also important to understand what does this recycling entail and what is the recycled product used for. Unfortunately, there is little information available on these aspects — most of the recycling happens in the informal and small-scale industrial segment, which works 'invisibly'.

What is generally understood is that polystyrene (PP and PS) and low-density polystyrene (LDPE) are only partially recyclable; most of the times, they are not recycled due to their economic unviability. The 2015 CPCB study had noted that 94 per cent of the total plastic waste was thermoplastics, which — it said — would be recyclable; only 6 per cent was thermoset plastic which could not be recycled. However, what is not clear is if this study, which was based on the waste characteristics derived from landfill sites, can be the best way to establish the recyclability of plastic waste in the country.

Categories of plastic and their recycling potential

Name of plastic	Code	Recyclable or not	Few applications	Type of recycling
Polyethylene Terephthalate (PET)	1	YES	Water bottles, soft drink bottles, food jars, films, sheets, furniture, carpets, paneling	Converted back to polymer and used for making apparel
High-density Polyethylene (HDPE)	2	YES	Milk pouches, bottles, carry bags, recycling bins, base cups	Converted to pellets and used to produce new HDPE
Polyvinyl Chloride (PVC)	3	YES	Pipes, hoses, sheets, wire cable insulations, multilayer tubes, window profile, fencing, lawn chairs	Pyrolysis, hydrolysis and heating are used to convert PVC waste into calcium chloride, hydrocarbon products and heavy metals. These are used to produce new PVC or as feed for other manufacturing processes or as fuel for energy recovery
Low-density Polyethylene (LDPE)	4	YES	Plastic bags, various containers, dispensing bottles, wash bottles	Converted to pellets and used to produce new LDPE
Polypropylene (PP)	5	YES	Disposable cups, bottle caps, straws, auto parts, industrial fibres	Converted to pellets and used to produce new PP
Polystyrene (PS)	6	NO	Disposable cups, glasses, plates, spoons, trays, CD covers, cassette boxes, foams	Not recyclable
Others (O)	7	NO	Thermoset plastics, multilayer and laminates, nylon SMC, FRP, CD, melamine plates, helmets, shoe soles	Not recyclable — however, multilayer packaging could be crushed and turned into sheets and boards for roofing, using adhesives

The details of State-wise utilization of plastic waste is given below:

- Eight (8) States/UTs namely; Arunachal Pradesh, Bihar, Daman Diu & Dadra Nagar Haveli, Jammu & Kashmir, Kerala, Maharashtra, Manipur & Sikkim have not submitted the details in this matter.
- 14 States/UTs namely: Andhra Pradesh, Assam, Chhattisgarh, Goa, Gujarat, Himachal Pradesh, Jharkhand, Karnataka, Madhya Pradesh, Odisha, Puducherry, Tamil Nadu, Telangana & Uttar Pradesh are sending plastic waste to cement plants for co-processing.
- 15 States/UTs namely: Andaman & Nicobar Islands, Andhra Pradesh, Assam, Haryana, Himachal Pradesh, Jharkhand, Madhya Pradesh, Meghalaya, Mizoram, Nagaland, Puducherry, Tamil Nadu, Telangana, Uttar Pradesh & West Bengal are using plastic waste for polymer bitumen road construction.
- 16 States/UTs namely: Andaman & Nicobar Islands, Andhra Pradesh, Chhattisgarh, Goa, Jharkhand, Karnataka, Lakshadweep, Madhya Pradesh, Nagaland, Punjab, Tamil Nadu, Telangana, Uttarakhand and Uttar Pradesh are recycling the plastic waste.
- 2 States/UTs namely: Himachal Pradesh & Delhi are sending the plastic waste to Waste to Energy plants.
- Uttar Pradesh is utilizing the plastic waste in waste to oil plant. Further, Chandigarh, Goa and Madhya Pradesh are using the plastic waste as RDF.

No. of registered Manufacturing/Recycling Units:

As per the provision '13(1)' of PWM Rules, 2018, all the plastic manufacturing/recycling units shall be registered with the concerned SPCBs/PCCs. There are 4773 (4294 –Plastic Mfg., 7-Compostable Mfg., 287-MLP Mfg. & 185- Recycling) Registered units in 30 States/UTs and there are no plastic manufacturing units in Andaman and

Nicobar Islands, Arunachal Pradesh, Bihar, Lakshadweep & Sikkim.

No. of unregistered plastic manufacturing/recycling units:

There are 1080 unregistered plastic manufacturing/recycling units running in 12 States/UTs, namely; Assam, Bihar, Jammu & Kashmir, Karnataka, Madhya Pradesh, Maharashtra, Puducherry, Punjab, Tamil Nadu & Uttar Pradesh. Further, Chhattisgarh, Daman Diu and Dadra Nagar Haveli, Delhi PCC, Himachal Pradesh, Uttarakhand & West Bengal have not provided the details in this matter.

(Source: Central Pollution Control Board, Annual Report (2018-19) on Implementation of Plastic Waste Management Rules, 2016, Report on Managing Plastic Waste in India Challenges and Agenda, 2020)

OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Draft Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For the purpose of discussion of certain risks in connection with investment in the Equity Shares, you should read "**Risk Factors**" beginning on page 18 of this Draft Letter of Offer, and for the purpose of discussion of the risks and uncertainties related to those statements, as well as for the discussion of certain factors that may affect our business, financial condition or results of operations, you should read "**Financial Statements**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on pages 86 and 154, respectively of this Draft Letter of Offer. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.*

Our Company was incorporated on November 9, 1995 with the name of Akshatha Management Consultants Private Limited in accordance with the provision of Companies Act, 1956. Subsequently the name of our Company was changed to Akshatha Service Private Limited, pursuant to which the Registrar of Companies National Capital Territory of Delhi and Haryana issued a fresh certificate of incorporation on May 29, 2001. Thereafter, the name of our Company was further changed to Moonlite Technochem Private Limited, and accordingly, the Registrar of Companies National Capital Territory of Delhi and Haryana issued a fresh certificate of incorporation on December 29, 2008. Our Company was subsequently converted from private limited company into public limited company and upon such conversion, the name of our Company was changed to Moonlite Technochem Limited and accordingly, on November 1, 2016, a fresh certificate of incorporation was issued by Registrar of Companies, Delhi. The name of our Company was changed again to Vikas Multicorp Limited and a fresh certificate of incorporation dated January 24, 2017 was issued under the seal of Registrar of Companies, Delhi. Thereafter, the name of our Company was once again changed to Vikas Lifecare Limited, and a fresh certificate of incorporation dated April 9, 2021 was issued under the seal of Registrar of Companies, Delhi.

Pursuant to the order of the National Company Law Tribunal, Principal Bench, New Delhi dated October 31, 2018 approving the Scheme of Arrangement, the 'Recycled and Trading Compounds Division' of group concern 'Vikas Ecotech Limited' was demerged from Vikas Ecotech Limited and acquired by our Company. Upon the completion of said demerger, the equity shares of the Company were listed on the NSE and the BSE on May 8, 2019.

At present our Company is principally engaged in the business of' Recycling Plastic Waste (**Recycling Materials**) and trading of Polymer Compounds. Until 2019, the business of our Company was engaged in the trading of various Polymer Compounds such as Ethylene-vinyl acetate (**EVA Compounds**), Polyvinyl chloride resins (**PVC resins**), chlorinated Parrafin, Polyethylene Compound (**PE Compounds**) and Thermoplastic Rubber Compounds (**TPR Compounds**). However, subsequent to the acquisition of 'Recycled and Trading Compounds Division' of group concern 'Vikas Ecotech Limited' under the scheme of arrangement approved by National Company Law Tribunal, Principal Bench, New Delhi, our Company also started manufacturing Polymer Compounds such as PE Compound, Polyvinyl Chloride Compound (**PVC Compounds**), V blend SOE Compound, Polypropylene Compounds (**PP granules**), TPR Compounds from FY 2019-20 onwards.

Our Company is also certified under ISO 9001:2015, for trading and manufacturing of PVC Compounds, EVA, PP, PE, BASE Polymers, additives and chemicals (meant for plastic processing) by Dynamic Growth Agency. Our manufacturing facility is located at G-83, Vigyan Nagar, RIICO Industrial Area, Shahjahanpur, Alwar, Rajasthan.

Over the years, we have established ourselves as a successful trader of polymer compound. Our products cater various industries such as agriculture and infrastructure, packaging, organic and inorganic chemicals, electrical, FMCG, footwear, pharmaceuticals, automotive, and other consumer goods.

Impact of COVID-19

The outbreak of COVID-19 was recognized as a public health emergency of international concern on January 30, 2020 and as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, including India have taken preventive or protective actions, such as imposing country-wide lockdowns, as well as restrictions on travel and business operations.

Our manufacturing facilities was temporarily shut during the pandemic from March 22, 2020 till May 21, 2020 and thus our production, revenue and profitability was impacted. We have implemented greater safety procedures and requirements at our manufacturing Facility. Due to limited availability of labour, logistics and supply chain constraints, our manufacturing Facility was initially operating at sub-optimal capacity utilization in the current Fiscal.

We resumed operations in a phased manner as per the directive issued by the Government of India and the state government from time to time. Our plant utilization was improved, raw material suppliers resumed their operations and supply and logistics were becoming more regular. However due to ongoing consequential wave of COVID-19 in the Country and temporary lockdowns imposed in various places, we are facing difficulty in resuming our operations in regular manner. However, we have continued to source raw materials from our suppliers and have been able to continue supply of our Products to our customers.

The ongoing and the future impact of COVID-19 or any other severe communicable disease on our business and business operations may depend on several factors including those discussed in section titled "***Risk Factors***" on page 18 of this Draft Letter of Offer. We are continuously monitoring the economic conditions and have outlined certain measures to combat the pandemic situation and to minimize the impact on our business. For more details, see section titled "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 154 of this Draft Letter of Offer.

Financial Performance

During Fiscals 2020, 2019 and 2018, our revenue from operations was ₹ 15,818.93 lakhs, ₹ 21,987.97 lakhs and ₹ 20,116.80 lakhs, respectively. Our EBITDA during Fiscals 2020, 2019 and 2018 was ₹ 929.18 lakhs , ₹ 972.07 lakhs and ₹ 927.27 lakhs respectively while our Profit after tax (PAT) during Fiscals 2020, 2019 and 2018 was ₹139.73 lakhs , ₹ 192.64 lakhs and ₹ 169.03 lakhs respectively.

Our Area of Operation

Trading of polymer compounds

Until year 2019, our Company was only engaged in the trading of various polymer compounds such as EVA Compound), PVC resins, Chlorinated Paraffin Compounds, TPR compounds and PE compounds like Linear low-density polyethylene compounds and High-density polyethylene compounds.

The above polymer compounds are widely used in various industries such as agriculture and infrastructure, packaging, organic and inorganic chemicals, electrical, FMCG, footwear, pharmaceuticals, automotive, and other consumer goods.

EVA compound are soft, flexible plastic with low-temperature toughness and are used in making hot glue sticks.

PVC compound are commonly used for thermoplastic material, which is used in a variety of applications including health care, electronics and others, and also in products ranging from piping and siding, blood bags and tubing, to wire and cable insulation, windshield system components and many more.

Chlorinated Paraffin Compound are used as additives to paints, coatings and sealants to improve their resistance to chemicals and to water, and also as flame retardants for plastics, fabrics, paints and coatings.

TPR Compounds are used as in niche applications like orthopedic soles; ultra-fine cleaning bristles for micro-sized dusting brushes, sports goods etc. along with the conventional applications like footwear and other consumer goods.

PE compound such as LLDPE compound (Linear low-density polyethylene) is used for preparing a variety of film application such as general purpose film, stretch film, garment packaging, agricultural film, ice bags, bags for supplemental packaging and garbage bags. Similarly HDPE compound (High-density polyethylene) being a cost-effective thermoplastic is used in several packaging applications including crates, trays, bottles for milk and fruit juices, garbage containers, housewares, pipes and fitting, pipes for gas, water, sewage, drainage, sea outfalls, industrial application, large inspection chambers and manholes for pipe sewage etc.

Our Company is a del credere agent of ONGC Petro Additions Limited and OPaL for supply of PE Compounds]

Manufacturing of Polymer Compounds.

From year 2019 onwards, our Company started manufacturing of Polymer Compounds such as PE Compound, PVC Compounds, V blend SOE Compound, PP granules, TPR Compounds.

Our manufacturing facility is located at G-83, Vigyan Nagar, RIICO Industrial Area, Shahjahanpur, Alwar, Rajasthan.

Capacity Utilisation

The details of installed capacities for manufacturing of the Polymer Compounds granted to us and the capacity utilised by us are detailed through the table given below;

Polymer Compound	Installed Capacity	Capacity Utilised in FY 2019-20*
EVA Compound	1,000 MT/Annum	400MT/Annum
V-blend SOE Compound	1,000 MT/Annum	450MT/Annum
TPE Compound	1,000 MT/Annum	600MT/Annum
TPR Compound	2,000 MT/Annum	1000MT/Annum
PVC Compound	2,500 MT/Annum	950MT/Annum
PP Compound	2,500 MT/Annum	600MT/Annum

*Our Company started manufacturing of Polymer Compounds in year 2019 onwards.

Raw materials

We purchase our raw materials from multiple suppliers on a purchase order basis. We do not have long term contracts for the supply of our raw materials and procure the same through purchase orders. We have long-established relationships with a number of such suppliers, and such long-established relationship with multiple suppliers ensure stable supply without dependency on a single source.

On receipt of the raw materials from the suppliers, our quality control team tests the materials and only after such testing of the materials, the quality control department confirms whether the material is to be approved or rejected.

The primary raw materials essential to manufacture Polymer Compound depends upon the nature of the Polymer Compounds. For instance, in order to manufacture PE Compounds, the raw material required are IM-3, IM-4, LLDPE, power oil, *whereas* Di Octyl Phthalate, polypropylene along with IM-2, IM-3 and IM_4 is required for manufacturing of PP Granules.

Manufacturing process of Polymer compound

The brief details of manufacturing process of polymer compound are depicted through below flow chart;

As per production plan arrange all raw material for blending

↓

As per formulation weigh all material additive and color etc.

↓

Extrude material by extruder (twin screw extruder or single screw extruder) Granulized by pelletizing die face or strain

↓

Feed all weighed material in blending Equipment Ribbon Blender, High speed mixer up to proper mixing

↓

Extrude material by extruder (twin screw extruder or single screw extruder) Granulized by pelletizing die face or strain

↓

Granulized material classified by classifier

↓

Homogenize all granulized material put / feed in silo for proper homogenization for colour and property equalize

↓

After confirmation from Q.C.

↓

Weigh material for packing (25 KG)

↓

Stacked material on pallet for transfer to store and dispatched

Manufacturing of Recycled Material

In FY 2019-20, our Company acquired 'Recycled and Trading Compounds Division' of group concern 'Vikas Ecotech Limited' under a scheme of arrangement approved by National Company Law Tribunal, Principal Bench, New Delhi.

Our Company aimed to initiate manufacturing of Recycled Materials after acquisition of 'Recycled and Trading Compounds Division' under scheme of arrangement approved by National Company Law Tribunal, Principal Bench, New Delhi at optimal level. However due to outbreak of ongoing COVID-19, the manufacturing facility is operating at minimal capacity utilization.

Our Company is in the process of starting the manufacturing of recycled material in phased manner in adherence with guidelines issued by Government of India and State Government from time to time. Our recycled products would find its usage in various industries like pipes, electric cable, automotive industries, footwear and other plastic industries.

Raw Material

Our Company intends to procure industrial waste from various collection centers on the basis of purchase orders.

Capacity Utilisation

The details of installed capacities for manufacturing of the Recycled Material granted to us are detailed through the table given below;

Recycling Material	Installed Capacity	Capacity Utilised*
Polyethylene from MLP	1,000 MT/Annum	NIL
Polystyrene from MLP	1,000 MT/Annum	NIL
PET from PET Waste Plastic	1,000 MT/Annum	NIL
PVC from PVC Waste Plastic	1,000 MT/Annum	NIL
Polyethylene from Tetrapak Waste	1,000 MT/Annum	NIL
Polypropylene from MLP	800 MT/Annum	NIL
PET from MLP	900 MT/Annum	NIL
Fibre Pulp from Tetrapak Waste	900 MT/Annum	NIL

*Our Company is in process of starting the manufacturing of Recycled Material, more specifically it is in trail stage and hence capacity utilised is NIL.

Manufacturing process of Recycled Material

The brief details of manufacturing process of recycled material are detailed below;

As per recycling plan sort all raw materials for grinding for sizing

↓

All sized grind material is subjected to Metal Separators.

↓

Feed all weighed material in blending Equipment Ribbon Blender, High speed mixer up to proper mixing

↓

After proper mixing Material sent for collector and weighed and sent for Kneader/ Extruder (twin screw extruder or single screw extruder) Granulized by pelletizing die face or strain

↓

Granulized material/ Pelletization

↓

Weigh material for packing (25 KG)

Key Strengths

Our competitive strengths are as follows:

Experienced management team

We are led by a group of individuals, having background and experience in the chemical and recycling industry. Our management comprises of professionals who have the requisite academic expertise and relevant experience in business management, commerce, etc. They hold requisite qualifications. Our Promoters and our management has a vast experience in chemical industry.

Our team is well qualified and experienced in the industry to which our Company caters and has been responsible for the growth of our operations. We believe the stability of our management team and the industry experience coupled with their strong repute, will enable us to continue to take advantage of future market opportunities and expand into new markets.

Quality Assurance

Our Company has always focused on providing quality product and services to our customers. This is necessary in order to ensure we retain our existing customers and widen our customer base by providing assurance, reliability, and responsive services to our customers. We endeavor to maintain the quality of our services and follow strict procedures to ensure quality services and timely delivery at competitive rates.

Long term relationship with the clients

Our company focuses on providing the customers with the desired and standard quality product. By providing the desired quality and standards we aim to achieve highest level of customer satisfaction and procure repeated orders from customers. Because of our good reputation with the clients we have been able to attain orders from a diverse range of client base.

Business Strategies

We intend to pursue the following principal strategies to leverage our competitive strengths and grow our business:

Entering into new geographies

We intend to cater to the increasing demand of our existing customers and also to increase our existing customer base by enhancing the distribution reach of our products in different parts of the country. We propose to increase our marketing and sales team which can focus in different regions and also maintain and establish relationship with customers. Enhancing our presence in other regions will enable us to reach out to a larger population. Further, our Company believes in maintaining long term relationships with our customers in terms of increased sales. We aim to achieve this by adding value to our customers through innovation, quality assurance, timely delivery, and reliability of our products.

Exploring newer applications of our existing products as well as focusing on new product line

Our Company aims to expand the sale of our products to other industries where such products have application. Our Company also intends to venture into 'Food protection and Personal Hygiene' segment of FMCG industry with the total investment of approx. Rs. 100 Crores in two years and is process of acquiring portfolio of trademarks, comprising of popular and well-established national brands.

Our Company also intends to tap into recycling of Multi-Layered Packages (MLP's), and is in the advance stages of joining hands with the renowned research institution to acquire technology and to set up its own manufacturing units for recycling of MLP's.

Our Company also intends to enter into namely Producer Responsibility Organization (PRO), Extended Producer Responsibility (EPR) as an extension of its recycling of plastic waste business, personal hygiene and other items of fast-moving consumer goods. This will enable our Company to venture into new products, processes, segments, businesses which are under the existing circumstances conveniently and advantageously could be combined with the present activities of the Company

Improving operational efficiencies

Our Company intends to improve efficiencies and achieve cost reductions to unable our products to have competitive advantage. We believe that this can be achieved through economies of scale. As a result of these measures, our Company will be able to increase its market share and profitability.

Attract and retain talented employee

Employees are essential for the success of every organization. We rely on them to operate our manufacturing facilities and deliver quality performance to our clients. We constantly intend to continue our focus on improving health, safety and workplace environment for our employees and provide various programs and benefits for the personal well-being and career development of our employees. We intend to strive to further reduce the employee attrition rate and retain more of our skilled workers for our future expansion by providing them with better, safer and healthier working environment.

Focus on consistently meeting quality standards

Our Company intends to focus on adhering to the quality standards of the products. This is necessary so as to make sure that we have repetitive orders from our customers. Quality of the product is very important for the Company from both customer point of view and regulatory point of view. Providing the desired and good quality product helps us in enhancing our brand value and maintaining long term relationships with our customers.

Invest significantly in Research and development

We intend to increase our initiatives in R&D in order to constantly study industry verticals to identify product inefficiencies in areas in which we could add value. Going forward, we intend to expand our research and development capabilities, by increasing our investment in employing qualified individuals from the industry. We believe that continued investments in R&D will enable us to increase our productivity, improve our operating efficiency, and enable us to penetrate existing and new market segments.

Quality control and quality assurance

Our Company has received ISO 9001:2015 certification with respect to the trading and manufacturing of various Polymer Compounds. Various in-process quality checks are performed to monitor product quality during the manufacturing process.

We believe that maintaining a high standard of quality of our products and our Manufacturing Facility is critical to our Company and continued success. We have put in place systems that cover all areas of our business processes from manufacturing to product delivery for ensuring consistent high quality, efficacy and safety of our products.

Sales Marketing and Distribution

We sell our products to our customers in India and as well as outside India. We have an in-house team dedicated to marketing, distribution and sale of our products, in India and abroad. We seek to maintain direct relationships with our key customers to better understand their requirements. Where required, we transport our products directly to our customers by land, air or sea ways, based on the circumstances involved and the requirements of our customers. We rely on freight forwarders to deliver our products. We do not have formal contractual relationships with our freight forwarders. The pricing for freight is negotiated on each shipment basis.

Human resources

Our work force is a critical factor in maintaining quality and safety standards and that good relations with our workforce is critical in strengthening our competitive position in the market. As on December 31, 2021, we had 20 permanent employees on our roll.

Equipment and Machinery

Our manufacturing facilities have been built with keeping in mind efficiency, safety and environmental factors. Our factory complex has all the key ingredients for a successful manufacturing unit. We have made all endeavor in procuring top of the line equipment that can effectively cater to specific customer needs. The major equipment and machinery installed at our manufacturing facility includes Kneader Machine, Plastic High-Speed Mixer, Rolling Machine & Grinding Machine, Single Screw Extruder, Slach Hydrates Dispenser Kneader, Twin Screw Extruder, Dehumidifier Air Dryer with Crystallizer, PVC Pipe Extruder Machine, Pulverizer, Homogenizer, Metal Separator, Hi speed Mixer and others.

Information technology

We have implemented a modern information technology system, which helps us in day to day functioning of our business.

Regulatory and environmental matters

We are subject to extensive environmental laws and regulations, including regulations relating to the prevention and control of water pollution and air pollution, environmental protection and hazardous waste management in relation to our manufacturing facility. These laws and regulations govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. Our Company has obtained the necessary environment related approvals in relation to our manufacturing facilities.

Health and safety

We aim to comply with applicable health and safety regulations and other requirements in our operations and comply with legislative requirements, requirements of our licenses, approvals, various certifications and ensuring the safety of our employees and the people working at our facility or under our management.

Intellectual property

As on the date of this Draft Letter of Offer, our Company does not owns any intellectual property rights in relation to its business. For, further information, please see section titled "***Risk Factor***" beginning on page 18 of this Draft Letter of Offer.

Insurance

We have obtained insurance with respect to our manufacturing facility, covering *inter alia* buildings, plant and machinery, furniture and stock located therein. Insurance coverage taken by the Company during the current financial year as well as for Fiscals 2020, 2019 and 2018 for stocks, buildings, furniture, plant and machinery as below:

Sr. No.	Fiscal	Total insurance coverage taken for stocks, buildings, furniture, plant and machinery
1.	2020	25.66 Crores
2.	2019	25.66 Crores
3.	2018	6.00 Crores

While, our Company believes that we have adequately insured our assets, we can provide no assurance in this regard for further details, see section titled "***Risk Factors***" beginning on page 18 of this Draft Letter of Offer.

Properties

The details of the material properties used by our Company for our operations are set forth below:

Sr. No.	Particulars	Address	Leased/ Owned
1.	Registered office	Vikas Apartments, G-1, 34/1 East Punjabi Bagh New Delhi-110026	Owned
2.	Manufacturing facility at Shahjahanpur (Rajasthan)	G-83, Vigyan Nagar, Reco Industrial area, Shahjahanpur, Rajasthan 301706	Leased

There are certain other commercial properties which is owned by the Company for the purpose of investment.

OUR MANAGEMENT

Our Board of Directors

Our Articles of Association require us to have not less than three and not more than fifteen Directors. As on date of this Draft Letter of Offer, we have six Directors on our Board, comprising of two Executive Directors, one Non-Executive Director Non-Independent and three (3) Independent Directors, including two women directors. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

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

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Ms. Richa Sharma ***Designation**:* Non-Executive - Independent Director-Chairperson ***Address***: D-2/32, Street No. 5, Mahavir Enclave, New Delhi - 110045 ***DIN***: 08709599 ***Date of birth**:* November 23, 1989 ***Term***: 5 Years ***Period of directorship: From*** September 30, 2020 ***Occupation***: Assistant Professor	31	Nil
Mr. Vivek Garg ***Designation**:* Managing Director ***Address***: House no. 10, Road No. 4, East Punjabi Bagh, Punjabi Bagh, West Delhi, Delhi 110026 ***DIN***: 00255443 ***Date of birth**:* November 26, 1974 ***Term***: 5 Years ***Period of directorship:*** Since July 25, 2008 ***Occupation***: Business	46	1. Emanate Pipe Private Limited 2. Maharaja Agarsen Academy Private Limited 3. Vikas Surya Buildwell Private Limited 4. A.G. Agrotech & Power Private Limited 5. Vikas Ecotech Limited
Mr. Vikas Garg ***Designation**:* Non-Executive - Non-Independent Director ***Address***: House no. 7, Road No. 41, West Punjabi Bagh, Punjabi Bagh, West Delhi, Delhi 110026 ***DIN***: 00255413	47	1. Vikas Ecotech Limited

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Date of birth**:* June 15, 1973 ***Term: Liable to retire by rotation ***Period of directorship:*** From June 7, 2013 ***Occupation***: Business		
Mr. Vijay Kumar Sharma ***Designation**:* Whole Time Director cum Chief Executive Officer ***Address***: House No. 1075, Sector-10, Faridabad, Haryana-121006 ***DIN***: 08721833 ***Date of birth**:* May 27, 1966 ***Term***: 5 Years ***Period of directorship:*** From September 30, 2020 ***Occupation***: Professional	54	Nil
Ms. Meena Bansal ***Designation**:* Non-Executive - Independent Director ***Address***: House No. 617, Near Dayal Market, Alipur, North West Delhi, Delhi - 110036 ***DIN***: 08400953 ***Date of birth**:* December 20, 1989 ***Term***: 5 Years ***Period of directorship:*** July 1, 2019 till date ***Occupation***: Professional	31	Nil
Mr. Pankaj Kumar Gupta ***Designation**:* Non-Executive - Independent Director ***Address***: H. No. – D-40, Street No. 5, Near Bindapur DDA Flats Raja Puri, Uttam Nagar, West Delhi, Delhi-110059 ***DIN***: 07003962 ***Date of birth**:* December 6, 1988 ***Term***: 5 Year	32	Nil

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Period of directorship: *From* November 15, 2016 ***Occupation***: Professional		

In compliance with Section 152 of the Companies Act 2013, not less than two-thirds of our non-independent Directors are liable to retire by rotation.

Brief Biographies of our Directors

Ms. Richa Sharma, Chairman and Independent Director

Ms. Richa Sharma is the Chairman and independent woman director on the Board of our Company. She joined our Company on September 30, 2020. She holds Master's Degree in Industrial Chemistry and is a Gold medalist. She also holds Ph.D. in Chemical Sciences from Amity University, Noida, Uttar Pradesh.

She has been awarded with BHAVAN (Building Energy Efficiency Higher and Advanced Network) fellowship award during her Ph.D. funded by Indo-U.S. Science and Technology Forum (IUSSTF), Department of Science & Technology, Government of India.

She holds more than five years of experience in R&D in sphere of Flyash based Composite Pigments & their Application in NIR Reflective Coatings. She also serves as an Assistant Professor, Applied Chemistry in Maharaja Agrasen Institute of Technology, Rohini, Delhi.

Mr. Vivek Garg, Managing Director

Mr. Vivek Garg is the Managing Director of our Company. He holds bachelor's degree in commerce from Delhi University. He joined our Company on July 25, 2008 and is associated with our Company for more than twelve years. He is actively involved in day-to-day working, financial and strategic decision making of our Company. He holds more than 16 years of experience in chemical industry and plastic industry.

Mr. Vikas Garg, Non-Executive Non-Independent Director

Mr. Vikas Garg is a Non-Executive Non-Independent Director on the Board of our Company. He holds bachelor's degree in commerce from Delhi University. He joined our Company on June 7, 2013 and is associated with our Company for more than eight years. He also serves as promoter cum managing director of Vikas Ecotech Limited. He holds more than 18 years of experience in Polymer Compounds and Chemicals industry.

Mr. Vijay Kumar Sharma, Whole-Time Director & CEO

Mr. Vijay Kumar Sharma is a whole-time director on the Board of our Company. He also serves as CEO of the Company. He holds post-graduation degree in Business Management and also holds bachelors' degree on Law. He joined our Company on September 30, 2020. He holds more than 19 years of experience in area of industrial relations, human resource management, project management and business development.

Ms. Meena Bansal, Non-Executive Independent Director

Ms. Meena Bansal is a non-executive independent women director on the Board of our Company. She is a member of the Institute of Chartered Accountants of India and is a practicing qualified Chartered Accountant. she joined our Company on July 1, 2019 and is associated with our Company for more than one year. She holds more than twelve years of experience in area of financial accounting, audit and taxation.

Mr. Pankaj Kumar Gupta, Non-Executive Independent Director

Mr. Pankaj Kumar Gupta is a non-executive independent director on the Board of our Company. He is a member of the Institute of Chartered Accountants of India and is a practicing qualified Chartered Accountant. He joined our Company on November 15, 2016 and is associated with our Company for more than four year. He holds more than ten years of experience in area of finance, accounts, audit and legal documentation.

Confirmations

1. Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

2. None of the 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 Draft Letter of Offer, during the term of his/ her directorship in such company.

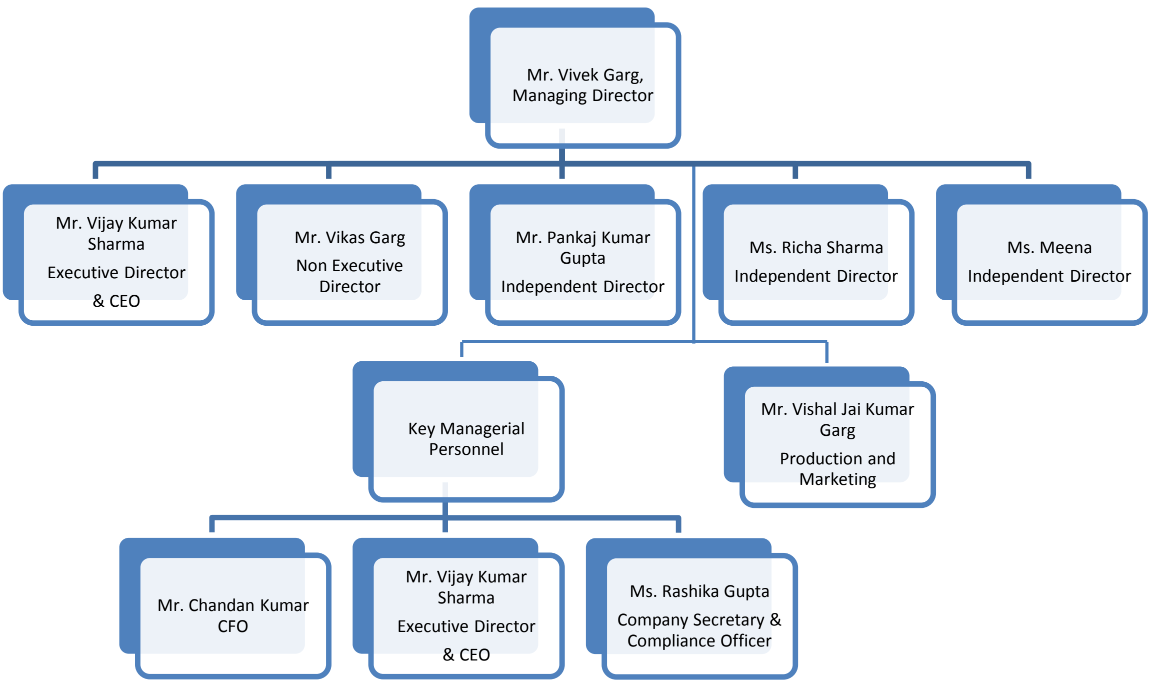
3. None of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.

4. None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

5. None of our Directors have been identified as a wilful defaulter, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.

Management Organization Structure

Set forth is the organization structure of our Company:



Corporate Governance

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance are applicable to us.

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 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 February 12, 2020 with the following members forming a part of the said Committee:

Sr. No.	Name of Member	Designation
1.	Mr. Pankaj Kumar Gupta	Chairman
2.	Ms. Meena Bansal	Member
3.	Ms. Richa Sharma	Member

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

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

1. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval with particular reference to Matters required to be included in the Director's Responsibility Statement, changes, if any, in accounting policies and practices and reasons for the same, Major accounting entries involving estimates based on the exercise of judgment by management, Significant adjustments made in the financial statements arising out of audit findings, Compliance with listing and

other legal requirements relating to financial statements, Disclosure of any related party transactions and Qualifications in the draft audit report;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. 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;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. 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;

16. 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;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders in case of non-payment of declared dividends and creditors;

18. To review the functioning of the Whistle Blower mechanism;

19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

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

21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary (if any) exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower.

22. Reviewing the Management Discussion and Analysis of the financial condition and results of operations;

23. Reviewing the statements of significant related party transactions submitted by the management;

24. Reviewing management letters/letters of internal control weaknesses issued by the statutory auditors and ensuring suitable follow-up thereon;

25. Reviewing internal audit reports relating to internal control weaknesses;

26. Reviewing the appointment, removal and terms of remuneration of the chief internal auditor of the Company; and
    a) Reviewing statement of deviations quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1),
    b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

As required under the SEBI Listing Regulations, the Audit Committee shall meet at least four times a year with maximum interval of four months between two meetings and the quorum for each meeting of the Audit Committee shall be two members or one third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

b) Stakeholders Relationship Committee

Our Stakeholders Relationship Committee was last reconstituted on February 12, 2020. The members of the said Committee are as follows:

Sr. No.	Name of Member	Designation
1.	Ms. Richa Sharma	Chairman
2.	Ms. Meena Bansal	Member
3.	Mr. Pankaj Kumar Gupta	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/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

2. Review of measures taken for effective exercise of voting rights by shareholders;

3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and

4. 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.

As required under the SEBI Listing Regulations, the Stakeholders Relationship Committee shall meet at least once a year, and the chairperson of the committee shall be present at the annual general meetings to answer queries of the security holders. The quorum of the meeting shall be either two members or one third of the members of the committee whichever is greater, including at least one independent director in attendance.

c) Nomination and Remuneration Committee

Our Nomination and Remuneration Committee last reconstituted by our Board of Directors in their meeting held on February 12, 2020 with the following members:

Sr. No.	Name of Member	Designation
1.	Ms. Meena Bansal	Chairman
2.	Ms. Richa Sharma	Member
3.	Mr. Pankaj Kumar Gupta	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 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;

2. To carry out evaluation of every Director's performance;

3. To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;

4. To formulate the criteria for evaluation of Independent Directors and the Board;

5. To devise a policy on Board diversity;

6. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;

7. To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme;

8. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;

9. To perform such other functions as may be necessary or appropriate for the performance of its duties; and

10. To recommend to the board, all remuneration, in whatever form, payable to senior management.

As required under the SEBI Listing Regulations, the Nomination and Remuneration Committee shall meet at least once a year, and the chairperson of the committee shall be present at the annual general meetings to answer queries of the shareholders. The quorum for each meeting of the said committee shall be either two members or one-third of the members of the committee whichever is greater, including at least one independent director in presence.

In addition to the above detailed committees constituted under the SEBI Listing Regulations and Companies Act, our Company has also constituted Rights Issue Committee. The brief detail of the same is detailed below;

Rights Issue Committee

Our Company, vide its Board resolution dated February 6, 2021 has constituted a Rights Issue Committee consisting of Mr. Vivek Garg, Mr. Vikas Garg and Mr. Chandan Kumar. Mr. Vivek Garg is the Chairman of the committee. The Board has authorised the committee to finalize the terms of the rights issue, to take all decisions relating to the rights issue including approving, sending, finalizing postal ballot notice and to do all such acts, deeds, things as may be necessary for the purpose of this Issue.

Our Key Managerial Personnel

In addition to our Managing Director and Whole Time 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:

Mr. Chandan Kumar, Chief Financial Officer

Mr. Chandan Kumar is Chief Financial Officer of our Company. He is a member of the Institute of Chartered Accountants of India and is a practicing qualified Chartered Accountant. He joined our Company on September 8, 2018 and is associated with our Company for more than two year. He holds more than seven years of experience in area of finance and accounts. Mr. Chandan Kumar is our Permanent employee.

Mr. Vishal Jai Kumar Garg, Head of Production and Marketing

Mr. Vishal Jai Kumar Garg is the Head of Production and Marketing departments of our Company with more than 20 years of experience in the polymer compounds and additives industry. He joined our Company on June 4, 2009 and is associated with our Company for more than twelve years. He holds experience in sourcing, supply chain management, processing and sales of polymer compounds and specialty additives. He has been instrumental in initiatives with the up-cycling of plastic wastes, working in proposals and deals with the various private / government companies / authorities and agencies working in recycling of plastics. Mr. Vishal Jai Kumar Garg is our Permanent employee.

Ms. Rashika Gupta

Ms. Rashika Gupta is the Company Secretary and Compliance officer of the Company. She joined our Company as compliance officer on March 26, 2021 and subsequently she was appointed as Company Secretary of the Company on April 29, 2021. She is enrolled as an Associate Company Secretary with The Institute of Company Secretaries of India and holds a Master’s degree in Commerce. She holds around three years of experience in handling various regulatory compliance of listed and unlisted companies. She was previously associated with Hexaxis Advisory Services. She is a permanent employee of the Company.

Relationship of Key Managerial Personnel with our Directors, Promoter and / or other Key Managerial Personnel

Mr. Vivek Garg, the Managing Director of the Company, is the brother of our Promoter cum Director Mr. Vikas Garg.

OUR PROMOTERS

Our Promoters are Mr. Vikas Garg, Vikas Garg HUF, Ms. Seema Garg, Ms. Sukriti Garg, Mr. Vinod Kumar Garg, Vinod Kumar Garg HUF, Ms. Shashi Garg, Mr. Vaibhav Garg.

Mr. Vikas Garg

Mr. Vikas Garg is a Non-Executive Non-Independent Director on the Board of our Company. He holds bachelor's degree in commerce from Delhi University. He joined our Company on June 7, 2013 and is associated with our Company for more than eight years. He also serves as promoter cum managing director of Vikas Ecotech Limited. He holds more than 18 years of experience in Polymer Compounds and Chemicals industry.

Mr. Vikas Garg currently also holds directorships in the following companies:

1. Vikas Ecotech Limited

Vikas Garg HUF

Vikas Garg HUF became a promoter of the Company in the year 2016. Mr. Vikas Garg is Karta of Vikas Garg HUF and holds the control over it. It was originally incorporated in January 1, 2001. Ms. Seema Garg, Ms. Sukriti Garg, Ms. Vrinda Garg and Mr. Vasu Garg are the members of HUF along with Mr. Vikas Garg.

Ms. Seema Garg

Ms. Seema Garg is Commerce graduate and having an experience of business management and organization development. She became a promoter of the Company in the year 2016.

She does not hold directorships in any company.

Ms. Sukriti Garg

She is graduated in the field of architectures and became a promoter of the Company in the year 2016.

She does not hold any directorship in any company.

Mr. Vinod Kumar Garg

He is Commerce Graduate and has an experience of over 20 years in the field of finance and accounts.

Mr. Vinod Kumar Garg currently also holds directorships in the following companies:

1. JMB Buildwell Private Limited
2. JHR Developers Private Limited
3. New Wave Realtors Private Limited
4. Vikas Jagan Developers Private Limited
5. Vikas Infrastructures Private Limited
6. Vikas Surya Developers Private Limited
7. Vikas Portfolio Private Limited
8. Vibhuti Promoters Private Limited
9. Vikas auto private Limited
10. Mangal Farms Private Limited
11. Anubhav Utilities Private Limited
12. Excel Apartments Private Limited

Mr. Vinod Kumar Garg currently also holds a partnership in Indraprastha Multitrade LLP

Vinod Kumar Garg HUF

Mr. Vinod Kumar Garg became the promoter of the Company in the year 2016. Mr. Vinod Kumar Garg is the Karta of HUF and holds the control over it. Mr. Vinod Kumar Garg and his son, Mr. Vaibhav Garg are members of the Vinod Kumar Garg HUF.

Ms. Shashi Garg

She is a commerce graduate by qualification and having as experience in the area of Corporate Social Responsibility and Corporate Governance of over 10 years.

Ms. Shashi Garg currently also holds directorships in the following companies:

1. New Wave Realtors Private Limited
2. Vikas Surya Developers Private Limited
3. Vikas Portfolio Private Limited
4. Excel Apartments Private Limited

Mr. Vaibhav Garg

Mr. Vaibhav Garg is a Commerce graduate and having an experience of over 5 years in Marketing and Business development**.**

Mr. Vaibhav Garg currently also holds directorships in the following companies:

1. JMB Buildwell Private Limited
2. JHR Developers Private Limited
3. Vikas Portfolio Private Limited
4. Anubhav Utilities Private Limited

Mr. Vaibhav Garg currently also holds partnership in Indraprastha Multitrade LLP.

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 the Companies Act, and other applicable laws. The dividend, if any, will depend on a number of factors, including but not limited, consolidated 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 to finance our fund requirements for our business activities.

We have not declared any dividend in the previous five (5) financial years immediately preceding this issue.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards - 'Related Party Disclosures' and SEBI ICDR Regulations during the nine and half months period ended January 15, 2021, Fiscal 2020 and Fiscal 2019 see "Financial Statements – Restated Financial Statements – Related Party Disclosure" beginning on page 86 of this Draft Letter of Offer.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

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THE STATUTORY AUDITOR'S REPORT

Auditors' Report on the restated summary statements of assets and liabilities as at January 15, 2021, March 31, 2020, 2019 and 2018 summary statement of profits and losses (including other comprehensive income), summary statement of cash flows and changes in equity for the period ended January 15, 2021 and each of the years ended March 31, 2020, 2019 and 2018, of Vikas Lifecare Limited (Formerly known as "Vikas Multicorp Limited") (collectively, the "Restated Summary Statements")

To,
The Board of Directors
Vikas Lifecare Limited
(Formerly known as "Vikas Multicorp Limited")
G-1, 34/1,
East Punjabi Bagh,
New Delhi-110026

Dear Sirs:

1. We have examined the attached Restated Summary Statements of **Vikas Lifecare Limited (*Formerly Known as "Vikas Multicorp Limited")* (the "Company")** annexed to this report and prepared by the Company for the purpose of inclusion in the Letter of Offer in connection with its Right Issue. The Restated Summary Statements, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:
   a) Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act 2013 (the "Act");
   b) Relevant provisions of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
   c) The Guidance Note on Reports in Company Prospectuses (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note")

   In terms of the relevant provision of SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts of Vikas Lifecare Limited *(Formerly Known as "Vikas Multicorp Limited")*, We, M/s. Goyal Nagpal & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the "Peer Review Board" of the ICAI.

Management's Responsibility for the Restated Summary Statements

2. The preparation of the Restated Summary Statements, which are to be included in the Offer documents is the responsibility of the Management of the Company. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Summary Statements. The Management is also responsible for identifying and ensuring that the Company complies with the ICDR Regulations.

Auditors' Responsibilities

3. We have examined such Restated Summary Statements taking into consideration:
   a) The terms of reference and terms of our engagement agreed with you as per the our engagement letter, requesting us to carry out the assignment, in connection with the proposed Right Issue of the Company;
   b) The Guidance Note;
   c) Concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Summary Statements; and
   d) The requirements of Section 26 of the Act and the ICDR Regulations;

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR Regulations in connection with the Right Issue.

Restated Summary Statements as per audited Financial Statements

4. These Restated Summary Statements have been compiled by the management of the Company from:
   a) Audited financial statements of the Company as at and for the period ended January 15, 2021, which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (referred to as “Ind AS”), which have been approved by the Board of Directors at their meeting held on January 12, 2021;
   b) Audited financial statements of the Company as at and for the year ended March 31, 2020 and March 31, 2019, which were prepared in accordance with Ind AS, which have been approved by the Board of Directors at their meeting held on June 25, 2020 and April 27, 2019 respectively; and
   c) Audited financial statements of the Company as at and for the year ended March 31, 2018, which were prepared in accordance with accounting principles generally accepted in India (“Indian GAAP”) at the relevant time which have been approved by the Board of Directors at their meeting held on September 2, 2018. The management of the Company has adjusted financial information for the year ended March 31, 2018 included in such Indian GAAP financial statements using recognition and measurement principles of Ind AS and has included such adjusted financial information as comparative financial information in the financial statements for the year ended March 31, 2019 as referred to in para 4(b) above.

5. For the purpose of our examination, we have relied on auditors’ reports dated January 12, 2021, June 25, 2020, April 27, 2019 issued by us and audit report dated September 2, 2018 was issued by the previous auditors, on the financial statements of the Company as at and for the period ended January 15, 2021 and for each the years ended March 31, 2020, 2019 and 2018 as referred in Paragraph 4 (a) (b) and (c) above; and
   a) Based on the above and according to the information and explanations given to us, we report that the Restated Summary Statements of the Company, as attached to this report read with basis of preparation and respective significant accounting policies given in Annexure V as described in paragraph 1 have been prepared in accordance with the Act, ICDR Regulations, Guidance Note, and these Restated Summary Statements:
      (i) have been made after making adjustments for the changes in accounting policies. As the accounting policies as at and for the period ended January 15, 2021 were materially consistent with the policies adopted as at and for the year ended March 31, 2020, 2019 and 2018, no adjustments have been made to the audited financial statements of the respective years presented on account of changes in accounting policies;
      (ii) have been made after incorporating adjustments and regroupings for the material amounts in the respective financial year to which they relate;
      (iii) there are no qualifications in the auditors' reports on the audited financial statements of the Company as at January 15, 2021, March 31, 2020, 2019 and 2018 and for period ended January 15, 2021 and each of the years ended March 31, 2020, 2019 and 2018 which require any adjustments to the Restated Summary Statements.

6. We have not audited any financial statements of the Company as of any date or for any period subsequent to January 15, 2021. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Company as of any date or for any period subsequent to January 15, 2021.

7. The Restated Summary Statements do not reflect the effects of events that occurred subsequent to the audited financial statements mentioned in paragraph 4 above.

8. 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 the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10. Our report is intended solely for use of the Board of Directors for inclusion in the Offer documents to be filed with recognized Stock Exchange in connection with the proposed Right Issue. Our report should not be used, referred to, or distributed for any other purpose.

For Goyal Nagpal & Co.
Chartered Accountants
FRN: 018289C

Virender Nagpal
Partner
M. No.: 416004
UDIN: 21416004AAAAFG2328

Date: April 15, 2021
Place: Delhi

RESTATED FINANCIAL STATEMENTS

Annexure I: Restated Statement of Assets and Liabilities as at January 15, 2021, March 31, 2020, March 31, 2019 and March 31, 2018

(Rs. In Lakhs)

Particulars	Note No.	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
ASSETS					
Non-current Assets					
a) Property, Plant and Equipment	3	518.35	351.58	354.62	316.78
b) Investment Property	4	651.56	659.48	422.22	444.44
c) Financial Assets					
(i) Investments	5	1,272.16	994.15	4,800.24	12,082.26
(ii) Loans	6	106.85	180.00	180.00	82.10
(iii)Trade Receivables	7	2,303.86	5,999.01	881.26	-
(iv) Other financial assets	8	1,042.55	435.11	431.13	93.07
d) Deferred Tax Assets (Net)	9	9.23	22.22	55.95	4.61
e) Other Assets	10	330.39	135.86	266.26	-
Total Non-Current Assets		**6,234.94**	**8,777.40**	**7,391.66**	**13,023.26**
Current Assets					
a) Inventories	11	2,706.59	3,033.02	2,823.46	1,483.27
b) Financial assets					
(i) Trade receivables	12	5,442.00	11,623.71	13,504.68	11,268.91
(ii) Cash & cash equivalents	13	15.91	21.72	154.45	12.39
(iii) Loans	14	2.87	0.50	1.45	3.75
(iv) Other financial assets	15	106.78	69.53	74.19	61.54
c) Other Assets	16	1,396.05	1,943.54	546.21	526.28
Total Current Assets		**9,670.19**	**16,692.02**	**17,104.43**	**13,356.15**
Total Assets		**15,905.14**	**25,469.42**	**24,496.10**	**26,379.41**
EQUITY AND LIABILITIES					
Equity					
a) Equity Share capital	17	6,634.95	6,634.95	6,634.95	6,634.95
b) Other Equity	18	24.09	-1,282.58	2,390.02	9,600.76
Total Equity		**6,659.04**	**5,352.37**	**9,024.97**	**16,235.72**
Liabilities					
Non- current liabilities					
a) Financial Liabilities					
(i) Borrowings	19	1,412.35	549.67	836.44	14.36
b) Provisions	20	6.30	7.79	7.83	-
c) Other Liabilities	21	536.60	508.44	230.30	-
Total Non-Current Liabilities		**1,955.25**	**1,065.91**	**1,074.57**	**14.36**
Current Liabilities					
a) Financial Liabilities					
(i) Borrowings	22	2,903.91	3,505.41	3,087.49	1,988.92
(ii) Trade Payables	23				
(a) Total Outstanding dues of micro & small enterprises		1786.77	-	-	-

Particulars	Note No.	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
(b) Total Outstanding dues of creditors other than micro & small enterprises		2027.01	12,228.88	9,032.67	6,360.07
(iii) Other financial liabilities	24	29.91	21.39	-	
b) Other Liabilities	25	411.08	3,231.71	2,181.35	1,714.35
c) Provisions	26	0.59	1.20	1.34	-
d) Current Tax Liabilities (Net)	27	131.57	62.54	93.70	65.99
Total Current Liabilities		**7,290.84**	**19,051.14**	**14,396.56**	**10,129.33**
Total Equity & Liabilities		**15,905.14**	**25,469.42**	**24,496.10**	**26,379.41**

Annexure II: Restated Statement of Profit and Loss for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

(Rs. In Lakhs)

Particulars	Note No.	Period ended Jan 15, 2021	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2018
Income					
Revenue From Operations	28	5,155.39	15,515.51	21,582.36	19,535.16
Other Income	29	171.82	370.85	194.52	554.20
Total Income		**5,327.22**	**15,886.36**	**21,776.88**	**20,089.36**
Expenses					
Cost of Material Consumed	30	1,227.41	13,486.94	5509.62	-
Purchase of Stock-In-Trade	31	2,555.10	2,122.70	14,946.85	18,957.30
Changes in inventories of Finished Goods and stock-in-trade	32	604.87	-1,363.90	-109	-429.99
Employee Benefit Expenses	33	45.97	99.29	115.82	169.28
Finance Costs	34	401.73	501.09	620.98	671.41
Depreciation expense	35	54.81	74.17	72.21	80.49
Other expenses	36	144.70	544.70	613.15	424.00
Total Expenses		**5,034.58**	**15,465.00**	**21,769.63**	**19,872.48**
Profit before exceptional items and tax		**292.64**	**421.36**	**7.25**	**216.87**
Exceptional Items	37	-211.95	-170.74	288.58	-
Profit Before Tax		**80.69**	**250.62**	**295.72**	**216.87**
Tax expense:	38				
Current Tax		61.53	83.92	112.63	65.99
Taxes of Previous Year		-	-6.11	26.66	-
Deferred Tax (credit)		11.90	33.08	-51.34	2.60
Total Tax Expense		**73.43**	**110.90**	**87.95**	**68.58**
Profit for the period		7.25	139.73	207.87	148.29
Other Comprehensive Income (OCI)					
- Items that will not be reclassified to profit or loss	39				
"(a) Fair valuation of financial instruments through OCI		1,296.18	-3,814.33	-7,418.62	3,499.12
' Tax on Fair valuation of Financial Instruments		-	-	-	
" (b) Re-measurement gains/(losses) on defined benefit plans		-4.33	2.64	-	
' Tax on remeasurement of Defined Benefit Obligation		1.09	-0.64	-	

Particulars	Note No.	Period ended Jan 15, 2021	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2018
Total Other Comprehensive Income for the period		**1,292.94**	**-3,812.33**	**-7,418.62**	**3,499.12**
Total Comprehensive Income for the period		**1,300.19**	**-3,672.60**	**-7,210.75**	**3647.41**
Earnings per Equity Share	40				
Basic (in ₹)		0.0011	0.0211	0.0313	0.0223
Diluted (in ₹)		0.0011	0.0000	0.0313	0.0223

Annexure III: Restated Consolidated Statement of Cash Flows for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

(Rs. In Lakhs)

Particulars	Period ended Jan 15, 2021	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2018
A. Cash flow from operating activities:				
Net Profit before tax	**80.69**	**250.62**	**295.82**	**216.87**
Adjustments for:				
Depreciation	54.81	74.17	72.21	80.49
(Profit)\Loss on sale of PPE & Investment Property	-	-19.34	-2.21	-0.11
Finance costs	401.73	501.09	620.98	671.41
Share Profit from Partnership Firm	-19.34	-138.80	-24.30	-
Foreign Exchange difference	-16.57	57.77	-93.81	-
(Profit)/Loss on Sales of Investment	211.95	67.43	-141.58	-5.09
Provision for Gratuity	2.22	2.48	9.17	-
Rental Income	-34.21	-	-	-
Dividend Income	-	-	-20.55	-20.55
Interest income	-15.77	-86.06	-37.46	-69.26
Operating profit/(loss) before working capital changes	**665.51**	**709.36**	**678.27**	**873.76**
Movements in Working capital:				
Inventories	326.43	-209.56	-1,345.19	-1,180.37
Trade receivables	9,893.43	-3,294.55	-3,023.22	-8,529.89
Financial Assets & other assets	313.35	-1,265.32	-727.48	-150.90
Trade payables	-8,415.10	3,196.21	2,672.60	5,200.24
Other financial liabilities	8.51	21.39	2.50	-
Other current liabilities	-2,794.58	1,328.50	694.90	1,482.22
Cash generated from operations	**-2.44**	**486.03**	**-1,047.62**	**-2,304.94**
Income tax paid (Net of refunds)	7.50	-108.98	-111.57	-13.50
Net cash flow from operating activities (A)	**5.06**	**377.05**	**-1,159.19**	**-2,318.44**
B. Cash flow from investing activities				
Purchase of property, Plant and Equipement	-211.55	-50.11	-90.12	-325.63
Stock converted into Investment in Property	-	-669.94		
Proceeds from sale of fixed assets	-	-	4.50	2.85
Proceeds from loans	73.15			-
Proceeds from Investment property	218.12	431.00	-	-
Proceeds from Investments	-	63.14	29.28	5.09

Particulars	Period ended Jan 15, 2021	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2018
Rent Received	34.21			
Dividend Income		-	20.55	20.55
Interest received	15.77	86.06	37.46	69.26
Net cash flow from / (used in) investing activities (B)	**129.69**	**-139.86**	**1.68**	**-227.87**
C. Cash flow from financing activities				
Proceeds/(Repayments) in long-term borrowings	862.68	-286.76	1,920.65	**2.50**
Increase in Share capital due to demerger	-	-	-	**2,387.34**
Increase in Share capital due to issued bonus share	-	-	-	**1,213.61**
Decrease in reserve due to issued bonus share	-	-	-	**-1,213.61**
Increase in Capital Reserve due to demerger	-	-	-	**569.57**
Proceeds/(Repayments) in short term borrowings	-601.50	417.92	-	**256.04**
Finance cost	-401.73	-501.09	-620.98	-671.41
Net cash flow from / (used in) financing activities (C)	**-140.55**	**-369.93**	**1,299.67**	**2,544.03**
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	**-5.80**	**-132.74**	**142.07**	**-2.28**
Cash and cash equivalents at the beginning of the period	21.72	154.45	12.39	14.67
Cash and cash equivalents at the end of the year	**15.91**	**21.72**	**154.45**	**12.39**
Components of Cash & Cash Equivalents (Refer Note No. 14)				
Cash on hand	7.80	13.16	3.49	9.24
Cheques in Hand	-	0.12	148.50	-
Balances with Banks	8.11	8.44	2.46	3.15
Cash & Cash equivalents in Cash Flow Statement	**15.91**	**21.72**	**154.45**	**12.39**

The accompanying Notes forms integral part of these Restated Financial Statements

Annexure IV: Statement of Changes in Equity for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

(A) Equity Share Capital

Equity shares of Rs. 1 each issued, subscribed and fully paid up

(Rs. in Lakh)

Particulars	**No of Equity Share**	**Amount**
Issued, subscribed and fully paid		
Equity shares face value of Rs. 1 each share		
As at April 1, 2017	**303,401,400**	**3,034.01**
Changes in equity share capital	360,094,095	3,600.94
As at March 31, 2018	**663,495,495**	**6,634.95**
Changes in equity share capital	-	-
As at March 31, 2019	**663,495,495**	**6,634.95**
Changes in equity share capital	-	-
As at March 31, 2020	**663,495,495**	**6,634.95**
Changes in equity share capital	-	
As at January 15, 2021	**663,495,495**	**6,634.95**

(B) Other Equity

Particulars	**Reserves & Surplus**			**Equity Instruments through Other Comprehensive Income**	**Total Equity**
	Capital Reserve	**Securities Premium Reserve**	**Retained Earnings**		
As at April 1, 2017	28.46	1,985.87	290.86	4,292.21	**6,597.39**
	-	-	148.29	-	148.29
	-	-	-	3,499.12	3,499.12
	569.57	-	-	-	569.57
Other Comprehensive Income, net of tax	-	-922.75	-290.86	-	-1,213.61
Profit for the year					
As at March 31, 2018	**598.03**	**1,063.12**	**148.29**	**7,791.33**	**9,600.77**
Other Comprehensive Income, net of tax		-	-	-7,418.62	**-7,418.62**
Profit for the year		-	207.87		**207.87**
As at March 31, 2019	**598.03**	**1,063.12**	**356.16**	**372.71**	**2,390.02**
Other Comprehensive Income		-		-3,812.33	-3,812.33
Profit for the year		-	139.73	-	139.73
As at March 31, 2020	**598.03**	**1,063.12**	**495.89**	**-3,439.61**	**-1,282.58**
Other Comprehensive Income				1,299.42	1,299.42
Profit for the period			7.25		7.25
As at January 15, 2021	**598.03**	**1,063.12**	**503.14**	**-2,140.19**	**24.09**

The accompanying Notes forms integral part of these Restated Financial Statements

Annexure V: Statement of Significant Accounting policies and Other Explanatory Notes for restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31,2019, and March 31, 2018

COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1. Company Information

Vikas Lifecare Limited (formerly known as Vikas Multicorp Limited) (the Company) is a public company domiciled in India and is incorporated under the provisions of the companies act applicable in India. Its shares are listed on recognised Bombay stock exchange and National Stock Exchange in India. The registered office of the company is located at G-1, 34/1, East Punjabi Bagh, New Delhi-110026. The Company is principally engaged in the business of Manufacturer and Trader of PVC and Plastic Products.
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2. Basis of Preparation, Accounting judgements, estimates and assumptions and significant Accounting Policies

2.1. Basis of compliance

The Restated Summary Statements, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

(a) Section 23 of Part I of Chapter III of the Companies Act 2013 (the "Act");

(b) Relevant provisions of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

(c) The Guidance Note on Reports in Company Prospectuses (as amended) issued by the Institute of Chartered Accountants of India (“ICAI”), (the “Guidance Note”).

2.2. Basis of preparation and presentation

The Restated Summary Statement of Assets and Liabilities of the Company as at January 15, 2021 and as at March 31, 2020, March 31, 2019, March 31, 2018 and the related Restated Summary Statement of Profit and Loss, restated Summary Statement of Changes in Equity and Restated Summary Statement of Cash Flows for the period ended January 15, 2021, and for each of the years ended March 31, 2020 and March 31, 2019 and March 31, 2018, and accompanying annexures to financial information (hereinafter collectively called “Restated Summary Statements”) have been prepared specifically for inclusion in the Letter of Offer (“RHP”), to be filed by the Company with the recognised Stock Exchange in connection with proposed Right issue offer.

The Restated Ind AS financial information has been compiled from:

(a) the audited financial statements of the Company as at and for the period ended January 15, 2021 which are prepared in accordance with Indian Accounting Standard (Ind AS) 34 ‘Interim Financial Reporting’ specified under the Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India (referred to as “Ind AS”);

(b) Audited Ind AS financial statements of the Company as at and for the years ended March 31, 2020 and March 31, 2019 prepared in accordance with Ind AS;

(c) Audited financial statements of the Company as at and for the year ended March 31, 2018 prepared in accordance with the Companies (Accounting Standards) Rules 2006 (as amended) specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2014. (“Indian GAAP”). As per requirements of SEBI Circular no SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (“SEBI Circular”) and Guidance Note, the Company has adjusted financial information for the year ended March 31, 2018 Indian GAAP financial statements using recognition and measurement principles of Ind AS and has included such adjusted financial information as comparative financial information in the financial statements.

The financial statements for the year ended March 31, 2019 were the first, the Company had prepared in accordance with Ind AS. The transition to Ind AS has been carried out from accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('IGAAP'), which is considered as the previous GAAP, for purposes of Ind AS 101.

The Restated Standalone Financial Statements have been prepared on the historical cost basis, except for certain Land and Building from "Property, Plant and Equipment", financial instruments and defined benefit plans which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

2.3. Critical accounting estimates, assumptions and judgements

The preparation of the Restated Standalone Financial Statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the Standalone Financial Statements and the reported amounts of income and expense for the periods presented

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below:

(i) **Estimation of defined benefit obligation**
Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(ii) **Estimation of current tax and deferred tax**
Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits. The amount of total deferred tax assets could change if management estimates of projected future taxable income or if tax regulations undergo a change.

(iii) **Useful lives of depreciable/amortizable assets**
Management reviews the estimated useful lives and residual value of PPE and Intangibles at the end of each reporting period. Factors such as changes in the expected level of usage, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.

(iv) **Impairment of trade receivables**
Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are

written off when management deems them not to be collectible. Impairment is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

(v) **Fair value measurement**
Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date (refer note 42).

(vi) **Evaluation of indicators for impairment of assets**
The evaluation of applicability of indicators of impairment of assets is based on assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(vii) **Provisions and contingencies**
From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigations. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgement is required when evaluating the provision including, the probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Provisions for litigations are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the Restated Standalone Financial Statements. Contingent assets are not disclosed in the Restated Standalone Financial Statements unless an inflow of economic benefits is probable.

2.4. **Current and non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- Current assets includes current portion of non-current of financial assets.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.
- Current Liabilities includes current portion of non-current financial liabilities.
- All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.5. Equity, reserves and dividend payment

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Retained earnings include current and prior period retained profits. All transactions with owners of the Company are recorded separately within equity.

2.6. Property Plant & Equipment

(i) Initial recognition and measurement

An item of property, plant and equipment recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management. When parts of an item of property, plant and equipment have different useful life, they are recognized separately. Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized. Property, Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-In-Progress'.

(ii) Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in profit or loss as incurred.

(iii) De-recognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

(iv) Revaluation

Land and Building (Property, Plant and Equipment) are revalued at fair valuation. Surplus from revaluation has been transferred to Revaluation Reserve under the head of Other Equity

(v) Depreciation/amortization

Depreciation is recognized in profit or loss on a written down value over the estimated useful life of each item of Property, Plant and Equipment.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Depreciation on property, plant and equipment is provided on their estimated useful life as prescribed by Schedule II of Companies Act, 2013 as follows:

(1) Buildings 30 years
(2) Plant & Machinery 15 years
(3) Furniture & Fixtures 10 years
(4) Vehicles 08 years
(5) Office Equipments 05 years
(6) Electrical Installation 10 years
(7) Computer 03 years
(8) Leasehold Improvements Over the period of lease
(9) The residual value, useful life and methods of PPE are reviewed at each financial year end and adjusted prospectively

2.7. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, borrowing costs, any other costs directly attributable to bring the assets to the location and condition necessary for it to be capable of operating in the manner intended by management.

2.8. Intangible assets

(i) **Initial recognition and measurement**

An intangible asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.

Intangible assets that are acquired by the Company, which have infinite useful lives, are recognized at cost less accumulated impairment losses, if any. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

(ii) **Subsequent costs**

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

(iii) **De-recognition**

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

(iv) **Amortization**

Amortization is made at useful life of Intangible Assets at Straight line method.

2.9. Impairment of property, plant and equipment, other intangible assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable and impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Company of assets (cash generating units). If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

2.10. **Investment Property**

Investment properties are measured at cost less accumulated depreciation and impairment losses, if any. Depreciation on building is provided over the estimated useful lives as specified in Schedule II to the Companies Act, 2013.

2.11. Inventories

Inventories are valued at the lower of cost or net realisable value. The cost of inventories is based on the first-in-first-out formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

Cost incurred in bringing each product to its present location and conditions are accounted for as follows:

- Raw materials: Purchase cost on first-in-first out basis
- Finished goods and work in progress: Cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs
- Inventory related to real estate division: Valued at cost incurred

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses

Raw materials, components and other supplies held for use in production of finished goods are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

Obsolete, slow moving, defective inventories, shortage/ excess are identified at the time of physical verification of inventories and wherever necessary provision/ adjustment is made for such inventories.

2.12. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and cash in hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

2.13. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) **Financial assets:**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

(a) **Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

(b) **Subsequent measurement**

Financial assets are subsequently classified and measured at:

- Financial assets at amortised cost
- Financial assets at fair value through profit and loss (FVTPL)

- Financial assets at fair value through other comprehensive income (FVTOCI).

(c) **Equity Instruments**:

All investments in equity instruments in entities other than subsidiaries and joint ventures are measured at fair value. Equity instruments if held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment as the company transfers cumulative gain or loss within the equity.

Equity instruments if classified as FVTPL category are measured at fair value with all changes recognized in the profit and loss.

(d) **De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Company has transferred its contractual rights to receive cash flows from the asset.

(e) **Impairment of Financial Asset**

Expected credit losses are recognized for all financial assets subsequent to initial recognition in Statement of Profit and loss.

For recognition of impairment loss on financial assets other than Trade receivables, the company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide impairment loss. However, If credit risk is increased significantly, lifetime ECL is used.

If, in a subsequent period, credit quality of the instrument improves to such extent that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12- Month ECL.

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

(ii) **Financial liabilities**

(a) **Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

(b) **Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. Trade and other payables maturing within one year from the balance sheet date are carried at transaction value and the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

(c) **De-recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

2.14. Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

2.15. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or Indirectly observable
Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is signify cant to the fair value measurement as a whole) at the end of each reporting period. The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

2.16. Impairment of Financial Assets

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a company of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the company is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2.17. Provisions, Contingent Liabilities and Contingent Assets

Provision are measured at the Present value of the management's best estimate (these estimated are reviewed at each reporting date and adjusted to reflect the current best estimate) of the expenditure required to settle the present obligation at the end of reporting period. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are disclosed only when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which is not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or estimate of the amount cannot be measured reliably.

No contingent asset is recognized but disclosed by way of notes to accounts only when its recognition is virtually certain.

2.18. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Amount of sales are net of goods and service tax, sale returns, trade allowances and discounts but inclusive of excise duty.

Effective 01 April 2018, the company adopted Ind AS 115 “Revenue from Contracts with customers” using the modified retrospective method. Under the modified retrospective method, an entity applies Ind AS 115 only for contracts that are not completed on or before 31 March 2018.

To determine whether to recognize revenue, the company follows a 5-step process:

(1) Identifying the contract with a customer
(2) Identifying the performance obligations
(3) Determining the transaction price
(4) Allocating the transaction price to the performance obligations

(5) Recognising revenue when/as performance obligation(s) are satisfied.

The company considers the terms of the contract and its customary business practice to determine the transaction price.

In all cases, the total transaction price is allocated amongst the various performance obligations based on their relative standalone selling price. The transaction price excludes amounts collected on behalf of third parties. The consideration promised include fixed amounts, variable amounts, or both.

Revenue is recognised either at a point in time or over time, when (or as) the company satisfies performance obligations by transferring the promised goods or services to its customers.

For each performance obligation identified the company determines at contract inception whether it satisfies the performance obligation over time or satisfies the performance obligation at point in time. If any entity does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time.
A receivable is recognised where the company's right to consideration is unconditional (i.e. any passage of time is required before payment if the consideration is due).
When either party to a contract has performed, an entity shall present the contract in the balance sheet as contract asset or contract liability, depending on the relationship between the entity's performance and the customer's payment.

While this represents significant new guidance, the implementation of this new guidance had no impact on the timing or amount of revenue recognised by the company in any year.

Company continues to account for export benefits on accrual basis.

Other income
All other income is recognized on accrual basis when no significant uncertainty exists on their receipt.

Interest income
Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest is accrued on time proportion basis, by reference to the principle outstanding at the effective interest rate.

Dividends
Income from dividend on investments is accrued in the year in which it is declared, whereby the company’s right to receive is established.

2.19. Non-current assets held for sale and discontinued operations

Non-current assets (including disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable Non-current assets classified as held for sale are measured at lower of their carrying amount and fair value less cost to sell.

Non-current assets classified as held for sale are not depreciated or amortised from the date when they are classified as held for sale.

Non-current assets classified as held for sale and the assets and liabilities of a disposal group classified as held for sale are presented separately from the other assets and liabilities in the Restated Standalone Balance Sheet.

2.20. Foreign Currency Conversions/Transactions

Foreign Currency Transactions are recorded at the exchange rates prevailing on the date of the transactions. Gains and losses arising out of subsequent fluctuations are accounted for on actual payments or realisations as the case may be. Monetary assets and liabilities denominated in foreign currency as on Balance Sheet date are translated into functional currency at the exchange rates prevailing on that date and Exchange differences arising out of such conversion are recognised in the Statement of Profit and Loss.

2.21. Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to any business combination or to an item which is recognised directly in equity or in other comprehensive income.

(a) **Current Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) **Deferred Tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable company Group and the same taxation authority.

During the year, the Company decided to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 from the current financial year. Accordingly, the provision for income tax and deferred tax balances have been recorded/ remeasured using the new tax rate.

(c) **Minimum Alternate Tax (MAT)**

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward.

In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset.

The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

2.22. Employee Benefits

(i) **Short Term Employee Benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present, legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) **Post-Employment benefits**

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). Company has identified two types of post employment benefits:

(a) Defined contribution plans

Defined contribution plans are those plans in which the company pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which company pays a fixed contribution and will have no further obligation beyond the monthly contributions and are recognised as an expenses in Statement of Profit & Loss.

(b) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit to employees is discounted to determine its present value.

The calculation is performed annually by a qualified actuary using the projected unit credit method. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Any actuarial gains or losses pertaining to components of re-measurements of net defined benefit liability/(asset) are recognized in OCI in the period in which they arise.

2.23. Borrowing Cost

Borrowing cost include interest calculated using the effective interest method, amortization of ancillary costs and other costs the company incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

2.24. Earning Per Share

Basic Earning Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

2.25. Leases

The Company has adopted Ind AS 116 effective from April 1, 2019 using modified retrospective approach. For the purpose of preparation of Standalone Financial Information, management has evaluated the impact of change in accounting policies required due to adoption of lnd AS 116 for year ended March 31, 2020. Accordingly the Company has not restated comparative information, instead, the cumulative effect of initially applying this standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019.

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a define period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Company assesses whether: (i) the contact involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

As a lessee, The Company recognises a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The estimated useful lives of right of use assets are determined on the same basis as those of property and equipment. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company’s incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments and lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option;

The lease liability is measured at amortised cost using the effective interest method

The Company has elected not to recognise right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

2.26. Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 ‘Statement of cash flows.

2.27. Segment reporting

The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Managing Director and Chief Executive Officer (who is the Company’s chief operating decision maker) in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in conformity with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under ‘unallocated revenue / expenses / assets / liabilities’.

2.28. Dividend

Final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company’s Board of Directors Recent Indian Accounting Standard (Ind AS) and note on COVID-19

2.29. Recent accounting pronouncements which are not yet effective

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020

2.30. Note on COVID-19

The Company had closed its manufacturing plants and offices with effect from March 22, 2020 following countrywide lockdown due to Covid-19. Subsequent to the year end, the Company’s manufacturing facilities and offices had resumed operations in gradual manner, in later part of the first quarter of the current fiscal, adhering to the safety norms prescribed.

The Company has assessed the impact of Covid-19 pandemic on its business operations and has considered relevant internal and external information available up to the date of approval of these financial statements, in determination of the recoverability and carrying value of property, plant and equipment, inventories, and trade receivables and based on the current estimates, the Company expects the carrying amount of these assets will be recovered.

Further, the management believes that there is impact of Covid-19 pandemic on performance of the Company in the short term but no significant impact on financial position and performance is likely in long-term. The Company will continue to closely monitor any material changes to future economic conditions.

Annexure VI: Statement of Restatement Adjustments to Audited Financial Statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31,2019, and March 31, 2018

PART A: Statement of Restatement Adjustments to Audited Financial Statements

Reconciliation between audited total comprehensive income and restated total comprehensive income

(Rs. in Lakh)

Particulars	As at Jan 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Audited total Comprehensive Income	1,292.94	(3,812.33)	(7,418.62)	3,499 .12
Restated Adjustments:	-	-	-	-
Restated total comprehensive income	**1,292.94**	**(3,812.33)**	**(7,418.62)**	**3,499.12**

Reconciliation between audited equity and restated equity

(Rs. in Lakh)

Particulars	As at Jan 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Audited Equity	6,659.04	5,352.37	9,024.97	16,235.72
Restated Adjustments:	-	-	-	-
Restated Equity	**6,659.04**	**5,352.37**	**9,024.97**	**16,235.72**

PART B: Regrouping

Appropriate regroupings have been made in the Restated Financial Information, wherever required, by reclassification of the corresponding terms of income, expense, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per latest financial statements of the Company for the period ended 15th January 2021.

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

3. Property, Plant and Equipment

((Rs in Lakh)

Particulars	Free Buildings *	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment's	Total
Year Ended March 31, 2018						
Deemed Cost as at 1st April 2017	37.47	1.94	7.28	96.14	0.43	143.26
Additions	128.40	127.58	0.37	69.28	-	325.63
Disposals/Transfer	-	-	-	-12.55	-	-12.55
Adjustments	-	-	-	-	-	-
Gross carrying amount at the end of Reporting Period	165.87	129.53	7.65	152.86	0.43	456.34
Accumulated Depreciation :	-	-	-	-	-	
Accumulated depreciation at the Beginning	30.34	1.85	6.05	53.00	0.39	91.63
Depreciation charge during the year	7.56	24.07	0.54	25.55	0.02	57.74
Disposals	-	-	-	-9.91	-	-9.91
Adjustments	-	-	-	0.11	-	0.11
Accumulated depreciation and Impairment at the end of Reporting Period	37.90	25.92	6.59	68.74	0.41	139.56
Net Carrying amount March 31, 2018	**127.97**	**103.61**	**1.06**	**84.12**	**0.02**	**316.78**
Year Ended March 31, 2019						
Gross carrying amount at the Beginning	165.87	129.53	7.65	152.86	0.43	456.34
Additions	-	89.92	0.20	-	-	90.12
Disposals/Transfer	-	-	-	-17.58	-	-17.58
Adjustments	-	-	-	-	-	-
Gross carrying amount at the end of Reporting Period	165.87	219.45	7.85	135.28	0.43	528.87
Accumulated Depreciation :						
Accumulated depreciation at the Beginning	37.90	25.92	6.59	68.74	0.41	139.56
Depreciation charge during the year	7.84	20.59	0.16	21.39	0.01	49.99
Disposals	-	-	-	-15.29	-	-15.29
Adjustments	-	-	-	-	-	-
Accumulated depreciation and Impairment at the end of Reporting Period	45.74	46.51	6.75	74.83	0.42	174.26
Net Carrying amount March 31, 2019	**120.12**	**172.93**	**1.10**	**60.45**	**0.01**	**354.62**
Year Ended March 31, 2020						
Gross carrying amount at the Beginning	165.87	219.45	7.85	135.28	0.43	528.87
Additions	-	49.49	0.24	-	0.39	50.11
Disposals/Transfer	-	-	-	-	-	-
Gross carrying amount at	**165.87**	**268.93**	**8.09**	**135.28**	**0.82**	**578.99**

the end of Reporting Period						
Accumulated Depreciation :						
Accumulated depreciation at the Beginning	45.74	46.51	6.75	74.83	0.42	174.26
Depreciation charge during the year	1.12	36.04	0.19	15.65	0.16	53.15
Disposals	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-
Accumulated depreciation and Impairment at the end of Reporting Period	46.86	82.55	6.94	90.48	0.58	227.41
Net Carrying amount March 31, 2020	**119.01**	**186.38**	**1.15**	**44.80**	**0.24**	**351.58**
Period Ended January 15, 2021						
Gross carrying amount at the Beginning	165.87	268.93	8.09	135.28	0.82	578.99
Additions	138.07	25.66	-	48.02	1.90	213.66
Disposals/Transfer	-	-	-	-	-	-
Gross carrying amount at the end of Reporting Period	**303.94**	**294.59**	**8.09**	**183.30**	**2.72**	**792.65**
Accumulated Depreciation :						
Accumulated depreciation at the Beginning	46.86	82.55	6.94	90.48	0.58	227.41
Depreciation charge during the year	3.44	29.47	0.03	13.78	0.17	46.88
Disposals	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-
Accumulated depreciation and Impairment at the end of Reporting Period	50.30	112.02	6.97	104.26	0.75	274.29
Net Carrying amount January 15, 2021	**253.64**	**182.58**	**1.12**	**79.04**	**1.97**	**518.35**

*Building No. F-4, First floor , 43/1, East Punjabi Bagh, New Delhi-110026 hypothecated against cash credit limit from Union Bank of India

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

4. Investment Property

(Rs. in Lakh)

Particulars	Land	Buildings	Total
Year Ended March 31, 2018			
Deemed Cost as at 1st April 2017	-	467.19	467.19
Additions	-	-	-
Gross carrying amount at the end of Reporting Period	**-**	467.19	467.19
Accumulated Depreciation :			
Accumulated depreciation at the Beginning	-	-	-
Depreciation charge during the year	-	22.76	22.76
Accumulated depreciation and Impairment at the end of Reporting Period	-	22.76	22.76
Net Carrying amount March 31, 2018	**-**	**444.44**	**444.44**
Year Ended March 31, 2019			
Gross carrying amount at the Beginning	-	467.19	467.19
Additions	-	-	-
Gross carrying amount at the end of Reporting Period	**-**	467.19	467.19
Accumulated Depreciation :			
Accumulated depreciation at the Beginning	-	22.76	22.76
Depreciation charge during the year	-	22.22	22.22
Accumulated depreciation and Impairment at the end of Reporting Period	-	44.98	44.98
Net Carrying amount March 31, 2019	**-**	**422.22**	**422.22**
Year Ended March 31, 2020			
Gross carrying amount at the Beginning	-	467.19	467.19
Additions / Deletion	-	-467.19	-467.19
Addition on account of Conversion of Stock in Trade into Investment in Property *	460.08	209.86	669.94
Gross carrying amount at the end of Reporting Period	**460.08**	**209.86**	**669.94**
Accumulated Depreciation :			
Accumulated depreciation at the Beginning	-	44.98	44.98
Depreciation charge during the year	-	21.02	21.02
Disposals /Adjustments	-	-55.53	-55.53
Accumulated depreciation and Impairment at the end of Reporting Period	-	10.46	10.46
Net Carrying amount March 31, 2020	**460.08**	**199.40**	**659.48**
Period Ended January 15, 2021			
Gross carrying amount at the Beginning	460.08	209.86	669.94
Additions / Deletion	-	-	-
Addition on account of Conversion of Stock in Trade into Investment in Property *	-	-	-
Gross carrying amount at the end of Reporting Period	**460.08**	**209.86**	**669.94**
Accumulated Depreciation :			
Accumulated depreciation at the Beginning	-	10.46	10.46
Depreciation charge during the year	-	7.92	7.92
Disposals /Adjustments	-	-	-

Particulars	Land	Buildings	Total
Accumulated depreciation and Impairment at the end of Reporting Period	-	18.39	18.39
Net Carrying amount January 15, 2021	**460.08**	**191.48**	**651.56**
Year Ended March 31, 2018			
Deemed Cost as at 1st April 2017	-	467.19	467.19
Additions	-	-	-
Gross carrying amount at the end of Reporting Period	**-**	467.19	467.19
Accumulated Depreciation :			
Accumulated depreciation at the Beginning	-	-	-
Depreciation charge during the year	-	22.76	22.76
Accumulated depreciation and Impairment at the end of Reporting Period	-	22.76	22.76
Net Carrying amount March 31, 2018	**-**	**444.44**	**444.44**
Year Ended March 31, 2019			
Gross carrying amount at the Beginning	-	467.19	467.19
Additions	-	-	-
Gross carrying amount at the end of Reporting Period	**-**	467.19	467.19
Accumulated Depreciation :			
Accumulated depreciation at the Beginning	-	22.76	22.76
Depreciation charge during the year	-	22.22	22.22
Accumulated depreciation and Impairment at the end of Reporting Period	-	44.98	44.98
Net Carrying amount March 31, 2019	**-**	**422.22**	**422.22**
Year Ended March 31, 2020			
Gross carrying amount at the Beginning	-	467.19	467.19
Additions / Deletion	-	-467.19	-467.19
Addition on account of Conversion of Stock in Trade into Investment in Property *	460.08	209.86	669.94
Gross carrying amount at the end of Reporting Period	**460.08**	**209.86**	**669.94**
Accumulated Depreciation :			
Accumulated depreciation at the Beginning	-	44.98	44.98
Depreciation charge during the year	-	21.02	21.02
Disposals /Adjustments	-	-55.53	-55.53
Accumulated depreciation and Impairment at the end of Reporting Period	-	10.46	10.46
Net Carrying amount March 31, 2020	**460.08**	**199.40**	**659.48**
Period Ended January 15, 2021			
Gross carrying amount at the Beginning	460.08	209.86	669.94
Additions / Deletion	-	-	-
Addition on account of Conversion of Stock in Trade into Investment in Property *	-	-	-
Gross carrying amount at the end of Reporting Period	**460.08**	**209.86**	**669.94**
Accumulated Depreciation :			
Accumulated depreciation at the Beginning	-	10.46	10.46
Depreciation charge during the year	-	7.92	7.92
Disposals /Adjustments	-	-	-

Particulars	Land	Buildings	Total
Accumulated depreciation and Impairment at the end of Reporting Period	-	18.39	18.39
Net Carrying amount January 15, 2021	**460.08**	**191.48**	**651.56**

* Company has converted Stock in Trade to Property, Plant and Equipment's at cost price.

Information regarding income and expenditure of Investment Property

(Rs. in Lakh)

Particulars	As at Jan 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Rental income derived from investment properties	34.21	24.96	-	-
Direct operating expenses (including repairs and maintenance) generating rental income		-	-	-
Profit arising from investment properties before depreciation and indirect expenses	**34.21**	**24.96**	-	-
Depreciation	-7.92	-10.46	-	-
Profit arising from investment properties before indirect expenses	**26.29**	**14.49**	**-**	**-**

<u>Premises given on lease</u>:

The Company has given investment property (land and building) on operating lease for 3 years and is renewable for further as per mutually agreeable terms.

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

(Rs. in Lakh)

Investments	Nominal Value per share	Number of shares				Amount			
		As at 15-Jan-2021	As at 31-Mar-2020	As at 31-Mar-2019	As at 31-Mar-2018	As at 15-Jan-2021	As at 31-Mar-2020	As at 31-Mar-2019	As at 31-Mar-2018
Investments stated at Fair Value through Other Comprehensive Income									
Investment in Equity Instruments (Quoted)*									
-Vikas Ecotech Limited	1	32,787,561	36,913,548	38,166,140	41,166,140	1,272.16	406.05	4,350.94	12,082.26
Investments stated at Cost	-	-							
Investments in Partnership Firm**									
-Ravi Crop Science						607.44	588.10	449.30	-
Less: Amount transferred to Other Non Current Finacial Assets due to Dissolution of Partnership Firm						-607.44	-	-	-
Total Non-current Investments						**1,272.16**	**994.15**	**4,800.24**	**12,082.26**
Particulars						**15/Jan/21**	**31/Mar/20**	**31/Mar/19**	**31/Mar/18**
Quoted Investment Carried at amortized Cost						-	-		
Quoted Investment Carried at Fair Value through Profit & Loss						-	-	-	

Investments	Nominal Value per share	Number of shares				Amount			
		As at 15-Jan-2021	As at 31-Mar-2020	As at 31-Mar-2019	As at 31-Mar-2018	As at 15-Jan-2021	As at 31-Mar-2020	As at 31-Mar-2019	As at 31-Mar-2018
Quoted Investment Carried at Fair Value through Comprehensive Income						1272.16 -	406.05	4,350.94	12,082.26
Aggregate amount of impairment in value of investments							(3,944.89)	(372.71)	-

Investment in Partnership firm						
Name of Firm	**Name of Partner**	**% of PSR**	**Capital Contribution Jan 15, 2021**	**Capital Contribution 2020**	**Capital Contribution 2019**	**Capital Contribution 2018**
Ravi Crop Science	Vikas Multicorp Limited	90%	607.44	588.10	449.30	-
	Kartar	2%	-	- (448.53)	- (400.05)	-
	Om Prakash	6%	-	- (59.50)	- (68.76)	-
	Ankit Bhutani	2%	-	3.62	0.54	-

The Company is holding 90% of M/s Ravi Crop Science but Company does not exercise significant influence on the entity and hence not classified as an subsidiary for the purpose of Ind AS 28. As per Ind AS -28 If an entity holds, directly or indirectly (eg through subsidiaries), 20 per cent or more of the voting power of the investee, it is presumed that the entity has significant influence, unless it can be clearly demonstrated that this is not the case. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence. The partnership dissolved w.e.f 30.06.2020 through duly signed dissolution deed at Jammu ..

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

6 Loans

(Rs. in Lakh)

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Unsecured, Considered good				
Security Deposit	106.85	180.00	180.00	82.10
Total	**106.85**	**180.00**	**180.00**	**82.10**

7 Trade Receivables *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Unsecured, Considered good				
- from related parties	-	-	-	-
- from others	2,303.86	5,800.76	881.26	-
Significant increase in credit risk	-	-	-	-
- from others	-	198.25	-	-
Credit Impaired	-	-	-	-
- from others	272.23	272.23	189.05	-
	-	-	-	-
Less: Allowance for expected credit loss	-272.23	-272.23	-189.05	-
Total	**2,303.86**	**5,999.01**	**881.26**	**-**

i) **Allowances for expected credit loss** *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Balance at the beginning of the year	272.23	189.05	-	-
Add : Provision during the year	-	83.17	189.05	-
Balance at the end of the year	272.23	272.23	189.05	-

8 Other financial assets *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Balance with Government Authorities				
- Unsecured Considered good	5.01	5.01	1.03	8.59
Fixed Deposits with banks held as margin money*	430.10	430.10	430.10	84.48
Other Receivables	607.44	-	-	-
Total	**1,042.55**	**435.11**	**431.13**	**93.07**

* Bank Deposits with more than maturity of Twelve Months.

9 Deferred tax assets (Net) *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Tax effect of items constituting deferred tax asset				
Accelerated depreciation	9.76	22.24	1.55	4.61
Provision for doubtful debts and advances	-	-	53.69	-
Remeasurement of Defined benefit plan	0.56	0.62	0.71	-
Total (a)	**10.32**	**22.86**	**55.95**	**4.61**
Tax effect of items constituting deferred tax liability				
Ind AS Adjustments	-1.09	-0.64	-	-
Total (b)	**-1.09**	**-0.64**	**-**	**-**
Tax Credits				
MAT Credit Entitlement		-	-	-
Total (c)	**-**	**-**	**-**	**-**
Total Assets/ (Liability) (a)+(b)+(c)	**9.23**	**22.22**	**55.95**	**4.61**

Reconciliation of Deferred Tax (Net) *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Opening Balance	22.22	55.95	4.61	7.21
Tax (income)/expense during the year recognised in profit or loss	-11.90	-33.08	51.34	-2.60
Tax (income)/expense during the year recognised in OCI	-1.09	-0.64	-	-
MAT Credit Entitlement	-	-	-	-
Closing balance of deferred Tax	**9.23**	**22.22**	**55.95**	**4.61**

10 Other Assets *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Capital Advances				
Unsecured, considered good	32.31	19.00	-	-
Advance to Suppliers				
Unsecured, considered good	-	-	-	-
- Advances to Related Parties	-	-	-	-
- Other Advances	298.08	116.86	266.26	-
Total	**330.39**	**135.86**	**266.26**	**-**

11 Inventories *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Inventories*				
(Valued at lower of cost or net realisable value on FIFO basis)				
Raw Materials	1,063.17	784.02	809.29	707.17

Finished Goods	-	-	-	-
Real Estate Division	177.71	177.71	190.59	195.59
Manufacturing Division	38.73	36.91	-	-
	-	-	-	-
Packing Material	0.34	2.44	-	-
Stock in Trade -Traded Goods	1,426.65	2,031.94	1,823.58	580.51
Total	**2,707**	**3,033**	**2,823**	**1,483**

* Inventories (excludes Real estate division) have been offered as security against the working capital facilities provided by the bank

** Destruction of stock at godown at Rajasthan on Dated 08.04.2019. Company has recognised actual Loss of stock amounting to Rs. 1.03 Crore.

12 Trade Receivables *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Unsecured, Considered good				
- from related parties	-	-	-	-
- from others	5,442.00	11,623.71	13,504.68	11,268.91
Total	**5,442**	**11,624**	**13,505**	**11,269**

* Trade receivables have been offered as security against the working capital facilities provided by the bank.

13 Cash and Cash Equivalents *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Balances with banks				
- Current Accounts	8.11	8.44	2.46	3.15
Cash on hand	7.80	13.16	3.49	9.24
Cheques in Hand	-	0.12	148.50	-
Total	**15.91**	**21.72**	**154.45**	**12.39**

* **Non cash transactions**

The Company has not entered into any non cash investing and financing activities

14 Loans *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Security Deposits				
Unsecured, Considered good	-	0.50	-	1.65
Advances to Employees				
Unsecured, Considered good	2.87	-	1.45	2.10
Total	**2.87**	**0.50**	**1.45**	**3.75**

15 Other Financial Assets *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018

Interest receivable				
Unsecured, considered good from related party		-	-	
Unsecured, considered good from Others	42.71	57.85	41.96	-
Receivables from parties	-	-	-	-
Unsecured, considered good from related party	-	-	-	-
Unsecured, considered good from Others	-	-	-	-
Export benefits receivables	-	-	-	-
Other Receivables	-	-	-	-
Unsecured, considered good	64.06	11.68	32.22	61.54
Total	**106.78**	**69.53**	**74.19**	**61.54**

16 Other Assets *(Rs. in Lakh)*

Particulars	**As at Jan 15, 2021**	**As at March 2020**	**As at March 31, 2019**	**As at March 31 2018**
Advance to Suppliers				
Advances to related parties	1,250.36	1,698.37	-	-
Advances to other than related parties	53.21	146.50	396.85	394.33
	-	-	-	-
Prepaid Expenses	7.27	10.45	3.94	3.62
Statutory Receivables	-	-	-	-
Unsecured, considered good	85.20	88.22	112.69	128.34
Unsecured, considered doubtful	-	-	32.72	-
Total	**1,396.05**	**1,943.54**	**546.21**	**526.28**

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

17 Share Capital (Rs. in Lakh)

Particulars	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Authorised Share Capital 67,00,00,000 shares Equity Shares of ₹ 1/- each	6,700.00	6,700.00	6,700.00	6,700.00
Issued Share Capital: 66,34,95,495 shares Equity Shares of ₹ 1/- each	6,634.95	6,634.95	6,634.95	6,634.95
Subscribed and fully paid up: 66,34,95,495 shares Equity Shares of ₹ 1/- each	6,634.95	6,634.95	6,634.95	6,634.95
	6,634.95	**6,634.95**	**6,634.95**	**6,634.95**

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

(Amount in Rs.)

Particulars	As at January 15, 2021		As at March 31, 2020		As at March 31, 2019		As at March 31, 2018	
	Numbers of shares	Amount	Numbers of shares	Amount	Numbers of shares	Amount	Numbers of shares	Amount
Balance at the beginning of the period	663,495,495	6,635	663,495,495	6,635	663,495,495	6,635	303401400	3034
Change in equity share capital during the period	-	-	-	-	-	-	360094095	3600
Balance at the end of reporting period	663,495,495	6,635	663,495,495	6,635	663,495,495	6,635	663495495	6634.95

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at January 15, 2021		As at March 31, 2020		As at March 31, 2019		As at March 31, 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights								
Vinod Kumar Garg	-		67,941,720	10.24%	67,941,720	10.24%	67,941,720	10.24%
Vikas Garg	130,281,309	19.64%	159,376,309	24.02%	207,828,299	31.32%	170,863,588	25.75%
Seema Garg	-		69,512,175	10.48%	70,612,175	10.64%	69,510,000	10.48%
Best Agrolife Limited	-		38,321,019	5.78%	38,321,019	5.78%	40,418,280	6.09%

(iii) Terms / rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 1 per share. Every member holding equity shares therein shall have voting rights in proportion to his shares of the paid-up equity share capital. The Company declares and pay dividend in Indian rupees.

In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

18 Other Equity

(Rs. in Lakh)

	Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
(a)	**Reserve and Surplus**				
	(i) Capital Reserve	598.02	598.02	598.02	598.02
	(ii) Security Premium	1,063.12	1,063.12	1,063.12	1,063.12
	(iii) Retained Earnings	503.04	495.79	356.06	148.29
(b)	**Equity instruments at fair value through other comprehensive income**	-2,140.19	-3,439.61	372.71	7,791.33
Total other equity		**23.99**	**-1,282.68**	**2,389.92**	**9,600.76**

a) Reserve and Surplus

i) Capital Reserve

(Rs. in Lakh)

Particulars	**Amount**
As at April1, 2017	598.02
Increase/(decrease) during the year	-
At March 31, 2018	598.02
Increase/(decrease) during the year	-
At March 31, 2019	598.02
Increase/(decrease) during the year	-
At March 31, 2020	598.02
Increase/(decrease) during the period	-
At January 15, 2021	598.02

ii) Securities Premium

(Rs. in Lakh)

Particulars	**Amount**
As at April1, 2017	1,063.12
Increase/(decrease) during the year	-
At March 31, 2018	1,063.12
Increase/(decrease) during the year	-
At March 31, 2019	1,063.12
Increase/(decrease) during the year -	-
At March 31, 2020	1,063.12
Increase/(decrease) during the period	-
At January 15, 2021	1,063.12

iii) Retained earnings

(Rs. in Lakh)

Particulars	**Amount**
As at April1, 2017	
Add: Profit for the year	
At March 31, 2018	148.29
Add: Profit for the year	207.77
At March 31, 2019	356.06

Add: Profit for the year	139.73
At March 31, 2020	495.79
Increase/(decrease) during the period	7.25
At January 15, 2021	503.04

(b) Equity Instruments through Other Comprehensive Income *(Rs. in Lakh)*

Particulars	**Amount**
As at April1, 2017	3,499.12
Changes in fair value of equity instruments at FVTOCI (net of tax)	4,292.21
At March 31, 2018	7,791.33
Changes in fair value of equity instruments at FVTOCI (net of tax)	-7,418.62
At March 31, 2019	372.71
Changes in fair value of equity instruments at FVTOCI (net of tax)	-3,814.33
Remeasurement of Defined benefit plans (net of tax)	2.00
At March 31, 2020	-3,439.61
Changes in fair value of equity instruments at FVTOCI (net of tax)	1,296.18
Remeasurement of Defined benefit plans (net of tax)	3.24
At January 15, 2021	-2,140.19

Capital Reserve

The Company recognizes profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve

Securities Premium Reserve

Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium Reserves.

Retained Earnings

Retained Earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

Equity instruments through other comprehensive income

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, net of amounts reclassified to retained earnings when those assets have been disposed of.

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

19 Borrowings

Financial Liabilities *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Borrowings-Term loans - Secured*				
a. From Banks				
a. From Non-banking Financial institutions	348.03	345.04	379.75	12.68
b. From Bank	19.44	-	-	-
	-	-	-	-
Borrowings- Unsecured	-	-	-	-
a. Loans from Related Parties	-	-	-	-
- From Directors	924.32	88.91	347.01	1.68
b. Inter Corporate Deposits	120.56	115.72	109.68	-
Total	**1,412.35**	**549.67**	**836.44**	**14.36**

* The company has opted Moratorium facility which is announced by RBI due to COVID-19 pandemic with respect to payment of Instalments due in between March to August 2020

Secured loan from banks

- Secured from Bank Includes Working Capital loan from Union Bank of India against Inventories and Book Debts and Various immovable assets owned by directors.
- Secured from Bank Includes Cash Credit Limit from State Bank of India hypothecation against book receivables of ONGC Petro Additions Limited
- Secured from Banks Includes hypothecation against car from HDFC Bank Limited. The loan is repayable in 36 equal monthly instalments of Rs. 89,968/- each.

Disclosure of repayment terms *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Term Loans				
Secured (from Non-Banking Financial Institutions)				
Loans against vehicles				
1. Kotak Mahindra Finance Limited	-	4.07	9.13	-
2. Mini Finance Private Limited	-	3.51	16.91	-
Secured (From Banks)	-	-	-	-
Loans against vehicles	-	-	-	-
1. Axis Bank Limited	29.84	-	-	-
3. Union Bank of India UGECL	-	-	-	-
4. HDFC Bank Limited	-	-	1.78	-
Loan against Properties	-	-	-	-
1. Tata Capital Housing Finance Limited	388.00	371.38	395.75	-
Loan against Shares	-	-	-	-
1. Anand Rathi Global Finance Limited	-	-0.65	505.73	-

Secured loan from Non-Banking Financial Institutions

- Secured from Axis Bank Includes hypothecation against car Mercedes Benz. The loan is repayable in 36 equal monthly instalments of Rs. 1,05,372/- each. The remaining maturity period is 30 Months from Balance sheet Date.

- Secured from Tata Capital Housing Finance Limited Includes hypothecation against two Properties at Goregaon, Maharashtra. The loan is repayable in 120 equal monthly instalments of Rs. 5,40,148/- each. The Period of Maturity from the balance sheet date is one hundred months.
- Secured from NBFC Includes hypothecation against car from Mini Financial Services. The loan is repayable in 36 equal monthly instalments of Rs. 1,18,675/- each. The Period of Maturity from the balance sheet date is three months.
- Secured from NBFC Includes hypothecation against cars TOYOTA from Kotak Mahindra Prime Limited. The loan is repayable in 36 equal monthly instalments of Rs. 46,695/- each. The Period of Maturity from the balance sheet date is nine months.
- Secured from NBFC Includes loan against pledging of Shares of Vikas Ecotech Limited (Quoted Investment) from Anand Rathi Global finance Limited
- Secured from NBFC Includes hypothecation against two Properties at Goregaon, Maharashtra Tata Capital Housing Finance Limited. The loan is repayable in 120 equal monthly instalments of Rs. 5,40,148/- each. The Period of Maturity from the balance sheet date is one hundred nine months.

20 Provisions *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Provision for Gratuity	6.30	7.79	7.83	-
Total	**6.30**	**7.79**	**7.83**	**-**

21 Other Liabilities

(Rs. in Lakh)

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Deferred Finance Expenses	-	-	2.50	-
Contract Liabilities	-	-	-	-
Advance received from Customers	536.60	508.44	227.80	-
Total	**536.60**	**508.44**	**230.30**	**-**

22 Borrowings

Financial Liabilities *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Borrowings (Secured)				
a. From Banks	2,863.94	3,472.15	2,539.72	1,958.31
b. From Non-banking Financial institutions	39.97	33.27	547.77	30.61
Total	**2,903.91**	**3,505.41**	**3,087.49**	**1,988.92**

Disclosure of repayment terms *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Secured (From Banks)				
Working Capital Loans				
Bank overdrafts and Cash Credit Facilities				
1. Union Bank of India-406305040130147	992.49	1,004.20	1,137.26	-
2. State Bank of India-37744645791	571.08	1,391.18	1,400.69	-
3. Punjab National Bank-1529008700080844	1,042.00	1,076.77	-	-
4. Punjab National Bank-FITL-	53.86	-	-	-

152900CF00000130				
5. Union Bank of India-FITL	362.63	-	-	-
6. Union Bank of India-CELC	83.29	-	-	-
7. Union Bank of India UGECL	100.00	-	-	-

Secured loan from banks (Overdraft and Cash Credit)

(1) Secured from Bank Includes Working Capital loan from Union Bank of India-406305040130147 which is hypothecated against Inventories, Fixed Deposits, Book Debts and Various immovable assets owned by directors and its relatives. The loan is carrying a interest rate of 10.30 % p.a

(2) Secured from Bank Includes Cash Credit Limit from State Bank of India-37744645791 hypothecation of stock and book receivables belonging of ONGC Petro Additions Limited. The loan is disbursed @ 8.90 %

(3) Secured from Bank Includes Cash Credit Limit from Punjab National Bank-1529008700080844 hypothecation against book receivables, ILC, FLC of Vikas Multicorp Limited and Corporate Guarantee in the form of immovable property owned by M/s Stepping Stone Constructions Private Limited. Further the Loan from Punjab national Bank is under Multiple Banking arrangement with Union Bank of India. The loan is carrying at the rate of Interest 11.95 % p.a.

(4) Funded Interest Term Loan (FITL) from the Punjab National Bank-152900CF00000130 is repayable in Three monthly Instalments. The remaining Maturity of Such loan is 2.5 month from the Balance sheet Date. The Interest chargeable between the moratorium period was converted to FITL and repayable in three equal monthly Instalments starting from January 2021 and ending on March 2021

(5) Funded Interest Term Loan (FITL) from the Union Bank of India-406306350000008 is repayable in Six monthly Instalments. The remaining Maturity of Such loan is 2.5 month from the Balance sheet Date. The Interest chargeable between the moratorium period was converted to FITL and repayable in Six equal monthly Instalments starting from December 2020 and ending on March 2021.

(6) Secured from Bank Includes Credit Emergency Credit Line (CELC) from Union Bank of India-406306390000266, which is hypothecated against Inventories, Fixed Deposits, Book Debts and Various immovable assets owned by directors and its relatives. The loan is carrying at the interest Rate of 8.00 % P.a.

(7) Secured from Bank Includes Union Guaranteed Emergency Credit Line from Union Bank of India-40630699000033 which is repayable in 12 equal Monthly Instalments after moratorium of one Year from the date of disbursement. Total remaining period after the balance Sheet date is 12 Month. The loan is carrying at the interest Rate of 7.50 % P.a.

23 Trade Payables *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Total outstanding dues of micro & small enterprises		-	-	
Total outstanding dues of creditors other than micro, & small enterprises	3,813.78	12,228.88	9,032.67	6,360.07
Total	**3,813.78**	**12,228.88**	**9,032.67**	**6,360.07**

i) All Trade payables are non-interest bearing

24 Other Financial Liabilities (Rs. in Lakh)

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Security Deposit Received				
Unsecured, Considered good	29.91	21.39	-	-
Total	**29.91**	**21.39**	**-**	**-**

* Security Deposit received against against rented Premises

25 Other Liabilities *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Statutory dues	4.56	10.32	13.92	18.42
Deferred Income	-	-	-	-
Contract Liabilities	-	-	-	-
Advance from customers	333.22	3,205.97	2,132.53	1,685.76
Other Payables	-	-	-	-
Salary & Wages payable	6.29	8.21	5.33	-
Creditor for Capital Goods	60.32	-	-	-
Expenses payable	6.79	7.30	29.66	10.17
Total	**411.18**	**3,231.81**	**2,181.45**	**1,714.35**

26 Provisions

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Provision for Gratuity	0.59	1.20	1.34	-
Total	**0.59**	**1.20**	**1.34**	**-**

27 Current Tax Liabilities (Net) *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
Income Tax Payables	61.53	83.92	112.63	65.99
Total (a)	**61.53**	**83.92**	**112.63**	**65.99**
Tax payable/Refundable				
Earlier Provision	83.92	-	-	-
TDS Receivable	-13.88	-21.38	-18.93	-
Less: Provision For Income Tax-MAT		-	-	
Total (b)	**70.04**	**-21.38**	**-18.93**	**-**
Total (a) + (b)	131.57	62.54	93.70	65.99

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

28 Revenue from operations

(Rs. in Lakh)

Particulars	Period ended Jan 15, 2021	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2018
Sale of Products	4,778.81	15,302.71	21,327.11	19,470.91
Other Operating Revenues	376.58	212.80	255.25	64.25
DCA Commission Claimed	658,000.00	4,280,420.00	10,674,400.00	-
Compensation Received	37,000,000.00	17,000,000.00	14,850,400.00	6,424,660.00
Total	**5,155.39**	**15,515.51**	**21,582.36**	**19,535.16**

a. Reconciliation of revenue recognised with the Contracted Price is as follows

(Rs. in Lakh)

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018

Contracted Price	4,778.81	15,364.21	22,453.80	19,470.91
Add/ (Less): Adjustments for :				
-Discounts		-	-	
-Sales Return	-	-61.50	-1,126.69	-
Sale of Products	**4,778.81**	**15,302.71**	**21,327.11**	**19,470.91**

29 Other income *(Rs. in Lakh)*

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**
Interest income	15.77	86.06	37.46	69.26
Commission Income	-	-	-	356.65
Balance written off	85.93	-	-	-
Consultancy Income	-	97.50	110.00	-
Dividend Income	-	-	20.55	20.55
Export Incentive	-	4.20	-	-
Other Non Operating Income	-	-	-	-
Net gain on foreign currency translation	16.57	-	-	100.16
Profit on Sales of assets	-	-	-	0.11
Profit on sale of Investment Properties	-	19.34	2.21	2.38
Profit/(Loss) on sales of Investments	-	-67.43	141.58	5.09
Rental Income	34.21	24.96	-	-
Share in Profit from Partnership Firm	19.34	138.80	24.30	-
Total	**171.82**	**303.43**	**336.10**	**554.20**

30 Cost of Material Consumed *(Rs. in Lakh)*

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**
Opening Stock	784.02	1,373.82	707.17	-
Add: Purchases during the Year	1,497.81	12,855.35	6,615.82	-
Add: Operating Expenses	9.10	41.79	125.10	-
Less: Closing Stocks	1,063.51	784.02	1,373.82	-
Total	**1,227.41**	**13,486.94**	**6,074.26**	**-**

31 Purchase of Stock in Trade

(Rs. in Lakh)

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**
Purchases of Traded goods	2,537.77	2,038.45	14,834.43	18,701.47
Other Operating Expenses	17.33	84.25	112.42	255.83
Total	**2,555.10**	**2,122.70**	**14,946.85**	**18,957.30**

a. Reconciliation of Purchase Price is as follows *(Rs. in Lakh)*

Particulars	**As at Jan 15, 2021**	**As at March 2020**	**As at March 31, 2019**	**As at March 31 2018**
Contracted Price	2,901.72	2,587.96	16,032.50	18,701.47
Add/ (Less): Adjustments for:	-	-	-	-

-Discounts	-363.95	-476.94	-71.38	-
- Purchase Return	-	-72.57	-1,126.69	-
Purchase of Products	**2,537.77**	**2,038.45**	**14,834.43**	**18,701.47**

32 Changes in inventories of finished goods and stock-in-trade *(Rs. in Lakh)*

Particulars	Period ended Jan 15, 2021	Year Ended 31-Mar-2020	Year Ended 31-Mar-2019	Year Ended 31-Mar-2018
Inventories at the beginning of the year:				
Finished goods of Traded Goods	2,071.30	694.51	580.51	857.68
Finished goods of Real Estate Division	177.71	190.59	195.59	195.59
Total (a)	**2,249.00**	**885.10**	**776.10**	**1,053.28**
Inventories at the end of the year:				
Finished goods of Traded Goods	1,466.43	2,071.30	1,259.05	1,287.68
Finished goods of Real Estate Division	177.71	177.71	190.59	195.59
Total (b)	**1,644.13**	**2,249.00**	**1,449.64**	**1,483.27**
Net increase	**604.87**	**-1,363.90**	**-673.54**	**-429.99**

33 Employee benefit expense *(Rs. in Lakh)*

Particulars	Period ended Jan 15, 2021	Year Ended 31-Mar-2020	Year Ended 31-Mar-2019	Year Ended 31-Mar-2018
Salaries and Wages	44.95	95.70	104.32	165.03
Contributions to provident and other funds	0.22	2.18	9.17	-
Staff welfare expenses	0.79	1.42	2.33	4.25
Total	**45.97**	**99.29**	**115.82**	**169.28**

34 Finance costs *(Rs. in Lakh)*

Particulars	Period ended Jan 15, 2021	Year Ended 31-Mar-2020	Year Ended 31-Mar-2019	Year Ended 31-Mar-2018
Interest				
Interest on Term Loans	39.08	187.43	300.11	579.24
Interest on Working Capital Loans	347.49	287.01	232.34	17.24
Other Interest	-	-	-	-
Net interest on defined benefit plans	0.44	0.62	-	-
Interest on Income Tax	-	13.02	1.71	-
Other Borrowing Costs	-	-	-	-
Bank and other financial charges	14.71	13.01	86.82	74.93
Total	**401.73**	**501.09**	**620.98**	**671.41**

35 Depreciation and amortisation expense *(Rs. in Lakh)*

Particulars	Period ended Jan 15, 2021	Year Ended 31-Mar-2020	Year Ended 31-Mar-2019	Year Ended 31-Mar-2018

Depreciation on Property, Plant & Equipment	46.88	53.15	49.99	57.74
Amortisation of Intangible Assets	-	-	-	-
Depreciation on Investment Property	7.92	21.02	22.22	22.76
Total	**54.81**	**74.17**	**72.21**	**80.49**

36 Other Expenses *(Rs. in Lakh)*

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**
Electricity and Fuel Expenses	5.19	6.69	4.16	6.71
Rent	10.95	12.65	15.72	14.16
Repairs - Plant & Machinery	1.18	1.21	3.30	-
Insurance	6.19	5.64	15.16	23.01
Communication	0.22	0.14	0.69	4.15
Travelling and Conveyance	0.89	3.29	15.24	34.16
Printing and Stationery	0.92	0.22	3.79	1.77
Freight and Forwarding	32.63	39.73	54.63	39.55
ROC Expenses	-	-	21.60	-
Fee and filing Exp	6.35	5.18	32.72	22.44
Demerger Expenses	-	-	-	-
Security Expenses	4.53	6.66	2.46	8.62
GST Late Fee and other	-	2.47	3.84	1.84
Postage & Courier	0.01	0.55	1.29	2.05
Profit/(Loss) on sales of Investments	-	-	-	-
Advertisement & Publicity Expenses	0.55	5.16	0.57	9.32
Legal and Professional Charges	41.37	45.38	34.91	84.08
Donation Expenses	0.21	0.51	14.86	92.63
Payments to Auditors	3.00	8.00	7.00	4.51
Foreign Exchange difference	-	57.77	-93.81	-
Allowances for expected credit loss	-	83.17	189.05	-
Balances written Off	-	240.77	238.13	6.00
Others	30.51	19.51	47.83	49.36
Corporate Social Responsibility	-	-	-	19.64
Total	**144.70**	**544.70**	**613.15**	**424.00**

37 Exceptional items *(Rs. in Lakh)*

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**
Stock at Godown Loss by Fire	-	-103.31	-	-
Transitional credit under GST Pursuant to Demerger	-	-	147.00	-
Loss on sales of Investments	-211.95	-	-	-
Total	**-211.95**	**-103.31**	**147.00**	**-**

38 a) Income Tax Expenses *(Rs. in Lakh)*

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**

Current Tax	61.53	83.92	112.63	65.99
Taxes of Previous Year	-	-6.11	26.66	-
Deferred Tax Charge/ Credit	11.90	33.08	-51.34	2.60
Total	**73.43**	**110.90**	**87.95**	**68.58**

b) Income Tax recognised in Other Comprehensive Income *(Rs. in Lakh)*

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**
Current Income Tax on Re-measurement Losses on Defined Benefit Plans	1.09	-0.64	-	
Total Income Tax Expense Reported in the Statement of Profit or Loss	**1.09**	**-0.64**	**-**	

39 Components of Other Comprehensive Income (OCI)

(Rs. in Lakh)

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**
The Disaggregation of changes to OCI by each type of reserve in equity is :	1,296.18	-3,814.33	-7,418.62	3,499.12
Re-measurement gains (losses) on defined benefit plans	-4.33	2.64	-	-
Deferred Tax (Charge)/Reversal	1.09	-0.64	-	-
Total	**1,293**	**(3,812)**	**(7,419)**	**3,499**

40 Earnings per share *(Rs. in Lakh)*

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**
Profit attributable to equity share holders	7.25	139.73	207.77	148.29
Weighted number of equity shares outstanding during the year (Number in lakhs)	6,635	6,635	6,635	6,635
Par value per share (in ₹)	1	1	1	1
EPS:				
Basic (in ₹)	0.001	0.021	0.031	0.022
Diluted (in ₹)	0.001	0.021	0.031	0.022

41 Details of CSR expenditure as per Section 135 of Companies Act, 2013:

(Rs. in Lakh)

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**
CSR Contribution during the year	-	-	-	19.64

42 Payments to the Auditors comprises

(Rs. in Lakh)

Particulars	**Period ended Jan 15, 2021**	**Year Ended 31-Mar-2020**	**Year Ended 31-Mar-2019**	**Year Ended 31-Mar-2018**
For Statutory Audit	-	4.00	4.00	1.50

For Taxation Matters	3.00	3.00	3.00	-
For Others	-	1.00	-	3.01
Total	**3.00**	**8.00**	**7.00**	**4.51**

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

43 Defined Benefit Obligation

(Rs. in Lakh)

Particulars	As at January 15, 2021		As at March 31, 2020		As at March 31, 2019		As at March 31, 2018	
	Current	Non-current	Current	Non-current	Current	Non-current	Current	Non-current
Gratuity	0.59	6.30	1.20	7.79	1.34	7.83	-	-
	-	-						
Total	**0.59**	**6.30**	**1.20**	**7.79**	**1.34**	**7.83**	**-**	**-**

A Disclosure of gratuity

(i) **Amount recognised in the statement of profit and loss is as under:**

(Rs. in Lakh)

Particulars	Period ended 15-Jan-2021	Year Ended 31-Mar-2020	Year Ended 31-Mar-2019	Year Ended 31-Mar-2018
Current service cost	1.78	1.86	9.17	-
Net interest cost (income)	0.44	0.62	-	-
Net impact on profit (before tax)	**2.22**	**2.48**	**9.17**	**-**
Actuarial loss/(gain) recognised during the year	-4.33	-2.64	-	-
Amount recognised in total comprehensive income	**-2.11**	**-0.17**	**9.17**	**-**

(ii) **Change in the present value of obligation:**

(Rs. in Lakh)

Particulars	Period ended 15-Jan-2021	Year Ended 31-Mar-2020	Year Ended 31-Mar-2019	Year Ended 31-Mar-2018
Present value of defined benefit obligation as at the beginning of the year	9.00	9.17	**-**	**-**
Current service cost	1.78	1.86	9.17	-
Interest cost	0.44	0.62	-	-
Benefits paid	-	-	-	-
Actuarial loss/(gain)	-4.33	-2.64	-	-
Past Service Cost	-	-	-	-
Present value of defined benefit obligation as at the end of the year	**6.89**	**9.00**	**9.17**	**-**

(iii) **Reconciliation of present value of defined benefit obligation and the fair value of assets:**

(Rs. in Lakh)

Particulars	Period ended 15-Jan-2021	Year Ended 31-Mar-2020	Year Ended 31-Mar-2019	Year Ended 31-Mar-2018
Present value of funded obligation as at the end of the year	6.89	9.00	9.17	-
Fair value of plan assets as at the end of the period funded status	-	-	-	-
Unfunded/funded net liability recognized in balance sheet	**6.89**	**9.00**	**9.17**	**-**

(iv) **Breakup of actuarial (gain)/loss:** *(Rs. in Lakh)*

Particulars	Period ended 15-Jan-2021	Year Ended 31-Mar-2020	Year Ended 31-Mar-2019	Year Ended 31-Mar-2018
Actuarial (gain)/loss from change in demographic assumption	-	-0.00	-	-
Actuarial (gain)/loss from change in financial assumption	0.51	0.33	-	-
Actuarial (gain)/loss from experience adjustment	-4.85	-2.97	-	-
Total actuarial (gain)/loss	**-4.33**	**-2.64**	**-**	**-**

(v) **Actuarial assumptions** *(Rs. in Lakh)*

Particulars	Period ended 15-Jan-2021	Year Ended 31-Mar-2020	Year Ended 31-Mar-2019	Year Ended 31-Mar-2018
Discount rate	5.55%	7.25%	6.60%	NA
Rate of increase in compensation levels	7.00%	7.00%	7.00%	NA
Withdrawal Rates	15% p.a. at all age	15% p.a. at all age	15% p.a. at all age	NA
Retirement age	75 yrs.	60 yrs.	60 yrs.	NA

Notes:

1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.

2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(vi) **Sensitivity analysis for gratuity liability**

Particulars	Period ended 15-Jan-2021	Year Ended 31-Mar-2020	Year Ended 31-Mar-2019	Year Ended 31-Mar-2018
Impact of change in discount rate				
Present value of obligation at the end of the year				
- Decrease due to increase of .5 %	7.16	8.74	8.92	-
- Increase' due to decrease	6.64	9.27	9.42	-

of .5 %				
Impact of change in salary increase				
Present value of obligation at the end of the year				
- Increase due to increase of .5 %	6.64	9.23	9.39	-
'- Decrease due to decrease of .5 %	7.15			
Impact of withdrawal rate				
-Withdrawal rate * 110 %	6.70	8.95	9.15	-
-Withdrawal rate * 90 %	7.09	9.04	9.17	-

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.
The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year

(vii) **Maturity profile of defined benefit obligation** *(Rs. in Lakh)*

Particulars	**As at January 15, 2021**	**As at March 31, 2020**	**As at March 31, 2019**	**As at March 31, 2018**
Within next 12 months	0.59	1.20	1.34	-
Between 1-5 years	2.95	4.19	4.57	-
Beyond 5 years	7.84	4.01	4.10	-

B **Defined Contribution Plan** *(Rs. in Lakh)*

Particulars	**Period ended 15-Jan-2021**	**Year Ended March 31, 2020**	**Year Ended March 31, 2019**	**Year Ended March 31, 2018**
Contribution to Provident and other funds	-	0.32		-
Total	-	0	-	-

44 Related Party Disclosure

(i) The related parties as per terms of Ind AS-24, " Related Party Disclosure", (specified under section 133 of the Companies Act, 2013, read with rule 7 of (Accounts) Rule, 2015) and Section 188 of Companies Act, 2013 are disclosed below:-

Related Parties with whom transactions have taken place during the year:

(i) Key Management Personnel/Directors

Mr. Vikas Garg (Managing Director)
Mr. Vivek Garg (Director) (appointed on 01.07.2019)
Mr. Kapil Gupta (Independent Director) (resigned on 07.06.2019)
Mr. Hari Bhagwan Sharma (Director) (resigned on 15.10.2019)
Ms. Anubhuti Mishra (Independent Director) (resigned on 09.07.2019)
Mr. Pankaj Kumar Gupta (Independent Director)
Ms. Meena (Independent Director) (appointed on 01.07.2019)

Ms. Richa Sharma (Director) (appointed on 12.02.2020)
Mr. Vijay Kumar Sharma (Director) (appointed on 12.02.2020)
Mr. Gaurav Agrawal (Company Secretary) (appointed on 23.10.2019 and resigned on 03-08-2020)
Mr. Chandan Kumar (Chief Financial Officer, CFO)
Ms. Pooja Jain (Resigned on 15.12.2018)
Mr. Deepanshu Arora (Company Secretary) (Appointed on 04.01.2019 and resigned on 30.09.2019)
Ms. Ujjwal Verma (Company Secretary) (appointed on 07.09.2020)

(ii) Enterprises over which key management personnel and their relatives have significant influence:

M/s Vikas Ecotech Limited (Common Director)
M/s Ketav Multicorp Private Limited (Common Director)
M/s Stepping Stone Construction Private Limited (Common Director)
M/s Ravi Crop Science (Partner in Firm) (dissolution on 30.06.2020)
M/s Jha Gunjan & Associates (Proprietor of the firm is relative of KMP)

(iii) Key Management Personnel's and Director's relative

Ms. Seema Garg (Relatives of KMP)
Mr. Vishal Jai Kumar Garg (Relatives of KMP)

(iv) Terms and Conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(v). Revenues from transactions with a single customer exceeded 10% of the Company's sales in current as well as previous year

(Rs. in Lakh)

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
A J Impex	1,155.74	3,104.66	2,474.31	-
Bhardwaj Enterprises	1,599.17	3,356.39	437.55	-
Tanya Traders	-	943.32	2,821.74	-
Ramesh Plastic House	126.50	-	-	-
Nexgen Footware Private Limited	135.73	-	-	-
Vikas Ecotech Limited	-	143.86	2,651.55	-
Kashvi Impex	406.08	2,759.84	258.42	-

(ii) Transaction with Related parties

(Rs. in Lakh)

Name of Related Party & Nature of Transaction	Nine and half months period ended January 15, 2021	Year ended 31st Mar 20	Year ended 31st Mar 19	Year ended 31st Mar 18
Director's Remuneration & Perquisites				

Name of Related Party & Nature of Transaction	Nine and half months period ended January 15, 2021	Year ended 31st Mar 20	Year ended 31st Mar 19	Year ended 31st Mar 18
Hari Bhagwan Sharma	0.15	3.47	5.90	5.07
Meena Bansal	0.72	0.25	-	-
Richa Bansal	1.40	-	-	-
Vijay Kumar Sharma	12.15	10.95	-	-
Remuneration to Key Management Personnel				
Chandan Kumar	9.00	9.00	5.08	-
Gaurav Aggarwal	0.50	1.99	1.34	-
Pooja Jain	-	-	1.39	-
Deepanshu Arora	-	2.02	1.34	-
Ujjwal Verma	1.20	-	-	-
Rent to Director's relative				
Seema Garg	2.40	2.88	2.88	3.96
Vivek Garg	2.50	3.00	3.00	-
Purchase of Traded Goods				
M/s Vikas Ecotech Limited	512.06	1,473.16	447.76	814.37
M/s Ketav Multicorp Pvt Ltd	592.09	1,099.29	1,017.59	90.40
Sales of Traded Goods				
M/s Vikas Ecotech Limited	19.90	143.86	2,651.55	1,417.22
Professional Fee				
M/s Jha Gunjan & Associates	0.73	-	0.67	0.51
Vishal Jai Kumar Garg	9.00	12.00	-	-
Loan Received				
Vikas Garg	862.00	114.90	346.00	-
Loan Repaid				
Vikas Garg	26.60	373.00	-	-
Capital Introduction				
M/s Ravi Crop Science	-	-	425.00	-
Profit from Partnership Firm				
M/s Ravi Crop Science	19.34	0.00	0.00	-
Balance Outstanding at the end of Financial Year				
Unsecured loan				
Vikas Garg	924.32	-	-	-
Payable for Remuneration				
Hari Bhagwan Sharma	-	-	0.42	0.42
Chandan Kumar	0.75	-	-	-
Deepanshu Arora	-	-	-	-
Vijay Kumar Sharma	1.35	1.00	-	-
Gaurav Aggarwal	-	-	-	-
Ms. Ujjwal Verma	0.30	-	-	-
Payables				
M/s Vikas Ecotech Limited	1,786.77	-	1,825.48	615.08
M/s Ketav Multicorp Pvt Ltd	-	-	621.16	90.40
Advances for supplies				
M/s Ketav Multicorp Pvt Ltd	1,250.36	0.02	-	-
Payable for Rent				
Seema Garg	2.43	1.64	3.64	-
Vivek Garg	5.00	2.70	3.00	-

Name of Related Party & Nature of Transaction	Nine and half months period ended January 15, 2021	Year ended 31st Mar 20	Year ended 31st Mar 19	Year ended 31st Mar 18
Capital Balance				
M/s Ravi Crop Science	607.44	0.01	0.00	-
Professional Fees				
M/s Jha Gunjan & Associates	-	-	-	0.03

*Stepping stone construction private limited has been given corporate guarantee and its immovable property situated at G-22, Ground floor in the building known as Shree Ghantakarna Mall in the village shaher Kotda, Taluka Maningar, Ahemdabad-380002 as security by way of equitable mortgage in favour of Punjab National Bank to secure credit facilities aggregating to Rs. 28 crore being availed by Vikas Multicorp limited.

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

45 Information on Segment Reporting pursuant to Ind AS 108 - Operating Segments
Operating segments:
Real estate Division
Trading and Manufacturing Division

Identification of segments:

The chief operational decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss of the segment and is measured consistently with profit or loss in these financial statements. Operating segments have been identified on the basis of the nature of products.

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of unallocable income).

Segment assets and liabilities:

Assets used by the operating segments mainly consist of property, plant and equipment, trade receivables, cash and cash equivalents and inventories. Segment liabilities include trade payables and other liabilities. Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocable assets/liabilities.

The measurement principles of segments are consistent with those used in preparation of these financial statements. There are no inter-segment transfers

. *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
India	4,778.81	15,302.71	21,327.11	19,470.91
Total	**4,778.81**	**15,302.71**	**21,327.11**	**19,470.91**

1. Revenue by nature of products

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
(a) Real estate Division	20	20	18	18
(b) Trading and Manufacturing	4,759	15,283	21,309	19,453

Division				
Total	**4,779**	**15,303**	**21,309**	**19,453**

2. Segment Results before tax and interest

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
(a) Real estate Division	-	7	13	13
(b) Trading and Manufacturing Division	311	441	568	321
Sub Total	**311**	**448**	**581**	**334**
Less: Finance Cost	402	501	621	671
Add: Other Income	172	303	336	554
Profit before tax	**81**	**251**	**296**	**217**
Less: Tax expenses	**(73)**	**(111)**	**(88)**	**(69)**
Net profit for the year	**7**	**140**	**208**	**148**
3. Capital Employed	10,975	5,902	9,861	16,250

4. Segment Assets and Liabilities

Particulars	As at Jan 15, 2021	As at March 2020	As at March 31, 2019	As at March 31 2018
(a) Real estate Division (Assets)	178	178	191	196
Real estate Division (Liabilities)	**-**	**-**	**-**	**-**
(b) Trading and Manufacturing Division (Assets)	15,727	25,292	24,306	26,184
Trading and Manufacturing Division (Liabilities)	9,246	20,117	15,471	10,144

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

46 Fair value disclosures

i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are divided into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial assets and liabilities measured at fair value - recurring fair value measurements

(Rs. in Lakh)

As at January 15, 2021	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at fair value through other comprehensive Income	1,272.16	-	-	1,272.16
Investments measured at fair value through profit and loss	-	-	-	-
Total	**1,272.16**	**-**	**-**	**1,272.16**

As at March 31, 2020	Level 1	Level 2	Level 3	Total

Assets at fair value				
Investments measured at fair value through other comprehensive Income	406.05	-	-	406.05
Investments measured at fair value through profit and loss	-	-	-	-
Total	**406.05**	**-**	**-**	**406.05**

As at March 31, 2019	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at fair value through other comprehensive Income	4,350.94	-	-	4,350.94
Investments measured at fair value through profit and loss	-	-	-	-
Total	**4,350.94**	**-**	**-**	**4,350.94**

As at March 31, 2018	Level 1	Level 2	Level 3	Total
Assets at fair value				
Investments measured at fair value through other comprehensive Income	12,082.26	-	-	12,082.26
Investments measured at fair value through profit and loss	-	-	-	-
Total	**12,082.26**	**-**	**-**	**12,082.26**

Valuation process and technique used to determine fair value

The fair value of investments in mutual fund units is based on the net asset value (NAV) as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

(ii) Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows: *(Rs. in Lakh)*

Particulars	As at January 15, 2021		As at March 31, 2020		As at March 31, 2019		As at March 31, 2018	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
Financial assets								
Investment	-	-	588.10	588.10	449.30	449.30	-	-
Loans	109.72	109.72	180.50	180.50	181.45	181.45	85.86	85.86
Trade receivables	7,745.86	7,745.86	17,622.72	17,622.72	14,385.94	14,385.94	11,268.91	11,268.91
Cash & cash equivalents	15.91	15.91	21.72	21.72	154.45	154.45	12.39	12.39
Other financial assets	1,149.33	1,149.33	504.64	504.64	505.31	505.31	154.61	154.61
Total financial assets	**9,020.82**	**9,020.82**	**18,917.67**	**18,917.67**	**15,676.44**	**15,676.44**	**11,521.77**	**11,521.77**
Financial liabilities								
Borrowings	4,316.27	4,316.27	4,055.09	4,055.09	3,923.93	3,923.93	2,003.28	2,003.28
Trade Payables	3,813.78	3,813.78	12,228.88	12,228.88	9,032.67	9,032.67	6,360.07	6,360.07
Other Financial Liabilities	29.91	29.91	21.39	21.39	-	-	8.51	8.51
Total financial liabilities	**8,159.96**	**8,159.96**	**16,305.36**	**16,305.36**	**12,956.60**	**12,956.60**	**8,371.87**	**8,371.87**

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables, short term borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair value

All long term borrowing facilities availed by the Company are variable rate facilities which are subject to changes in underlying interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Company's creditworthiness. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Company. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

47 Financial risk management

i) Financial instruments by category

Particulars	As at January 15, 2021 *(Rs. in Lakh)*			As at March 31, 2020 *(Rs. in Lakh)*			As at March 31, 2019 *(Rs. in Lakh)*			As at March 31, 2018 *(Rs. in Lakh)*		
	FVTPL	**FVTOCI**	**Amortised cost**	**FVTPL**	**FVTOCI**	**Amortised cost**	**FVTPL**	**FVTOCI**	**Amortised cost**	**FVTPL**	**FVTOCI**	**Amortised cost**
Financial assets												
Investments		1,272.16	-	-	406.05	588.10	-	4,350.94	449.30	-	12,082.26	
Other financial assets			1,149.33	-	-	504.64	-	-	505.31	-	-	154.61
Trade receivables			7,745.86	-	-	17,622.72	-	-	14,385.94	-	-	11,268.91
Cash and cash equivalents			15.91	-	-	21.72	-	-	154.45	-	-	12.39
Loan			109.72	-	-	180.50	-	-	181.45	-	-	85.86
Total	-	**1,272.16**	**9,020.82**	-	**406.05**	**18,917.67**	-	**4,350.94**	**15,676.44**	-	**12,082.26**	**11,521.77**
Financial liabilities												
Borrowings			4,316.27	-	-	4,055.09	-	-	3,923.93	-	-	2,003.28
Trade payables			3,813.78	-	-	12,228.88	-	-	9,032.67	-	-	6,360.07
Other financial liabilities			29.91	-	-	21.39	-	-	-	-	-	8.51
Total	-	-	**8,159.96**	-	-	**16,305.36**	-	-	**12,956.60**	-	-	**8,371.87**

ii) Risk Management

The Company’s activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Ageing analysis
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts
Market risk - interest rate	Borrowings at variable rates	Sensitivity analysis

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The Company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans & receivables carried at amortised cost, and
- deposits with banks

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

(a) Low credit risk (b) Moderate credit risk (c) High credit risk

Assets under credit risk – *(Rs. in Lakh)*

Credit rating	Particulars	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
A: Low	Investments	1,272.16	994.15	4,800.24	12,082.26
	Other financial assets	1,149.33	504.64	505.31	154.61
	Cash and cash equivalents	15.91	21.72	154.45	12.39
	Trade receivables	5,442.00	11,623.71	13,504.68	11,268.91
B: Moderate Credit Risk					
	Trade receivables	2,303.86	5,999.01	881.26	-

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivables and other financial assets

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

Expected credit loss for trade receivables:

The Company based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss.

Loan & Other financial assets measured at amortised cost includes security deposits, fixed deposits loan to related parties and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

(i) Provision for Expected Credit losses

(Rs. in Lakh)

As at January 15, 2021	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	15.91	-	15.91
Investment	1,272.16	-	1,272.16
Loans	109.72	-	109.72
Trade receivables	8,018.09	272.23	7,745.86
Other financial assets	1,149.33	-	1,149.33

As at March 31, 2020	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	21.72	-	21.72
Investment	588.10	-	588.10
Loans	180.50	-	180.50
Trade receivables	17,894.95	272.23	17,622.72
Other financial assets	504.64	-	504.64

As at March 31, 2019	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	154.45	-	154.45
Investment	449.30	-	449.30
Loans	181.45	-	181.45
Trade receivables	14,574.99	189.05	14,385.94
Other financial assets	505.31	-	505.31

As at March 31, 2018	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	12		12
Investment	-		-
Loans	86		86
Trade receivables	11,269		11,269
Other financial assets	155		155

B) Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral obligations. The Company requires funds both for short term operational needs as well as for long term investment programs mainly in growth projects. The Company closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents, liquid investments and sufficient committed fund facilities, will provide liquidity.

a) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

(Rs. in Lakh)

Floating rate	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
- Expiring within one year (cash credit and other facilities- fixed rate)	3,115.84	3,505.41	3,087.49	1,988.92
- Expiring beyond one year (bank loans - floating rate)	1,200.43	549.67	836.44	14.36
Total	**4,316.27**	**4,055.09**	**3,923.93**	**2,003.28**

b) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity. Company's based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Rs. in Lakh)

As at January 15, 2021	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Borrowings	3,115.84	837.80	362.63	-	**4,316.27**
Trade payable	1,441.92	2,380.32	-	-	**3,822.23**
Other financial liabilities	8.51	21.39		-	**29.91**
Total	**4,566.27**	**3,239.50**	**362.63**	**-**	**8,168.41**

(Rs. in Lakh)

As at March 31, 2020	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Borrowings	3,505.41	6.93	-	371.38	**3,883.72**
Trade payable	-	12,228.88	-	-	**12,228.88**
Other financial liabilities		-	21.39	-	**21.39**
Total	**3,505.41**	**12,235.81**	**21.39**	**371.38**	**16,133.99**

(Rs. in Lakh)

As at March 31, 2019	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Borrowings	3,087.49	533.55		302.89	**3,923.93**
Trade payable	-	9,032.67	-	-	**9,032.67**
Total	**3,087.49**	**9,566.22**	**-**	**302.89**	**12,956.60**

(Rs. in Lakh)

As at March 31, 2018	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Borrowings	1,988.92	14.36		-	**2,003.28**
Trade payable	-	6,360.07	-	-	**6,360.07**
Total	**1,988.92**	**6,374.43**	**-**	**-**	**8,363.35**

Impact of Covid 19 pandemic- Based on recent trends observed, profitability, cash generation, cash surpluses held and borrowing lines available, the Company does not envisage any material liquidity risks. Future outlook will depend on how the pandemic develops and the resultant impact on businesses.

Market Risk
Interest rate risk
Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At March 31, 2019, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

<u>*Interest rate risk exposure*</u>

Below is the overall exposure of the Company to interest rate risk: *(Rs. in Lakh)*

Particulars	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Variable rate borrowing	3,271.39	3,850.45	3,814.25	2,003.28
Fixed rate borrowing	120.56	115.72	109.68	-
Total borrowings	**3,391.95**	**3,966.17**	**3,923.93**	**2,003.28**
Amount disclosed under other current financial liabilities		-	-	-
Amount disclosed under borrowings	**3,391.95**	**3,966.17**	**3,923.93**	**2,003.28**

<u>*Sensitivity*</u>

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Interest sensitivity*				
Interest rates – decrease by 100 bps*	-33.92	-39.66	-39.24	-20.03
Interest rates – increase by 100 bps*	33.92	39.66	39.24	20.03

* Holding all other variables constant

C) Foreign Currency Risk

Foreign Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in exchange rates of any currency. The Company's exposure to the risks of changes in foreign exchange rates relates primarily to the Trade Payables and Trade Receivables in the Foreign Counteries.

Impact of Covid 19 pandemic- The pandemic can cause continuing volatility in the currency market and this risk would be mitigated through effective hedging policies. Further, the Company basis the recent trends believe that the probability of the non-occurrence of forecasted transactions is minimal. The Company also does not expect any material deterioration in both counterparty credit risk and own credit risk. Accordingly, the Group continues to believe that there is no impact on effectiveness of its hedges. Future outlook would depend on how the pandemic develops and the resultant impact on businesses.

D) Competition and Price Risk

The Company faces competition from competitors. Nevertheless, it believes that it has competitive advantage in terms of high-quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

48 Capital management

For the purpose of the Company’s capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company’s capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company’s policy is to keep the gearing ratio optimum. The Company includes within net debt, interest bearing term loans and working capital borrowings.

(a) Debt equity ratio (Rs. In Lakh)

Particulars	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Net debt	4,316	3,966	3,924	2,003
Total equity	6,659	5,352	9,025	16,236
Net debt to equity ratio	0.65	0.74	0.43	0.12

49 (Rs. In Lakh)

Particulars	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Current				
Inventories	2,707	2,855	2,633	1,288
Trade Receivables	7,746	17,623	13,505	11,269
Total current assets pledged as security	**10,452**	**20,478**	**16,138**	**12,557**
Non-current				
Property, Plant and Equipment	333	45	60	84
Investment Property	652	659	422	444
Investments	1,272	406	4,351	12,082
Total non-currents assets pledged as security	**1,924**	**1,066**	**4,773**	**12,527**
Total assets pledged as security	**12,376**	**21,544**	**20,911**	**25,083**

50 Disclosure pursuant to section 186(4) of The Companies Act, 2013

(a) Details of Investments made are given under Note no. 5

(b) Details of loan are given below: *(Rs. in Lakh)*

Particulars	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
BEST AGROCHEM LTD	51.28	NA	NA	NA

51 Revenue related disclosures

The company has adopted Ind AS 115 "revenue from contracts with customers" from April 01, 2018 (modified retrospective approach) which resulted in changes in accounting policies but no consequential adjustment to the amounts recognised in the financial statements.

(Rs. in Lakh)

Particulars	Year Ended January 15, 2021	Year Ended March 31, 2020	Year Ended March 31, 2019	Year Ended March 31, 2018
Revenue from contracts with customersA				
(i) Sale of products*				
(a) Sale of products	4,778.81	15,302.71	21,327.11	19,470.91
(b) Sale of services				
(ii) Other operating income	376.58	42.80	106.74	-
Total revenue covered under Ind AS 115	5,155.39	15,345.51	21,433.85	19,470.91

A Contract balances

The following table provides information about receivables and contract liabilities from contract with customers:

(Rs. in Lakh)

Particulars	As at January 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Contract liabilities				
Advance received from customers	869.82	3,205.97	2,132.53	1,685.76
Total contract liabilities	**869.82**	**3,205.97**	**2,132.53**	**1,685.76**
Receivables				
Trade receivables	7,745.86	17,622.72	14,385.94	11,268.91
Total receivables	**7,745.86**	**17,622.72**	**14,385.94**	**11,268.91**

Receivable is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance.

B The Company has applied Ind AS 115 prospectively from April 01, 2018 and the adoption of this standard did not have a material impact on the financial statements of the Company.

Annexure VII: Notes to Restated financial statements for the period ended January 15, 2021 and years ended March 31, 2020, March 31, 2019 and March 31, 2018

52 Lease

The Company's leasing arrangements are in respect of operating leases for premises (residential, office, factory, godown, etc.) and motor cars. These range between 5 months - 15 years and usually renewable on mutually agreed terms.

The schedule of future minimum lease rental payments in respect of non-cancellable operating leases is set out below:

(Rs. in Lakh)

Particulars	As at Jan 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Payable not later than 1 year	6.48	13.14	12.65	15.72
Payable later than 1 year but not later than 5 years	-	-	-	-
Payable later than 5 years	-	-	-	-

Amount Recognised in Statement of Profit and Loss

(Rs. in Lakh) *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Expenses relating to Short-term Lease	10.95	12.65	15.72	14.16

Adoption of Ind AS-116 Leases

The Company has adopted Ind AS 116, effective from April 1, 2019 and applied the standard to its leases retrospectively. The cumulative effect of initially applying the standard was recognised on April 1, 2019 as an adjustment to the retained earnings. All lease liabilities are short term and payable not more than 1 year and all lease liability recognised in profit and loss account.

53 Expected Credit Loss

Movement in each class of provision made during the financial year are as under: *(Rs. in lakh)*

Allowances for Expected Credit Loss	Amount
As at April 1, 2017	-
Additional Provision during the year	
Amount used during the period	-
As at March 31, 2018	**-**
Additional Provision during the year	189.05
Amount used during the period	-
As at March 31, 2019	**189.05**
Additional Provision during the year	83.17
Amount used during the period	-
As at March 31, 2020	**272.23**
Additional Provision during the period	-
Amount used during the period	-
As at January 15, 2021	**272.23**

54 **Contingent liabilities and Commitments (to the extent not provided for)**

Contingent liabilities *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Claims against the company not acknowledged as debts				
1. Under Tax laws*	79.31	51.07	6.04	-
2. Custom Duty**	88.41	88.41	53.68	-
3. Bank Guarantees issued by the bank on behalf of the company***	270.00	270.00	270.00	160.19

* Income Tax dispute for the A.Y. 2016-17 amounting to Rs. 604220/- pending at ITAT, Delhi Authority and Pending dispute for the A.Y. 2017-18 to Rs. 4503140/- at CIT(A), Delhi.

** The Company is contingently liabilities on export obligation dues

*** Above figures are stated without considering margin money given by the company, for margin money details please refer Note No. 8

55 **Contingent liabilities and Commitments (Continued)**

Commitments *(Rs. in Lakh)*

Particulars	As at Jan 15, 2021	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
As per Partnership Deed dated 11th Oct, 2018 registered	-	2,075.00	2,075.00	-

in Jammu and Kashmir company have mutually agreed with other partners to contribute for capital of partnership firm amounting to Rs. 25,00,00,000/- for the 90% share of Profit/Loss of the Partnership Firm w.e.f. 01st Oct, 2018 (net of amount investment as per Note 4 (B))				
Total	**-**	**2,075.00**	**2,075.00**	**-**
*Partnership Firm is dissolved				

56 **Micro, Small & Medium Enterprises:-**

The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	**As at Jan 15, 2021**	**As at March 31, 2020**	**As at March 31, 2019**	**As at March 31, 2018**
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	-	-	-	-
Principal	-	-	-	-
Interest	-	-	-	
The amount of interest paid by the buyer in terms of section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act.	-	-	-	-

As per our report of even date attached

For and on behalf of the Board of Directors

for GOYAL NAGPAL & CO.
Chartered Accountants
FRN: 018289C

Vivek Garg
Managing Director
DIN : 00255443

Vijay Kumar Sharma
Whole time Director & CEO
DIN : 08721833

(CA Virender Nagpal)
Partner
M.No. 416004
Date: April 15, 2021
Place: Delhi
UDIN : 21416004AAAAFG2328

Chandan Bhardwaj
Chief Financial Officer

Ms. Rashika Gupta
Company Secretary

STATEMENT OF ACCOUNTING RATIOS

Accounting Ratios

The following tables present certain accounting and other ratios computed on the basis of amounts derived from the Audited Financial Statements and the Unaudited January Financial Results included in "*Financial Statements*" as above:

(Rs. In Lakh)

Particulars	**(Derived from Restated Financial Information)**			
	Period ended Jan 15, 2021	**Year ended March 31, 2020**	**Year ended March 31, 2019**	**Year ended March 31, 2018**
Basic Earnings Per share (Rs.)	0.001	0.021	0.031	0.022
Diluted Earnings Per share (Rs.)	0.001	0.000	0.031	0.022
EBITDA	365.405	522.462	652.811	414.573
Return on Net Worth				
Restated profit for the period/year **(A)**	7.00	140.00	208.00	148.00
Net Worth				
Equity Share Capital	6,635.00	6,635.00	6,635.00	6,635.00
Other Equity*	24.00	-1,283.00	2,390.00	9,601.00
Net Worth at the end of period/year **(B)**	**6,659.00**	**5,352.00**	**9,025.00**	**16,236.00**
Return on Net worth (%=A/B)	**0.11%**	**2.62%**	**2.30%**	**0.91%**
Net Assets Value per Equity Share				
Net worth at the end of the period/year** **(C)**	6,659.00	5,352.00	9,025.00	16,236.00
Number of equity shares outstanding at the end of the period/year** **(D)**	663,495,495	663,495,495	663,495,495	663495495
Net assets value per equity Share (Rs.) **(C/D)**	1.00	0.81	1.36	2.45

*This includes capital reserves and other reserves

**Net Worth is derived from the Restated Financial Information and comprises of equity share capital and other equity.

Notes:

1. The figures disclosed above are derived from the Restated Financial Information.

2. The ratio has been computed as below:

$$\text{Basic Earning Per Share} = \frac{\text{Restated Net Profit after Tax}}{\text{Weighted average number of equity shares outstanding during the period/year}}$$

$$\text{Diluted Earning Per Share} = \frac{\text{Restated Net Profit after Tax}}{\text{Weighted average number of equity shares outstanding during the period/year}}$$

$$\text{Return on net worth (\%)} = \frac{\text{Restated Net Profit after Tax}}{\text{Restated Net Worth}}$$

$$\text{Return on net worth (\%)} = \frac{\text{Restated Net Worth}}{\text{Number of equity shares as at the period/year end}}$$

3. Earnings per share (EPS) calculation is in accordance with Ind-AS 33 - Earning per share

4. Weighted average number of shares is the number of equity shares outstanding at the beginning of the period adjusted by the number of equity shares issued during period, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.

5. EBITDA" means earnings before interest, tax, depreciation and amortization. It has been calculated as follows: profit before tax – other income + finance cost + depreciation and amortization expense

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the "Restated Financial Statements" beginning on page 86 of this Draft Letter of Offer.

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should also read "Risk Factors" and "Forward Looking Statements" beginning on pages 18 and 13, respectively of this Draft Letter of Offer, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.

Our financial statements included in this Draft Letter of Offer are prepared in accordance with Ind AS, which differs in certain material respects from other accounting standards such as IFRS. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscal 2020 included herein is based on the Restated Financial Statements and the financial information included herein for the nine and half months period ended January 15, 2021 is based on the Audited December Financial Results, included in this Draft Letter of Offer. For further information, see "Restated Financial Statements" beginning on page 86 of this Draft Letter of Offer.

Neither we, nor the BRLMs, any of their affiliates or advisors, nor any other person connected with the Issue has independently verified such information. For further information, see "Presentation of Financial and other Information – Market and Industry Data" beginning on page 12 of this Draft Letter of Offer.

Business overview

We are engaged in the business of manufacturing recycling materials and trading of Polymer Compounds. We are an ISO 9001:2005 compliant Company. Until year 2019, our Company was only engaged in the business of trading Polymer compounds. Our Company in the year 2019 completed the acquisition of 'Recycled and Trading Compounds Division' of group concern 'Vikas Ecotech Limited' through demerger under the scheme of arrangement approved by Hon'ble National Company Law Tribunal. Pursuant to completion of said demerger, the equity shares of the Company were listed at the Stock Exchanges, both at the NSE and BSE on May 8, 2019.

SIGNIFICANT DEVELOPMENTS AFTER JANUARY 15, 2021 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

To the knowledge of our Company and except as disclosed herein, since the date of the last financial statements contained in this Draft Letter of Offer, no other circumstances have arisen which would materially and adversely affect or which would be 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 (twelve) months.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

We are a company engaged in the Manufacturing and Trading of Speciality Chemicals, FMCG and Polymers products. Our results of operations have been, and will continue to be, affected by a number of events and actions, some of which are beyond our control including the performance of the Indian economy and the Speciality Chemicals, FMCG and Polymers industries and the price of raw materials.

However, there are some specific items that we believe have impacted our results of operations, and in some cases, may continue to impact our results of operations on a consolidated level and at our individual projects in future. In this section, we discus some of the significant factors that we believe have or could have an impact on our revenue and expenditure. Please also see the section titled "*Risk Factors" beginning on page 18 of this Draft Letter of Offer.*

Compliance with environmental laws and regulations

We are subject to central and state environmental laws and regulations, which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from its operations. In case of any change in environmental or pollution laws and regulations, we may be required to incur significant amounts on, among other things, environmental monitoring, pollution control equipment and emissions management. In addition, failure to comply with environmental laws may result in the assessment of penalties and fines against us by regulatory authorities.

SUMMARY OF THE RESULTS OF OPERATION:

(Rs. in Lakhs)

Particulars	As on 15.01.2021	For the year ended March 31,		
		2020	2019	2018
Revenue:	-			
Sales of products manufactured	4,778.81	15,302.71	21,327.11	
As a % of Total Revenue from Operation	89.71	96.74	97.30	-
Sales of products traded	-	-	-	19,470.91
As a % of total Revenue from Operation	-	-	-	99.67
Sales of Services	376.58	212.80	255.25	64.25
As a % of total Revenue from Operation	7.07	1.35	1.16	0.32
Revenue From Operations (Net of Taxes)	**5,155.39**	**15,515.51**	**21,582.36**	**19,535.16**
As a % of Total Revenue	96.77	98.08	98.47	97.24
Other Income	171.82	303.43	336.10	554.20
As a % of Total Revenue	3.23	1.92	1.53	2.76
Total Revenue	**5,327.22**	**15,818.93**	**21,918.46**	**20,089.36**
Expenses:	-			
Cost of Material Consumed	1,227.41	13,486.94	6,074.26	-
Purchase of Stock in Trade	2,555.10	2,122.70	14,946.85	18,957.30
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	604.87	-1,363.90	-673.54	-429.99
Employee benefit expenses	45.97	99.29	115.82	169.28
Financial Cost	401.73	501.09	620.98	671.41
Depreciation and amortization expenses	54.81	74.17	72.21	80.49
Others Expenses	144.70	544.70	613.15	424.00
Total Expenses	**5,034.58**	**15,465.00**	**21,769.73**	**19,872.48**
As a % of Total Revenue	94.51	97.76	99.32	98.92
Profit before exceptional, extraordinary items and tax	292.64	353.94	148.73	216.87
As a % of Total Revenue	5.49	2.24	0.68	1.08
Less: Exceptional Items	-211.95	-103.31	147.00	-
Profit before extraordinary items and tax (A-B)	80.69	250.62	295.72	216.87
As a % of Total Revenue	1.51	1.58	1.35	1.08

Particulars	As on 15.01.2021	For the year ended March 31, 2020	2019	2018
Prior Period Items	-	-	-	-
Profit before tax	**80.69**	**250.62**	**295.72**	**216.87**
As a % of Total Revenue	1.51	1.58	1.35	1.08
Tax expense :				
Current tax	61.53	77.81	139.29	65.99
Deferred Tax	11.90	33.08	-51.34	2.60
Total Tax Expenses	**73.43**	**110.90**	**87.95**	**68.58**
As a % of Total Revenue	1.38	0.70	0.40	0.34
Profit/(Loss) for the period After Tax (**PAT**)	**7.25**	**139.73**	**207.77**	**148.29**
As a % of Total Revenue	0.14	0.88	0.95	0.74

OVERVIEW OF RESULTS OF OPERATION

Comparison of Financial Year ended March 31, 2018 with Financial Year ended March 31, 2019

***Revenue from Operations*:**

The revenue from operation of the Company has increased from ₹ 19,535.16 Lakhs in FY 2017-18 to ₹ 21,582.36 Lakhs in FY 2018-19 showing an increase of 10.48%. This increase was in line with increase in our business operations.

***Other Income*:**
Our other income decreased by 39.35% from ₹ 554.20 Lakhs in FY 2017-18 to ₹ 336.10 Lakhs in FY 2018-19. Interest income is received less in comparison to previous year and there is no profit on sale of fixed assets which has resulted in decrease in other income for FY 2018-19.

Expenditure

Employee benefit expenses decreased by 31.59% from ₹ 169.28 Lakhs in financial year 2017-18 to ₹ 115.82 Lakhs in financial year 2018-19. Expenditure on labour and staff were less in comparison to previous year.

Our other expenses increased by 44.61% from ₹424 Lakhs in financial year 2017-18 to ₹613.15 Lakhs in financial year 2018-19. Other expense mainly includes Advertisement, Printing & Stationery expenses.

***Cost of Material Consumed*:**

Material Consumed Cost increased to ₹6074.26 Lakhs in financial year 2018-19 as compared to financial year 2017-18. The business activity has increased resulting in higher "Cost of Goods Sold" in comparison to previous years.

Depreciation

Depreciation decreased by 44.61% from ₹80.49 lakhs in financial year 2017-18 to ₹72.21 Lakhs in financial year 2018-19.

Comparison of Financial Year ended March 31, 2020 with Financial Year ended March 31, 2019

***Revenue from Operations*:**

The operating income of the Company for the year ending March 31, 2020 is ₹15,515.51 Lakhs as compared to

₹21,582.36 Lakhs for the year ending March 31, 2019, showing a decrease of 28.11%. Sales revenue has decreased in comparison to previous year.

***Other Income*:**

Our other income decreased by 9.72% from ₹336.10 Lakhs in FY 2018-19 to ₹303.43 Lakhs in FY 2019-20. Interest income is received less in comparison to previous year and there is no profit on sale of Fixed assets which has resulted in decrease in Other income for FY 2019-20.

Expenditure

Employee benefit expenses decreased from ₹ 115.82 Lakhs in financial year 2018-19 to ₹ 99.29 Lakhs in financial year 2019-20 Expenditure on labour and staff were less in comparison to previous year.

Our other expenses decreased by 11.16% from ₹ 613.15 Lakhs in financial year 2018-19 to ₹544.70 Lakhs in financial year 2019-20. Other expense decrease in comparison to previous year.

***Cost of Material Consumed*:**

Material Consumed Cost increased by 122.03% from ₹6074.26 Lakhs in financial year 2018-19 to ₹13,486.94 Lakhs in financial year 2019-20.

Depreciation

Depreciation increased by 2.71% from ₹72.21 lakhs in in financial year 2018-19 to ₹74.17 Lakhs in financial year 2019-20.
The Increase in depreciation was majorly due to Increase in fixed Assets.

Profit before Tax

Profit before tax decreased from ₹295.72 Lakhs in financial year 2018-19 to ₹ 250.62 Lakhs in financial year 2019-20.

The company is not able to generate higher net profit before tax.

OTHER MATTERS

1. **Unusual or infrequent events or transactions**
   Except as described in this Draft Letter of Offer, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations**
   Other than as described in this Draft Letter of Offer to our knowledge there are not any significant economic changes that materially affected or are likely to affect income from continuing operations

3. **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 disclosed in the section titled *Risk Factors* beginning on page 18 of this Draft Letter of Offer to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. **Future relationship between Costs and Income.**
   Our Company's future costs and revenues will be determined by demand/supply situation, government policies, subsidies available and prices of raw material.

5. **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 prices.
Increase in revenue is by and large linked to increases in volume of business activity by the Company.

6. **Total turnover of each major industry segment in which the issuer company operates.**
The Company is operating in manufacturing and trading in specialty chemicals, FMCG and polymers products. Relevant industry data, as available, has been included in the chapter titled *Industry* Overview beginning on page 55 of this Draft Letter of Offer.

7. **Status of any publicly announced new products/projects or business segments**
Our Company has not announced any new projects or business segments, other than disclosed in the Draft Letter of Offer.

8. **The extent to which the business is seasonal**
Our Company's business is not seasonal in nature.

9. **Any significant dependence on a single or few suppliers or customers**
There is no significant dependence on a single or few suppliers or customers

Top customers of our Company for the current financial year:

1. **Bhardwaj Enterprises**
2. **AJ IMPEX**
3. **Vishal Pipes Limited**

Top Suppliers of our Company for the current financial year:

Sr. No	Supplier Name	Product Detail	% of Total Purchase	Location
1	ISHI Overseas Private Limited	PVC Resin	45.37	Delhi
2	Vikas EcoTech Limited (Raj.)	HDPE and Plastic Granuals	13.40	Rajasthan
3	Ketav Multicorp Private Limited	LLDPE	13.82	Delhi

10. Competitive Conditions

We face competition from existing and potential organised and unorganized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled *Our Business* on page 64 of this Draft Letter of Offer.

CAPITALIZATION STATEMENT

(Rs. In Lakhs)

Particulars	Pre-issue as at 15.01.2021	Post Issue
Total Borrowing		
Current Borrowing	2,903.91	[•]
Non-Current Borrowing	1,412.35	[•]
Total Equity		
Equity Share Capital	6,634.95	[•]
Other Equity	24.09	[•]
Total Capital	**6,659.04**	[•]
Ratio: Non-current borrowings/Total Equity	-	-

MARKET PRICE INFORMATION

The Equity Shares are listed on the BSE and NSE. The Rights Equity Shares will be listed on the Stock Exchanges pursuant to the Issue. For further details, please see "*Terms of the Issue*" beginning on page 172 of this Draft Letter of Offer. We have received in-principle approvals for listing of the Rights Equity Shares on the Stock Exchanges to be issued pursuant to the Issue from the BSE and NSE by letters each dated [●] and [●], respectively. Our Company will also make applications to BSE and NSE to obtain the trading approvals from the respective stock exchanges for the Rights Entitlements as required under the SEBI Rights Issue Circulars

For the purpose of this section, unless otherwise specified:

a) Year is a Financial Year;

b) Average price is the average of the daily closing prices of our Equity Shares for the year, or the month, as the case may be;

c) High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of our Equity Shares, for the year, the month, or the week, as the case may be; and

d) In case of two days with the same high / low / closing price, the date with higher volume has been considered.

The following table sets forth the high, low and average market prices of the Equity Shares recorded on the BSE and the NSE during the preceding three years and the number of the Equity Shares traded on the days of the high and low prices were recorded.

BSE							
FY	**High (₹)**	**Date of high**	**Volume on date of high (No. of Equity Shares)**	**Low (₹)**	**Date of low**	**Volume on date of low (No. of Equity Shares)**	**Average (₹)**
2021	21.45	31-08-2020	47,39,268	0.91	09-4-2020	8,41,361	7.09
2020	5.4	08-05-2019	1,23,614	1.14	31-3-2020	2,211	3.005
2019	NOT TRADED AS NOT LISTED						

(Source: www.bseindia.com)

NSE							
FY	**High (₹)**	**Date of high**	**Volume on date of high (No. of Equity Shares)**	**Low (₹)**	**Date of low**	**Volume on date of low (No. of Equity Shares)**	**Average (₹)**
2021	21.4	31-8-2020	1,59,36,890	0.9	13-4-2020	6,98,656	6.36
2020	4.95	23-5-2019	12,99,544	1.2	31-3-2020	20,263	3.13
2019	NOT TRADED AS NOT LISTED						

(Source: www.nseindia.com)

The total number of days trading during the past six months was 124. The average volume of Equity Shares traded on the BSE was 40,20,495.02 Equity Shares per day.

The high and low prices and volume of Equity Shares traded on the respective date on the BSE during the last six months preceding the date of filing of this Draft Letter of Offer are as follows:

Month	Date of high	High (₹)	BSE Volume on date of high (No. of Equity Shares)	Date of low	Low (₹)	Volume on date of low (No. of Equity Shares)	Average (₹)
March, 2021	05-03-2021	4	17,34,266	31-03-2021	2.87	10,48,346	3.45
February, 2021	08-02-2021	4.02	52,55,877	24-02-2021	2.84	22,98,845	3.49
January, 2021	11-01-2021	6.26	1,16,12,194	29-01-2021	3.62	82,46,229	4.92
December, 2020	16-12-2020	8.48	26,88,986	31-12-2020	5.29	1,56,78,653	6.52
November, 2020	20-11-2020	11.21	2,27,11,429	03-11-2020	7.08	9,56,723	9.57
October, 2020	27-10-2020	7.78	20,70,870	08-10-2020	6.61	8,58,198	7.20

(Source: www.bseindia.com)

The total number of days trading during the past six months was 124. The average volume of Equity Shares traded on the NSE was 1,26,87,453.92 Equity Shares per day.

The high and low prices and volume of Equity Shares traded on the respective date on the NSE during the last six months preceding the date of filing of this Draft Letter of Offer are as follows:

Month	Date of high	High (₹)	NSE Volume on date of high (No. of Equity Shares)	Date of low	Low (₹)	Volume on date of low (No. of Equity Shares)	Average (₹)
March, 2021	5-3-2021 4-3-2021	3.95	57,63,070 1,10,87,251	31-3-2021 -	2.9 -	60,71,222 -	3.40
February, 2021	8-2-2021	4	6,13,38,695	24-2-2021	2.95	39,12,654	3.63
January, 2021	11-1-2021	6.2	3,29,09,649	29-1-2021	3.75	1,89,10,329	5.24
December, 2020	16-12-2020	8.50	2,23,64,132	31-12-2020	5.4	3,23,78,274	6.75
November, 2020	20-11-2020 -	11.2 -	3,75,78,540 -	3-11-2020 2-11-2020	7.25 7.25	1,06,71,789 39,19,686	9.43
October, 2020	28-10-2020	7.75	83,16,325	22-10-2020	6.7	24,87,721	7.23
October, 2020	27-10-2020	7.75	1,49,49,687	6-10-2020	6.7	2,07,32,329	

(Source: www.nseindia.com)

The Board of our Company has approved the Issue at their meeting held on February 06, 2021. The high and low prices of our Company's shares as quoted on the BSE and NSE on February 08, 2021, the day on which the trading happened immediately following the date of the Board meeting is as follows:

Date	Volume (No of equity Shares)	High Price (₹)	Low price (₹)
BSE			
February 08, 2021	6,13,38,695	4	3.7
NSE			
February 08, 2021	52,55,877	4.02	3.76

Source: www.nseindia.com and www.bseindia.com

The closing market price of the Equity Shares as on one day prior to the date of the Letter of Offer was ₹ [●] on the BSE and ₹ [●] on the NSE. The Issue Price is ₹ [●] per Rights Equity Share.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Our Company is subject to various legal proceedings from time to time, primarily arising in the ordinary course of business. There is no outstanding litigation which has been considered material in accordance with our Company's 'Policy for Determination of Materiality', framed in accordance with Regulation 30 of the SEBI Listing Regulations, and accordingly, there is no such outstanding litigation involving our Company that requires disclosure in this Draft Letter of Offer. However, solely for the purpose of the Issue, the following outstanding litigations have been disclosed in this section of this Draft Letter of Offer, to the extent applicable: any outstanding civil litigation, including tax litigation, involving our Company, where the amount involved is higher of 20% of Turnover or Net Worth of the Company for the immediately preceding financial year ("**Materiality Threshold**") or above.*

Except as disclosed below, there are no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company; (ii) material violations of statutory regulations by our Company; (iii) economic offences where proceedings have been initiated against our Company;(iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.

Pre-litigation notices received by our Company from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) shall not be evaluated for materiality until such time our Company are impleaded as defendants in litigation proceedings before any judicial forum.

(A) Pending Litigations Relating to the Company

(i)	Labour Cases filed against the Company	: NIL
(ii)	Labour Cases filed by the Company	: NIL
(iii)	Civil Cases filed against the Company	: NIL
(iv)	Civil Cases filed by the Company	: 2
(v)	Criminal cases against the company	: 1
(vi)	Criminal cases filed by the company	: Nil
(vii)	Notices served on the Company	: 1
(viii)	Tax related matters (against the Company)	: Not Ascertainable

I. Civil Cases filed by the Company

1. Our Company has initiated winding up proceedings under Section 9 of the Insolvency and Bankruptcy Code, 2016 against Jindal Specialty Textiles Limited ("**Corporate Debtor**") on March 12, 2020 before the National Company Law Tribunal, Chandigarh Bench for non-payment of money amounting to Rs. 1,58,85,677 by the Corporate Debtor against goods supplied to it. The matter is yet to be listed.

2. Our Company and others ("**Petitioners**") have filed an application for Interim Injunction under Order 39 CPC 1908 against M/s Astitva Capital Market Limited & Ors. ("**Defendants**") bearing original number 03/2021 at the Court of the Civil Judge, Gautam Buddh Nagar for freezing of shares of the Petitioners. The Petitioners had transferred the shares for the purpose of opening a demat account with Defendant's Company, but the defendant had transferred those shares in account of another company's pool account. The shares were valued at about Rs. 5,35,98,000 (Rupees five crores thirty-five lacs ninety-eight thousand) as on the date of transfer (calculated on the basis of average of High and Low Price of the share for the respective day). The matter is presently pending.

II. Criminal cases filed against the Company

The Directorate of Enforcement, Delhi Zonal Office, New Delhi has issued a provisional attachment order ("Order") bearing number 04/2020 and file number ECIR/10/DZ-1/2017 under Section 5(1) of the Prevention of Money Laundering Act, 2002 ("PMLA") against our Company, its then Promoter/ Director

Mr. Vishal Garg and other third parties. Through the said attachment, our bank account SBI Bank,Nariana Vihar, New Delhi maintained with has been attached for an amount of Rs. 6,20,721/-.

Under the said Order, it is alleged that the Indian Overseas Bank had granted various credit facilities to Green Valley Plywood Limited the account of which was declared as a NPA on October 31, 2011 with an outstanding amount of Rs. 85,31,00,000. It was alleged that Greenwood Valley Plywood Limited had cheated the bank to the tune of Rs. 70,49,59,760/- vide the limits sanctioned to it through fraudulent transactions and by furnishing fake invoices. It was alleged that there was a total of 86 letter of credits issued by the Bank in favour of 9 beneficiary companies including our Company (*which, at the time, was known as Moonlite Technochem Private Limited*) which got devolved and not paid by the Company to the tune of Rs. 70,49,59,760/-.

Under the said order, it was alleged that 10 Inland letters of credit amounting to Rs.7,43,38,511/- were issued to our Company and the payments against them were not made on the due date. Further, out of the aforesaid amount around Rs. 705.55 Lakhs was credited to our Company's account which in turn transferred Rs. 239.66/- lakhs to M/s Pine Décor Private Limited, Rs. 185/- lakhs to M/s Vintage Décor Limited, Rs. 189.80/- lakhs to M/s Green Valley Décor Private Limited and Rs. 91.09/- lakhs to M/s Mamchand Mahabir Prasad Private Limited. In turn, these companies transferred almost the same amount to M/s Green Valley Plywood Ltd. An investigation is still ongoing in the role played by Mr. Vishal Garg in his capacity of authorised signatory for our Company. The amount claimed as profit without any documentary of actual movement of goods by Mr. Vishal Garg on behalf of our company was Rs. 6,20,721/-. As a result, our Company's bank account maintained with State Bank of India at Community Center, Naraina Vihar, New Delhi Branch has been attached for this amount.

Our Company has filed a reply denying the allegations raised in the Order while contending that the Company was unaware of the discounting of the letter of credits. Our Company has also contended that there is no evidence linking the attached SBI bank account of the Company under the provisional order to the alleged offence. The matter is presently pending.

III. Criminal Cases filed by the Company

NIL

IV. Tax Related Matters

Tax Claims made against the Company

Particulars	No. of cases	Aggregate amount involved (in Rs.)
Direct Tax	Not ascertainable*	1,86,28,410.9
Indirect Tax	1	88,40,609
Total	Not ascertainable*	**2,74,69,019.9**

*since it includes the TDS defaults for the "prior years"

(B) Pending Litigation Relating to the Promoters of the Company

a) Criminal Case against the promoters : NIL
b) Civil Cases Against the Promoters : NIL
c) Criminal Cases Filed by the Promoters : NIL
d) Civil Case Filed by the Promoters : NIL
e) Cases Relating to Tax Matters : NIL

(C) Pending Litigations Relating to the Directors of the Company

a) Criminal case against the Directors : NIL
b) Civil Cases Against the Directors : NIL
c) Criminal Cases Filed by the Directors : NIL
d) Civil Case Filed by the Directors : NIL

e) Cases Relating to Tax Matters : 1

V. Tax Related Matters

Particulars	No. of cases	Aggregate amount involved (in Rs.)
Direct Tax	1	18,20,000
Indirect Tax	-	-
Total	**1**	**18,20,000**

OUTSTANDING DUES TO CREDITORS

Particulars	No. of Creditors	Amount Outstanding (in Rs.)
Micro, Small and Medium Enterprise	1	17,86,77,044
Material dues to creditors	70	20,27,01,405
Other dues to creditors	Nil	NIL
Total	71	38,13,78,449

There have been no past cases in which penalties have been imposed on the Company, the Promoters and Directors

There has been no disciplinary action including penalty imposed by SEBI or Stock Exchanges against the Company, Directors and Promoters during the last 5 financial years

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 andlicenses 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.

As on the date of this Draft Letter of Offer, our Company has obtained FSSAI Approval (for import) in relation to the Food Preservation and Storage Unit and is required to obtain the following further licenses/approvals from governmental authorities:

1. Licenses from the FSSAI, under the Food Safety and Standards Act, 2006 for manufacturing, processing, packaging, storage, transportation, distribution and sale;
2. approval under Fruit Product Order 1955;
3. registration under Legal Metrology Act 2009 and relevant Rules;
4. registrations under the Shops and Establishment Act, 1958 upon our Food Preservation and Storage Unit being operational; and
5. other applicable approvals in respect of our Food Preservation and Storage Unit such as environmental approvals and Electricity Act, 2003 etc.

Our Company will apply for all necessary approvals and also such approvals that we may require at future relevant stages, prior to commissioning of the Food Preservation and Storage Unit. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 47 of this Draft Letter of Offer.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board, pursuant to its resolution dated February 6, 2021, authorised the Issue under Section 62(1)(a) of the Companies Act, 2013. Further, the Issue of equity shares on right basis to the existing shareholders under this Rights Issue has been approved by the shareholders of the company through Postal Ballot held on March 14, 2021.

Our Board/Rights Issue Committee, in its meeting held on [●] has resolved to issue the Equity Shares on rights basis to the Eligible Equity Shareholders, at ₹ [●] per Equity Share [(including a premium of ₹ [●] per Equity Share)] aggregating up to ₹ [●]. The Issue Price is ₹ [●] per Equity Share and has been arrived at by our Company in consultation with the Lead Managers prior to determination of the Record Date.

Our Company has received in-principle approvals from BSE and NSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Equity Shares to be allotted in this Issue pursuant to their respective letters each dated [●], respectively. Our Company will also make applications to BSE and NSE to obtain their trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [●] for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see *"Terms of the Issue"* beginning on page172 of this Draft Letter of Offer.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoter, 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 Draft Letter of Offer.

Further, our Promoter and our Directors are not promoter or director 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 our Directors or Promoter is associated with the securities market in any manner. Further, there is no outstanding action initiated against any of our Directors or Promoters by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither our Promoter 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

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. 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, our Promoter and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

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 and NSE. We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Pursuant to Clause 3(b) 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 has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is up to ₹ 5,000.00 lakhs.

Disclaimer from our Company and our Directors

Our Company accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company anyone placing reliance on any other source of information would be doing so at his own risk.

Investors who invest in this Issue will be deemed to have represented by 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 Equity Shares of our Company, and are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue.

Disclaimer in respect of Jurisdiction

This Draft 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 New Delhi, India only.

Disclaimer Clause of BSE

BSE Limited ("**the Exchange**") has given *vide* its letter dated [●], permission to this Company to use the Exchange's name in this Draft Letter of Offer as the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Draft 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:

i. Warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Letter of Offer; or
ii. Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
iii. Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Draft 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.

Disclaimer Clause of NSE

As required, a copy of this Draft Letter of Offer has been submitted to National Stock Exchange of India Limited (hereinafter referred to as "**NSE**"). NSE through its approval dated [●] gave permission to the Issuer to use the Exchange's name in this Draft Letter of Offer as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this Draft Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer.

It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the Draft Letter of Offer has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Letter of Offer; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Designated Stock Exchange

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

Listing

Our Company will apply to BSE and NSE 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 Draft Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of this Draft Letter of Offer, Abridged Letter of Offer, Application Form, 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 this Draft 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 Draft Letter of Offer, 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 this Draft Letter of Offer, 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 Draft Letter of Offer has been filed with SEBI and the Stock Exchanges.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Draft 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 Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft 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 Draft 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 Draft 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 Draft 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 DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT 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, DRAFT 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 this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer, 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, (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 THIS DRAFT 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, THIS DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHERJURISDICTION AT ANY TIME.

Consents

Consents in writing of: our Directors, legal advisor, the Registrar to the Issue and the Bankers to the Issue/ Refund Bank to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

Our Company has received written consent dated April 27, 2021 from our Statutory Auditor, for inclusion of their report, dated April 15, 2021 on the Restated Financial Information in this Draft Letter of Offer and to include their name in this Draft Letter of Offer and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Tax Benefits dated April 27, 2021 in the form and context in which it appears in this Draft Letter of Offer. Such consent has not been withdrawn up to the date of this Draft Letter of Offer.

Expert Opinion

Our Company has received written consent dated April 27, 2021 from our Statutory Auditor to include their name as required in this Draft Letter of Offer and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to its examination report, dated April 15, 2021 on the Restated Financial Information and the Statement of Tax Benefits dated April 27, 2021 and such consent has not been withdrawn as of the date of this Draft Letter of Offer. The term 'expert' and consent thereof, does not represent an expert or consent within the meaning under the U.S. Securities Act.

Except for the abovementioned documents, provided by our Auditors, 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 Draft Letter of Offer. 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

Our Company does not have any subsidiaries or associate companies as on the date of this Draft Letter of Offer.

Stock Market Data of the Equity Shares

Our Equity Shares are listed on BSE and NSE. Our Equity Shares are traded on BSE and NSE. For details in connection with the stock market data of the Stock Exchanges, please refer to the chapter titled *"Market Price Information" beginning on page 160* of this Draft Letter of Offer.

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 has been filed with the Stock Exchanges and not with SEBI. However, the Draft Letter of Offer will be submitted with SEBI for information and dissemination and will 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. Alankit Assignments 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.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process or the R-WAP process may be addressed to the Registrar, with a copy to the SCSBs(in case of ASBA process), 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 Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), 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 (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process). For details on the ASBA process and R- WAP, see "*Terms of the Issue" beginning on page 172 of this Draft Letter of Offer.* The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Investor Grievances arising out of this Issue
Investors may contact the Registrar to the Issue at:

Registrar to the Issue
Alankit Assignments Limited
2E/21, Jhandewalan Extension,
New Delhi-110055
Telephone: 011 – 42541234/23541234
E-mail id: info@alankit.com, rta@alankit.com
Investor grievance e-mail id: vijayps1@alankit.com
Contact person: Mr. Vijay Pratap Singh
Website: www.alankit.com
SEBI registration number: INR000002532
Validity of Registration: Permanent

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.

Ms. Rashika Gupta, Company Secretary and Compliance Officer of our Company. Her contact details are set forth hereunder:
Vikas Apartments, G-1, 34/1 East
Punjabi Bagh New Delhi-110026, India
Telephone: +91 89294 06951
E-mail: cs@vikaslifecarelimited.com

SECTION VII: ISSUE INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders 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 and the Lead Manager are 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. The Eligible Equity Shareholders 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 Relaxation Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.

The Eligible Equity Shareholders are requested to note that application in this issue can only be made through ASBA or by R-WAP facility. Further, this R-WAP facility in addition to ASBA and the relaxation on applications to be made by physical shareholders, are onetime relaxations made available by SEBI in view of the COVID 2019 and shall not be a replacement of the existing process under the SEBI ICDR regulations. For guidance on the application process through R-WAP and resolution of difficulties faced by the Eligible Equity Shareholders, you are advised to read the frequently asked question (FAQ) on the website of the registrar at www.alankit.com.

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in 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 Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, 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 Exchanges 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, the SEBI Relaxation Circulars, 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 dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, 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.

Shareholders can access 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 Equity Shares under applicable laws) on the websites of:
(i) our Company at www.vikaslifecarelimited.com;
(ii) the Registrar at www.alankit.com;
(iii) the Lead Manager, *i.e.* www.markcorporateadvisors.com;
(iv) the Stock Exchanges at www.bseindia.com and www.nseindia.com; and
(v) the Registrar's web-based application platform at www.alankit.com ("**R-WAP**").

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, www.alankit.com) 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.vikaslifecarelimited.com).

Please note that neither our Company nor the Registrar nor the Lead Manager shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail 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 this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of 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 this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and 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 this 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 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, 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 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 Equity Shares or the Rights Entitlements, distribute or send 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 or the Lead Manager or their respective affiliates to any filing or registration requirement (other than in India). If 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 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 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 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 or the Lead Manager or their respective affiliates to make any filing or registration (other than in India).

II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident Shareholders in this Issue, in the event the Shareholders are not able to utilize the ASBA facility for making an Application despite their best efforts). Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this 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*" below.

Please note that one single Application Form shall be used by Shareholders 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 this Issue, as applicable. In case of Shareholders who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Shareholders will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Shareholders are required to submit a separate Application Form for each demat account.

Shareholders may apply for the 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.

Shareholders are also advised to ensure that the Application Form is correctly filled up stating therein:

(i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or
(ii) the requisite internet banking or UPI details (in case of Application through R-WAP, which is available only for resident Shareholders).

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) and R-WAP. Please note that incorrect depository account details or PAN or Application Forms without depository account details (except in case of Eligible Equity Shareholders who hold Equity Shares in physical form and are applying in this Issue in accordance with the SEBI Relaxation Circular through R-WAP) shall be treated as incomplete and shall be rejected. For details see "- *Grounds for Technical Rejection*" below. Our Company, the Lead Manager, 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, the Eligible Equity Shareholders may choose to accept the offer to participate in this 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 this 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*" below.

- ***Options available to the Eligible Equity Shareholders***

  The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

  If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

  (i) apply for its Equity Shares to the full extent of its Rights Entitlements; or
  (ii) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
  (iii) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or

(iv) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or

(v) renounce its Rights Entitlements in full.

- ***Making of an Application through the ASBA process***

An Shareholders, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this 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.

Shareholders 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 https://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 this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Manager, our Company, its directors, its 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.

Do's for Shareholders applying through ASBA:

(a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.

(b) 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.

(c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.

(d) 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.

(e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.

(f) 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.

(g) 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.

Don'ts for Shareholders applying through *ASBA:*

(a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or *vice versa*.

(b) Do not send your physical Application to the Lead Manager, the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), 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.

(c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.

(d) Do not submit Application Form using third party ASBA account.

- **Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process**

In accordance with the SEBI Relaxation Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at www.alankit.com), has been instituted for making an Application in this Issue by resident Shareholders. Further, R-WAP is only an additional option and not a replacement of the ASBA process and R-WAP facility should be utilized only in the event that Shareholders are not able to utilize the ASBA facility for making an Application despite their best efforts.

At the R-WAP, resident Shareholders can access and submit the online Application Form in electronic mode using the R-WAP. Resident Shareholders, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Shareholders should enable the internet banking or UPI facility of their respective bank accounts and such Shareholders should ensure that the respective bank accounts have sufficient funds.

Set out below is the procedure followed using the R-WAP:

(a) Prior to making an Application using the R-WAP facility, the Shareholders should enable the internet banking or UPI facility of their respective bank accounts and the Shareholders should ensure that the respective bank accounts have sufficient funds. If the funds available in the relevant bank account is less than the total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash payment mechanism in accordance with the SEBI Relaxation Circulars.

(b) Resident Shareholders should visit R-WAP (accessible at www.alankit.com) and fill the online Application Form available on R-WAP in electronic mode. Please ensure that you provide correct DP ID, Client ID, PAN and Folio number (for resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) along with all other details sought for while submitting the online Application Form.

(c) Non-resident Shareholders are not eligible to apply in this Issue through R-WAP.

(d) Shareholders should ensure that Application process is verified through the e-mail / phone / mobile number or other means as applicable. Post due verification, Shareholders can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Equity Shares to be applied for in the Issue. Please note that the Application Money will be determined based on number of Equity Shares applied for.

(e) Shareholders who are Renouncees should select the category of ‘Renouncee’ at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renouncees shall also be required to provide the required Application details, such as total number of Equity Shares applied for in the Issue.

(f) The Shareholders shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.

(g) Verification, if any, in respect of Application through Shareholders’ own bank account, shall be done through the latest beneficial position data of our Company containing Shareholders’s bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.

(h) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account “[●]” opened by our Company with the Escrow Collection Bank(s).

(i) For guidance on the Application process through R-WAP and resolution of difficulties faced by the Shareholders, the Shareholders are advised to carefully read the frequently asked questions, visit the online/ electronic dedicated Shareholders helpdesk (www.alankit.com.) or call helpline number 011-40450110.

PLEASE NOTE THAT ONLY RESIDENT SHAREHOLDERS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. OUR COMPANY, THE REGISTRAR AND THE LEAD MANAGER SHALL NOT BE RESPONSIBLE IF THE APPLICATION IS NOT SUCCESSFULLY SUBMITTED OR REJECTED DURING THE BASIS OF ALLOTMENT ON ACCOUNT OF FAILURE TO BE IN COMPLIANCE WITH THE SAME. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE “*RISK FACTORS”.*

Do’s *for Shareholders applying through R-WAP:*

(a) Ensure that the details of the correct bank account have been provided while making payment along with submission of the Application.

(b) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in the bank account through which payment is made using the R-WAP.

(c) Ensure that you make the payment towards your Application through your bank account only and not use any third-party bank account for making the payment.

(d) Ensure that you receive a confirmation e-mail or confirmation through other applicable means on successful transfer of funds.

(e) Ensure you have filled in correct details of PAN, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date), DP ID and Client ID, as applicable and all such other details as may be required.

(f) Ensure that you receive an acknowledgement from the R-WAP for your submission of the Application.

Don’ts for Shareholders applying through R-WAP:

(a) Do not apply from bank account of third parties.

(b) Do not apply if you are a non-resident Shareholders.

(c) Do not apply from non-resident account.

- **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 this Issue on plain paper in case of non-receipt of

Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or 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 this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. 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 or is a U.S. Person or in the United States.

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.

PLEASE NOTE THAT THE APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.

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:

(i) Name of our Company, being Vikas Lifecare Limited;
(ii) 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);
(iii) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
(iv) 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 this Issue
(v) Number of Equity Shares held as on Record Date;
(vi) Allotment option – only dematerialised form;
(vii) Number of Equity Shares entitled to;
(viii) Number of Equity Shares applied for within the Rights Entitlements;
(ix) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
(x) Total number of Equity Shares applied for;
(xi) Total amount paid at the rate of ₹ [●] per Equity Share;
(xii) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
(xiii) 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;
(xiv) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
(xv) 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
(xvi) All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulation S"), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that the Company, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

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 Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Shareholders. The plain paper Application format will be available on the website of the Registrar at www.alankit.com.

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders' 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 Rights Issue Circulars, the credit of Rights Entitlements and Allotment of 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 Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two 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 this 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 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" mentioned above.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed 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 Equity Shares while submitting the Application through ASBA process or using the R-WAP.

Application for Additional Equity Shares

Shareholders are eligible to apply for additional 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 Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional 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 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*" mentioned below.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Shareholders 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 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 the section "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"* mentioned above.

(d) Applications should be (i) 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, or (ii) filled on the R-WAP. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

(e) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar or the Lead Manager.

(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 Shareholders for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Shareholders.

(g) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Shareholders applying under this Issue should note that on the basis of name of the Shareholders, 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, Shareholders applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Shareholders including mailing of the letters intimating unblocking of bank account of the respective Shareholders and/or refund. The Demographic Details given by the Shareholders in the Application Form would not be used for any other purposes by the Registrar. Hence, Shareholders are advised to update their Demographic Details as provided to their Depository Participants. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Shareholders as per the e-mail 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 Equity Shares are not allotted to such Shareholders. Please note that any such delay shall be at the sole risk of the Shareholders and none of our Company, the SCSBs, Registrar or the Lead Manager shall be liable to compensate the Shareholders 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 Shareholders (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, Shareholders 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 Shareholders must sign the Application as per the specimen signature recorded with the SCSB.

(j) Shareholders should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Shareholders will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, the Lead Manager, SCSBs or the Registrar will not be liable for any such rejections.

(k) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. 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 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 this 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) Shareholders are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

(n) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(o) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(p) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

(q) Do not pay the Application Money in cash, by money order, pay order or postal order.

(r) Do not submit multiple Applications.

(s) No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any allotments made by relying on such approvals.

(t) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

- **Grounds for Technical Rejection**

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application does not match with the DP ID 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, the Lead Manager, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), 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 Shareholders 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 Shareholders 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 Shareholders, as applicable.

(n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand s.

(o) If an Shareholders 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 Shareholders 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 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 Shareholders 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) Applications under the R-WAP process are liable to be rejected on the following grounds (in addition to above applicable grounds including in relation to insufficient funds available in the opted bank account):

Applications by non-resident Shareholders.

(a) Payment from third party bank accounts.

- ***Multiple Applications***

In case where multiple Applications are made using same demat account, 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 Shareholders 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 supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement 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*" mentioned below.

In cases where Multiple Application Forms are submitted, including cases where (a) an Shareholders submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications on R-WAP as well as through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in "*Capital Structure - Intention and extent of participation by our Promoter*" mentioned above.

- ***Procedure for Applications by certain categories of Shareholders***

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its Shareholders group (which means multiple entities registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or Shareholders group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or Shareholders group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this 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 (iii) 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:

1. such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

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 this 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 this Issue. Other categories of AIFs are permitted to apply in this 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 or using R-WAP (available only for residents). Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any allotments made by relying on such approvals.

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 this 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 recently amended to state that all investments by entities incorporate 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 Shareholders**"), 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 Shareholders will also require prior approval of the Government of India and each Shareholders should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth 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 [●], [●][●], 2021, *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 Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, 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*" mentioned below.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, and (ii) the R-WAP facility will be available until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders 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 Shareholders who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted or sending the e-mail withdrawal request to [●] in case of Application through R-WAP facility. However, no Shareholders, whether applying through ASBA facility or R-WAP facility, may withdraw their Application post 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 and the R-WAP platform would generate an electronic acknowledgment to the Eligible Equity Shareholders upon submission of the Application.

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, in case of Applications through ASBA or refunded to the Shareholders in the same bank account through which Application Money was received, in case of an application using the R-WAP facility. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Shareholders within a period of 4 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 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.*, www.alankit.com) 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.vikaslifecarelimited.com).

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 [•]. 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 Exchanges 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 get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements the 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 Equity Shares offered under Rights Issue for subscribing to the 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 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.*www.alankit.com). 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 Rights Issue Circulars, the credit of Rights Entitlements and Allotment of 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, **[●]**") 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 Listing 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 Working Days prior to the Issue Closing Date, i.e., by [●], 2021 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 day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this 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 account is active to facilitate the aforementioned transfer.

IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

- ***Renouncees***

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well

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- ***Renunciation of Rights Entitlements***

This 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 favor 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 Exchanges 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 Exchanges (the "**On Market Renunciation**"); or (b) through an off-market transfer (the "**Off Market Renunciation**"), during the Renunciation Period. The Shareholders 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.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders 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 Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the

Issue Closing Date.

The Lead Manager and 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 Shareholders.

(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 Exchanges 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 Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [•] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges 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 Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from [●] to [●], 2021 (both days inclusive).

The Shareholders 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 [•] and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders 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 BSE and NSE under automatic order matching mechanism and on 'T+2 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 Exchanges 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 Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Shareholders 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 [•], 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 Shareholders 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.

V. MODE OF PAYMENT

All payments against the Application Forms shall be made only through (i) ASBA facility; or (ii) internet banking or UPI facility if applying through R-WAP. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking or UPI facility if applying through R-WAP.

In case of Application through the ASBA facility, the Shareholders 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 Shareholders'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 Shareholders 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, other than the bank account referred to in 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 this Issue.

Mode of payment for Resident Shareholders

All payments on the Application Forms shall be made only through ASBA facility or internet banking or UPI facility if applying through R-WAP. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Shareholders

As regards the Application by non-resident Shareholders, 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 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 Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the 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 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 Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares.

For details of mode of payment in case of Application through R-WAP, see "- *Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process*" mentioned above.

VI. BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The 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 mentioned above.

- **Fractional Entitlements**

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] ([●] Equity Shares for every [●] 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 Equity Shareholders is less than [●] Equity Shares or is not in the multiple of [●] Equity Shares, the fractional entitlements of such Eligible Equity 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 Equity Share if they apply for additional Equity Shares over and above their Rights Entitlements, if any, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds [●] Equity Shares, such Equity Shareholder will be entitled to [●] Equity Share and will also be given a preferential consideration for the Allotment of one additional Equity Share if such Eligible Equity Shareholder has applied for additional Equity Shares, over and above his/her Rights Entitlements, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have 'zero' entitlement for the Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the Allotment of one Equity Share, if such Eligible Equity Shareholders apply for additional Equity Shares, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

- **Ranking**

  The Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of 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 Listing 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 Exchanges and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and Allotted under this Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

- **Listing and trading of the Equity Shares to be issued pursuant to this Issue**

  Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the 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 letter bearing reference number [●] dated [●] and from the NSE through letter bearing reference number [●] dated [●]. Our Company will apply to the Stock Exchanges for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

  The existing Equity Shares are listed and traded on BSE (Scrip Code:542655) and NSE (Scrip Code: VIKASMCORP) under the ISIN: INE161L01027. The 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 Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the 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 Equity Shares issued pursuant to this 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 the Stock Exchanges, 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 the Stock Exchanges, rejecting the application for listing of the 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 this Issue by our Promoter and members of the Promoter Group**

  For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see "*Capital Structure - Intention and extent of participation by our Promoter*" mentioned above.

- **Rights of Holders of Equity Shares of our Company**

  Subject to applicable laws, Shareholders who have been Allotted Equity Shares pursuant to the

Issue shall have the following rights:

a. The right to receive dividend, if declared;
b. The right to receive surplus on liquidation;
c. The right to receive offers for rights shares and be allotted bonus shares, if announced;
d. The right to free transferability of Equity Shares;
e. The right to attend general meetings of our Company and exercise voting powers in accordance with law, unless prohibited / restricted by law and as disclosed in this Letter of Offer; and
f. Such other rights as may be available to a shareholder of a listed public company under the Companies Act,2013, the Memorandum of Association and the Articles of Association.

VII. GENERAL TERMS OF THE ISSUE

- **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 this 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 this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholders 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.

- **Notices**

In accordance with the SEBI ICDR Regulations and the SEBI Relaxation Circulars, 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 dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, 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.

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 and one **Hindi language national daily** newspaper with wide circulation being the **regional language of New Delhi, where our Registered Office is situated.**

This Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchanges for making the same available on their websites.

- **Offer to Non-Resident Eligible Equity Shareholders/Shareholders**

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (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 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 Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Shareholders 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 www.alankit.com. It will be the sole responsibility of the Shareholders 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 the Lead Manager 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 Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, the Lead Manager and the Stock Exchanges. 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 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 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 and the Lead Manager.

Please note that only resident Shareholders can submit an Application using the R-WAP.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("**OCBs**") have been derecognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholders being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at www.alankit.com.

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" AS MENTIONED ABOVE.

VIII. ISSUE SCHEDULE

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS	**[•]**
ISSUE OPENING DATE	**[•]**
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS #	**[•]**
ISSUE CLOSING DATE*	**[•]**
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	**[•]**
DATE OF ALLOTMENT (ON OR ABOUT)	**[•]**
DATE OF CREDIT (ON OR ABOUT)	**[•]**
DATE OF LISTING (ON OR ABOUT)	**[•]**

 # 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 Renouncees on or prior to the Issue Closing Date.

** Our Board or a duly authorized committee thereof 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.*

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.*, **[•]** , 2021 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.*, **[•]** , 2021.

IX. BASIS OF ALLOTMENT

Subject to the provisions contained in 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 Equity Shares in the following order of priority:

a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.

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 Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of 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 Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional 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 Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this 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 Shareholders who have been allocated Equity Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this 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.

For Applications through R-WAP, instruction will be sent to Escrow Collection Bank(s) with list of Allottees and corresponding amount to be transferred to the Allotment Account(s). Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank(s) to refund such Applicants.

X. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations (including in respect of Applications made through R-WAP facility) 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 (including in respect of Applications made through R-WAP facility) 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 (including in respect of Applications made through R-WAP facility) 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 4 days from the Issue Closing Date. 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 4 days' 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 an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In case of Applications through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Shareholders should ensure that such bank accounts remain valid and active.

In the case of non-resident Shareholders who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking 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 Equity Shares in the Issue and is allotted a lesser number of 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**

  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. Please note that payment of refund in case of Applications made through R-WAP, shall be through modes under (b) to (g) below.

  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 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 Shareholders' 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 Shareholders 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 Shareholders through this method.

d) **Direct Credit** – Shareholders having bank accounts with the Banker(s) 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 Shareholders have the option to receive refund through RTGS. Such eligible Shareholders 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(s) for the same would be borne by our Company. Charges, if any, levied by the Shareholders's bank receiving the credit would be borne by the Shareholders.

f) For all other Shareholders, 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 s drawn in favour of the sole/first Shareholders and payable at par.

g) Credit of refunds to Shareholders in any other electronic manner, permissible by SEBI from time to time.

- ***Refund payment to non-residents***

In case of Application through R-WAP, refunds, if any, will be made to the same bank account from which Application Money was received. Therefore, the Shareholders should ensure that such bank accounts remain valid and active.

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

- **Receipt of the Equity Shares in Dematerialized Form**

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.

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS 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 SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement dated May 28, 2010 with NSDL and an agreement dated [●] with CDSL which enables the Shareholders 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.

SHAREHOLDERS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized 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 Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders 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 Shareholders 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 Shareholders's depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholders's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
5. The 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 IEPF authority/ in suspense, *etc*.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

XIII. IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or 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 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 R.s. 0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than R.s. 0.1 crore or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to R.s. 0.5 crore or with both.

XIV. UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

A. All monies received out of this Issue shall be transferred to a separate bank account;

B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

C. Details of all unutilized monies out of this Issue referred to under (A) above, 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.

XV. UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.

2. All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges where the Equity Shares are to be listed will be taken by our Board within seven Working Days of finalization of Basis of Allotment.

3. The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.

4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Shareholders within 4 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.

5. In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.

6. Adequate arrangements shall be made to collect all ASBA Applications and record all Applications made under the R-WAP process.

7. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

XVI. SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1) 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 this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.

2) All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID 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 "**[•]**" on the envelope and postmarked in India or in the e-mail) to the Registrar at the following address:

Alankit Assignments Limited
2E/21, Jhandewalan Extension,
New Delhi-110055
Telephone: 011 - 42541234,23541234
E-mail id: info@alankit.com, rta@alankit.com
Shareholders grievance e-mail id: vijayps1@alankit.com
Contact person: Mr. Vijay Pratap Singh
Website: www.alankit.com
SEBI registration number: INR000002532

3) In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders will be available on the website of the Registrar www.alankit.com. Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 011-40450110.

4) The Shareholders can visit following links for the below-mentioned purposes:
   a) Frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: www.alankit.com
   b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.alankit.com
   c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.alankit.com
   d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: www.alankit.com

This Issue will remain open for a minimum 15 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 days from the Issue Opening Date (inclusive of the Issue Closing Date).

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 2020 ("**FDI Circular 2020**"), which, with effect from October 15, 2020, 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 October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 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, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non- resident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Managers and our Company will not be responsible for any allotments made by relying on such approvals.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("**OCBs**") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft 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.

SECTION IX – STATUTORY AND OTHER INFORMATION

Please note that the Rights Equity Shares applied for under this 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 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 where the credit of the Rights Entitlements returned/reversed/failed.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following are the copies of contracts which have been entered or are otherwise proposed to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Letter of Offer) which are or may be deemed material. Copies of the documents for inspection referred to hereunder, would be available on the website of the Company at www.vikaslifecarelimited.com from the date of this Draft Letter of Offer until the Issue Closing Date.

I. Material Contracts for the Issue

i. Memorandum of Understanding dated April 27, 2021 between our Company and Mark Corporate Advisors Private Limited, Lead Manager to the Issue;
ii. Registrar Agreement dated [●] entered into amongst our Company and the Registrar to the Issue;
iii. Escrow Agreement dated [●] amongst our Company, the Registrar to the Issue and the Bankers to the Issue/ Refund Bank.

II. 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 three years.
iii. Certificate of incorporation dated November 9, 1995.
iv. Certificate of incorporation dated May 29, 2001 issued post change of name from Akshatha Management Consultants Private Limited to Akshatha Service Private Limited.
v. Certificate of incorporation dated December 29, 2008 issued post change of name from Akshatha Service Private Limited to Moonlite Technochem Private Limited.
vi. Certificate of incorporation dated November 1, 2016 issued post conversion of our Company to a public company.
vii. Certificate of incorporation dated January 24, 2017 issued post change of name from Moonlite Technochem Limited to Vikas Multicorp Limited.
viii. Certificate of incorporation dated January 24, 2017 issued post change of name from Vikas Multicorp Limited to Vikas Lifecare Limited.
ix. Order copy dated October 31, 2018 of the National Company Law Tribunal, Principal Bench, New Delhi dated March October 31, 2018 approving the Scheme of Arrangement.
x. Information Memorandum for listing of 66,34,95,495 Equity Shares of the Company dated May 01, 2019.
xi. Resolution of the Board of Directors dated February 6, 2021 in relation to the Issue.
xii. Resolution of the Rights Issue Committee dated April 30, 2021 approving and adopting this Draft Letter of Offer
xiii. The examination report of our Statutory Auditors on our Restated Financial Statements included in this Draft Letter of Offer.
xiv. Consent of our Directors, Company Secretary and Compliance Officer, Statutory Auditor, Lead Manager, Legal Advisor, the Registrar to the Issue, Banker to the Issue/ Refund Bank for inclusion of their names in the Draft Letter of Offer in their respective capacities.
xv. Statement of Tax Benefits dated April 27, 2021 from the Statutory Auditor included in this Draft Letter of Offer.
xvi. Tripartite Agreement between our Company, Depository and the Registrar to the Issue.
xvii. In-principle listing approvals dated [●], 2021 and [●], 2021 from the BSE and the NSE, respectively.

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 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Draft Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Vivek Garg
(Executive Managing Director)

Sd/-

Vikas Garg
(Non-Executive - Non-Independent Director)

Sd/-

Richa Sharma
(Non-Executive - Independent Director, Chairperson)

Sd/-

Meena Bansal
(Non-Executive - Independent Director)

Sd/-

Pankaj Kumar Gupta
(Independent Director)

Sd/-

Vijay Kumar Sharma
(Chief Executive Officer – Executive Director)

SIGNED BY THE CHIEF FINANCIAL OFFICER & COMPANY SECRETARY OF OUR COMPANY:

Sd/-

Chandan Kumar
(Chief Financial Officer)

Sd/-

Rashika Gupta
(Company Secretary and Compliance Officer)

Date: April 30, 2021
Place: Delhi