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DRAFT RED HERRING PROSPECTUS
Dated: August 31, 2023
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read Section 32 of the Companies Act, 2013
100% Book Built Issue

ARKADE
The future is now

ARKADE DEVELOPERS LIMITED
Corporate Identification Number: **U45200MH1986PLC039813**

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
Arkade House, Opp. Bhoomi Arkade, Near Children's Academy, A S Marg, Ashok Nagar, Kandivali (East), Mumbai - 400101, Maharashtra, India.	Sheetal Haresh Solani, Company Secretary and Compliance Officer	**Email:** cs@arkade.in **Tel:** +91 (22) 28874742	www.arkade.in

OUR PROMOTER: AMIT MANGILAL JAIN

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs
Fresh Issue	Up to [●] Equity Shares aggregating up to ₹ 4,300.00 million.	Not Applicable	Up to [●] Equity Shares, aggregating up to ₹ 4,300.00 million	The Issue is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For further details, see '*Other Regulatory and Statutory Disclosures - Eligibility for the Issue'* on page 394. For details in relation to share reservation amongst QIBs, NIIs, RIIs and Eligible Employees, see '*Issue Structure*' on page 409.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Share is ₹ 10 each. The Floor Price, the Cap Price and the Issue Price as determined and justified by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, and as stated under '*Basis for the Issue Price*' on page 104 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to '*Risk Factors*' on page 28.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the BSE Limited and the National Stock Exchange of India Limited. For the purposes of the Issue, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER

NAME AND LOGO OF THE BOOK RUNNING LEAD MANAGER		CONTACT PERSON	E-MAIL AND TELEPHONE
UNISTONE	Unistone Capital Private Limited	Brijesh Parekh	**E-mail**: mb@unistonecapital.com **Tel**: +91- 9820057533

REGISTRAR TO THE ISSUE

NAME AND LOGO OF THE REGISTRAR		CONTACT PERSON	E-MAIL AND TELEPHONE
Bigshare Services Pvt. Ltd.	Bigshare Services Private Limited	Jibu John	**E-mail**: ipo@bigshareonline.com **Tel**: +91-22-62638200

BID/ISSUE PERIOD

ANCHOR INVESTOR BIDDING DATE*	[●]	BID/ISSUE OPENS ON*	[●]	BID/ISSUE CLOSES ON**	[●]

** Our Company, in consultation with the BRLM, may consider participation by the Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 Working Day prior to the Bid/Issue Opening Date.*

*** Our Company, in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs 1 Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement (as defined hereinafter) aggregating up to ₹ 200.00 million. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

ARKADE DEVELOPERS LIMITED

Our Company was originally incorporated as 'Arkade Developers Private Limited', at Mumbai as a private limited company under the Companies Act, 1956 and received a certificate of incorporation issued by the RoC, on May 13, 1986. Thereafter, our Company was converted into a public limited company, pursuant to a special resolution passed by our Shareholders on June 5, 2023, and the name of our Company was changed to its present name pursuant to a fresh certificate of incorporation issued by the RoC on July 7, 2023. For further details in relation to changes in the Registered Office of our Company, see 'History and Certain Corporate Matters' on page 226.

Corporate Identification Number: U45200MH1986PLC039813

Registered and Corporate Office: Arkade House, Opp. Bhoomi Arkade, Near Children's Academy, A S Marg, Ashok Nagar, Kandivali (East), Mumbai - 400101, Maharashtra, India.

Contact Person: Sheetal Haresh Solani, Company Secretary and Compliance Officer; **Email:** cs@arkade.in**; Tel:** +91 (22) 28874742; and **Website**: www.arkade.in

OUR PROMOTER: AMIT MANGILAL JAIN

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (EQUITY SHARES) OF ARKADE DEVELOPERS LIMITED (COMPANY) FOR CASH AT A PRICE OF [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE) (ISSUE PRICE) AGGREGATING UP TO ₹ 4,300.00 MILLION (ISSUE) THE ISSUE SHALL CONSTITUTE [●]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLM, MAY CONSIDER A PRE-IPO PLACEMENT AGGREGATING UP TO ₹ 200.00 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT SHALL BE UNDERTAKEN AT THE DISCRETION OF OUR COMPANY AND THE PRICE OF THE EQUITY SHARES ALLOTTED PURSUANT TO THE PRE-IPO PLACEMENT SHALL BE DETERMINED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE ISSUE COMPLYING WITH THE MINIMUM ISSUE SIZE REQUIREMENTS PRESCRIBED UNDER REGULATION 19(2)(b) OF THE SCRR. THE PRE-IPO PLACEMENT SHALL NOT EXCEED 20% OF THE SIZE OF THE ISSUE. THE ISSUE INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING [●]% OF OUR POST-ISSUE EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (EMPLOYEE RESERVATION PORTION). OUR COMPANY MAY, IN CONSULTATION WITH THE BRLM, OFFER A DISCOUNT OF UP TO [●]% OF THE ISSUE PRICE (EQUIVALENT OF ₹ [●] PER EQUITY SHARE) TO THE ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION (EMPLOYEE DISCOUNT), SUBJECT TO NECESSARY APPROVALS AS MAY BE REQUIRED. THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE NET ISSUE. THE ISSUE AND THE NET ISSUE SHALL CONSTITUTE [●]% AND [●]% OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, EMPLOYEE DISCOUNT, IF ANY, AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER (BRLM) AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION, ALL EDITIONS OF [●], A HINDI LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION, AND ALL EDITIONS OF [●], A MARATHI DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED) , AT LEAST 2 WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (BSE) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE, AND TOGETHER WITH THE BSE, THE STOCK EXCHANGES) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (SEBI ICDR REGULATIONS).

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least 3 additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar circumstances, our Company may, in consultation with BRLM for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of 3 Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLM and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Issue is being made in terms of Rule 19(2)(b) of the Securities Contacts (Regulation) Rules, 1957 (**SCRR**), read with Regulation 31 of the SEBI ICDR Regulations. The Issue is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations, through the Book Building Process wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (**QIBs**) (such portion referred to as **QIB Portion**), provided that our Company, in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (**Anchor Investor Portion**), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors (**Anchor Investor Allocation Price**), in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily use the Application Supported by Blocked Amount (**ASBA**) process providing details of their respective ASBA accounts, and UPI ID in case of UPI Bidders, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as applicable, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For further details, see '*Issue Procedure*' on page 415.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10. The Floor Price, the Cap Price and the Issue Price as determined and justified by our Company, in consultation with the BRLM, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, and as stated under '*Basis for the Issue Price'* on page 104 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to '*Risk Factors*' on page 28.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Issue, [●] is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Issue Closing Date, see *'Material Contracts and Documents for Inspection'* on page 461.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
UNISTONE	Bigshare Services Pvt. Ltd.
Unistone Capital Private Limited A/305, Dynasty Business Park Andheri Kurla Road, Andheri East, Mumbai 400 059, Maharashtra, India. **Tel:** +91- 9820057533 **E-mail:** mb@unistonecapital.com **Website:** www.unistonecapital.com **Investor grievance e-mail:** compliance@unistonecapital.com **Contact person:** Brijesh Parekh	**Bigshare Services Private Limited** Office No. S6 -2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai - 400093, Maharashtra, India **Tel:** +91-22-62638200 **E-mail:** ipo@bigshareonline.com **Website:** www.bigshareonline.com **Investor grievance e-mail:** investor@bigshareonline.com **Contact Person:** Jibu John.

SEBI Registration Number: INM000012449	**SEBI Registration Number:** INR000001385

BID/ISSUE PROGRAMME					
ANCHOR INVESTOR BIDDING DATE*	[●]	**BID/ISSUE OPENS ON***	[●]	**BID/ISSUE CLOSES ON**^**	[●]

** Our Company, in consultation with the BRLM, may consider participation by the Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 Working Day prior to the Bid/Issue Opening Date.*

*** Our Company, in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs 1 Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

CONTENTS

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or requires, or unless otherwise specified, shall have the meaning as provided below. References to any statutes, regulations, rules, guidelines or policies shall be to such act, regulation, rule, guideline or policy as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the same meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms used in 'Description of Equity Shares and Main Provisions of the Articles of Association', 'Statement of Special Tax Benefits', 'Basis for the Issue Price', 'Industry Overview', 'Key Regulations and Policies', 'Financial Information', 'Outstanding Litigation and Other Material Developments', 'Restriction on Foreign Ownership of Indian Securities' and 'Issue Procedure' on pages 436, 113, 104, 118, 218, 261 , 374, 434 and 415, respectively, shall have the meaning ascribed to such terms in the relevant section.

General terms

Term	Description
'our Company', 'Company' or 'Issuer'	Arkade Developers Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered Office at Arkade House, Opp. Bhoomi Arkade, Near Children's Academy, A S Marg, Ashok Nagar, Kandivali (East), Mumbai 400101, Maharashtra, India.
'we', 'us', or 'our'	Unless the context otherwise indicates or implies or refers to our Company together with our Subsidiaries, on a consolidated basis.

Company related terms

Term	Description
AoA/Articles of Association or Articles	Articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in '*Our Management - Committees of Our Board*' on page 240.
Auditors/Statutory Auditors	The statutory auditors of our Company, namely, M/s Mittal and Associates, Chartered Accountants.
Board or Board of Directors	The board of directors of our Company or a duly constituted committee thereof. For further details, see *'Our Management'* on page 232.
Chief Financial Officer or CFO	The Chief Financial Officer of our Company, namely, Samshet B Shetye. For further details, see '*Our Management - Key Managerial Personnel and Senior Management'* on page 253.
Company Secretary and Compliance Officer	Sheetal Haresh Solani, the company secretary and compliance officer of our Company. For further details, see '*Our Management - Key Managerial Personnel and Senior Management'* on page 253.
Corporate Social Responsibility Committee / CSR Committee	The corporate social responsibility committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and as described in '*Our Management - Committees of Our Board'* on page 240.
Director(s)	The director(s) on the Board of our Company, as appointed from time to time. For further details, see *'Our Management'* on page 232.
Equity Shares	Equity shares of our Company of face value of ₹ 10 each.
ESOP Plan	Our Company's employees stock option plan, namely, Arkade Developers – Employees Stock Option Scheme, 2023. For further details, see *'Capital Structure - Employee Stock Option Plan'* on page 90.

Term	Description
Executive Director(s)	Executive directors of our Company, namely Amit Mangilal Jain, Sandeep Ummedmal Jain and Arpit Vikram Jain. For further details, see *'Our Management'* on page 232.
Independent Director(s)	Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations, namely, Hiren Mohanlal Tanna, Neha Huddar and Chaitya Ajay Mehta. For details of the Independent Directors, see '*Our Management*' on page 232.
IPO Committee	The IPO Committee of our Company, constituted to facilitate the process of the Issue, and as described in '*Our Management – Committees of Our Board*' on page 240.
Key Managerial Personnel	Key managerial personnel of our Company in accordance with Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act and as disclosed in '*Our Management - Key Managerial Personnel and Senior Management'* on page 253.
Key Performance Indicators/ KPIs	Key financial and operational performance indicators of our Company, as included in '*Basis for the Issue Price*', '*Our Business - Key Performance Indicators*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations-– Discussion of our Key Performance Indicators*' on pages 104, 202 and 344, respectively.
Managing Director and Chairman	The managing director and chairman of our Company, namely, Amit Mangilal Jain. For further details, see *'Our Management'* on page 232.
Materiality Policy	The policy adopted by our Board pursuant to the resolution passed by its meeting dated August 1, 2023 for identification of: (a) material outstanding litigation; (b) group companies; and (c) material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations and for the purpose of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.
Memorandum of Association or MoA	The memorandum of association of our Company, as amended.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in '*Our Management - Committees of Our Board'* on page 240.
Non-Executive Director(s)	Non-executive directors are the Independent Directors of our Company, namely, Hiren Mohanlal Tanna, Neha Huddar and Chaitya Ajay Mehta. For further details, see '*Our Management'* on page 232.
Promoter	Amit Mangilal Jain.
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in '*Our Promoter and Promoter Group'* on page 256.
Registrar of Companies or RoC	Registrar of Companies, Maharashtra at Mumbai.
Registered Office and Corporate Office	The registered office and corporate office of our Company situated at Arkade House, Opp. Bhoomi Arkade, Near Children's Academy, A S Marg, Ashok Nagar, Kandivali (East), Mumbai 400101, Maharashtra, India.
Restated Consolidated Financial Information	The restated consolidated financial information of our Company, its Subsidiaries and its Associates which comprise the restated consolidated statement of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the restated consolidated statement of profit and loss, the restated consolidated statement of cash flows, the restated consolidated statement of changes in equity and the basis of preparation and significant accounting policies for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 and the notes to restated consolidated financial information as approved by our Board and prepared in terms of the Section 26 of the Companies Act, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised January, 2019) issued by the Institute of Chartered Accountants of India, each as amended.
Risk Management Committee	The risk management committee of our Company, constituted in accordance with the applicable provisions of the SEBI Listing Regulations and as described in '*Our Management - Committees of Our Board'* on page 240.

Term	Description
Senior Management	Senior management of our Company in accordance with Regulation 2(1) (bbbb) of the SEBI ICDR Regulations and as disclosed in '*Our Management - Key Managerial Personnel and Senior Management'* on page 253.
Shareholder(s)	Shareholder(s) holding Equity Shares of our Company, from time to time.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations, and as described in '*Our Management - Committees of Our Board'* on page 240.
Subsidiaries	Subsidiaries of our Company i.e., Arkade Realty and Arkade Paradigm, as set out in '*Our Subsidiaries*' on page 230.
Whole-Time Directors	The whole-time directors of our Company, namely, Sandeep Ummedmal Jain and Arpit Vikram Jain. For further details, see '*Our Management*' on page 232.

Issue Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allot, Allotment or Allotted	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Issue.
Allotment Advice	A note or advice or intimation of Allotment sent to all the successful Bidders who have Bid in the Issue after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anarock	Anarock Property Consultants Private Limited.
Anarock Report	Industry report titled '*Real Estate Industry Report*' dated August 2023 prepared and issued by Anarock, appointed by us pursuant to service agreement dated June 6, 2023, and exclusively commissioned and paid for by us in connection with the Issue. The Anarock Report shall be available on the website of our Company at https://arkade.in/investor-relations/ from the date of the Red Herring Prospectus till the Bid/Issue Closing Date.
Anchor Investor	A QIB, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus which has bid for an amount of at least ₹ 100.00 million.
Anchor Investor Allocation Price	The price at which the Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which will be decided by our Company, in consultation with the BRLM, during the Anchor Investor Bidding Date.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date	The day, being 1 Working Day prior to the Bid/Issue Opening Date, on which Bids by the Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the BRLM.
Anchor Investor Pay-In Date	With respect to the Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, a date not later than 2 Working Days after the Bid/ Issue Closing Date.
ASBA Bidders	All Bidders except Anchor Investor(s).
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.

Term	Description
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLM, to the Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Form(s)	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Banker(s) to the Issue	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Sponsor Bank and the Public Issue Account Bank(s), as the case may be.
Basis of Allotment	The Basis on which the Equity Shares will be Allotted to successful Bidders under the Issue and which is described in '*Issue Structure*' on page 409.
Bid	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application form. The term 'Bidding' shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case may be, upon submission of the Bid. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut Off Price and the Bid Amount shall be Cap Price (net of the Employee Discount), multiplied by the number of Equity Shares Bid for such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million (net of the Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of the Employee Discount). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of the Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of the Employee Discount).
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.

Term	Description
Bidding Centres	The centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●], an English language national daily with wide circulation, all editions of [●], a Hindi language national daily with wide circulation and a Marathi language daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located). In case of any revisions, the extended Issue Closing Date shall also be notified on the websites and terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in the same newspapers in which the Bid/Issue Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●] which shall be published in all editions of [●], an English language national daily with wide circulation, all editions of [●], a Hindi language national daily with wide circulation and a Marathi language daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located).
Bid/Issue Period	Except in relation to the Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations. Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for the QIBs1 Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. The Bid/Issue Period will comprise Working Days only.
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
Book Running Lead Manager or BRLM	The book running lead manager to the Issue, namely, Unistone Capital Private Limited.
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to the Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, including any revisions thereof, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted. Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	The agreement dated [●] to be entered into amongst our Company, the Registrar to the Issue, the BRLM, the Syndicate Members and the Banker(s) to the Issue for the appointment of the Sponsor Bank(s) in accordance with the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable),, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.

Term	Description
Client ID	Client identification number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant(s)/CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), as per the list available on the websites of BSE and NSE, as updated from time to time.
Collecting Registrar and Share Transfer Agents/CRTAs	Registrar and share transfer agents registered with the SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the UPI Circulars.
Cut-off Price	Issue Price, finalised by our Company, in consultation with the BRLM which shall be any price within the Price Band. Only Retail Individual Bidder and the Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details and UPI ID, where applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Issue Account(s) or the Refund Account(s), as the case may be, and instructions are given to the SCSBs (in case of UPI Bidders using UPI Mechanism, instructions through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus following which Equity Shares will be Allotted in the Issue to the successful Bidders.
Designated Intermediaries	In relation to ASBA Forms submitted by (i) RIBs, (ii) Non-Institutional Bidders with an application size of up to ₹ 0.50 million (not using the UPI mechanism) and the Eligible Employees Bidding in the Employee Reservation Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/agents, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTA.
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated SCSB Branches	Such branches of the SCSBs, which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated August 31, 2023 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue including any addenda or corrigenda thereto.

Term	Description
Eligible Employees	A permanent employee of our Company and / or our Subsidiaries working in India or out of India (excluding such employees who are not eligible to invest in the Issue under applicable laws), as on the date of filing of this Draft Red Herring Prospectus with SEBI and who continue to be a permanent employee of our Company and / or our Subsidiaries until the submission of the Bid cum Application Form; or a director of our Company and / or Subsidiaries, whether whole-time or not, as on the date of the filing of this Draft Red Herring Prospectus with SEBI and who continue to be a permanent employee of our Company or Subsidiaries, until the submission of the Bid cum Application Form, but excludes: (a) an employee who is our Promoter or the member of our Promoter Group; (b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of outstanding Equity Shares of our Company; and (c) our Independent Directors. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million (net of the Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million (net of the Employee Discount). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of the Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of the Employee Discount).
Eligible FPIs	FPIs that are eligible to participate in this Issue in terms of applicable laws.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares.
Employee Discount	Our Company may, in consultation with the BRLM, offer a discount of up to [●]% of the Issue Price (equivalent of ₹ [●] per Equity Share) to the Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least 2 Working Days prior to the Bid / Issue Opening Date.
Employee Reservation Portion	The portion of the Issue being up to [●] Equity Shares aggregating up to ₹ [●] million, available for allocation to Eligible Employees, on a proportionate basis. Such portion constitutes [●]% of the post-Issue Equity Share capital of our Company.
Escrow Account(s)	Non-lien and non-interest-bearing accounts to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	Bank(s) which are clearing members and registered with SEBI as banker(s) to an issue, under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account(s) in relation to the Issue for Bids by Anchor Investors, will be opened, in this case being [●].
First Bidder / Sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and modified and updated pursuant to the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM.
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot, subject to valid Bids being received at or above the Issue Price.
Monitoring Agency	[●].

Term	Description
Monitoring Agency Agreement	The agreement dated [●] to be entered into between our Company and the Monitoring Agency prior to filing of the Red Herring Prospectus.
Mutual Fund Portion	5% of the Net QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Issue	The Issue less the Employee Reservation Portion. The unsubscribed portion, if any, in the Employee Reservation Portion after allocation up to ₹ 0.50 million (net of Employee Discount) shall be added to the Net Issue.
Net Proceeds	Proceeds of the Issue less the Issue related expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see '*Objects of the Issue*' on page 91.
Net QIB Portion	QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Bidders/ NIBs	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue consisting of [●] Equity Shares which shall be made available for allocation to Non-Institutional Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price, out of which (i) one third shall be reserved for NIBs with application size exceeding ₹ 0.20 million up to ₹ 1.00 million; and (ii) two-thirds shall be reserved for NIBs with application size exceeding ₹ 1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Bidders.
Non-Resident	Person resident outside India, as defined under FEMA and includes NRIs, FVCIs, VCFs, and FPIs.
Issue	The initial public offer of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each, aggregating up to ₹ 4,300 million. The Issue comprises the Net Issue and the Employee Reservation Portion. The unsubscribed portion, if any, in the Employee Reservation Portion after allocation up to ₹ 0.50 million (net of Employee Discount) shall be added to the Net Issue. Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.
Issue Agreement	The agreement dated August 31, 2023 amongst our Company and the BRLM, pursuant to which certain arrangements have been agreed to in relation to the Issue.

Term	Description
Issue Price	The final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price which will be decided by our Company, in consultation with the BRLM in terms of the Red Herring Prospectus and the Prospectus. The Issue Price will be determined by our Company in consultation with the BRLM on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus. A discount of up to [●]% on the Issue Price (equivalent of ₹ [●] per Equity Share) may be offered to the Eligible Employees Bidding in the Employee Reservation Portion. This Employee Discount, if any, will be decided by our Company, in consultation with the BRLM.
Issue Proceeds	The proceeds of the Issue shall be available to our Company.
Pre-IPO Placement	Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (**Floor Price**) and the maximum price of ₹ [●] per Equity Share (**Cap Price**) including any revisions thereof. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company in consultation with the BRLM, and will be advertised in all editions of [●], an English language national daily with wide circulation and all editions of [●], a Hindi language national daily with wide circulation and a Marathi language daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), at least 2 Working Days prior to the Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. Provided that the Cap Price shall be the minimum 105% of the Floor Price and shall not exceed than 120% of the Floor Price.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalise the Issue Price.
Prospectus	The prospectus to be filed with the RoC for this Issue in accordance with the provisions of Section 26 of the Companies Act and the SEBI ICDR Regulations containing, *inter alia*, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account(s)	Bank account(s) to be opened with the Public Issue Account Bank(s) under Section 40(3) of the Companies Act, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date.
Public Issue Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, with which the Public Issue Account(s) shall be opened, being [●].
QIB Category/QIB Portion	The portion of the Issue (including the Anchor Investor Portion) being not more than 50% of the Issue consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
Qualified Institutional Buyers/QIBs/QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIB who Bids in the Issue.

Term	Description
Red Herring Prospectus or RHP	Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Issue Price and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least 3 Working Days before the Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investor(s) shall be made.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●].
Registered Brokers	Stockbrokers registered under SEBI (Stockbrokers and Sub-Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLM and the Syndicate Members and eligible to procure Bids in terms of Circular no. CIR/ CFD/ 14/ 2012 dated October 4, 2012, issued by SEBI.
Registrar Agreement	The agreement dated August 31, 2023 amongst our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable),
Registrar to the Issue or Registrar	Bigshare Services Private Limited
Retail Individual Bidders/ Retail Individual Investors/RIBs/RIIs	Individual Bidders who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not less than 35% of the Issue comprising of [●] Equity Shares, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and the Eligible Employee Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date.
Self-Certified Syndicate Bank(s)/SCSB(s)	The banks registered with the SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other websites and updated from time to time.
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIBs, only ASBA Forms with UPI.
Sponsor Bank(s)	The Bankers to the Issue registered with SEBI appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI Mandate Requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●].
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate or the members of the Syndicate	Together, the BRLM and the Syndicate Members.
Syndicate Agreement	The agreement to be entered into among our Company, the Registrar to the Issue, the BRLM and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate.

Term	Description
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations.
Underwriters	[●].
Underwriting Agreement	The agreement dated [●] between the Underwriters and our Company to be entered into either prior to the filing of the Red Herring Prospectus with the RoC or after the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC.
UPI	Unified Payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidder(s)	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Eligible Employees Bidding in the Employee Reservation Portion and (iii) Non-Institutional Bidders with an application size of more than ₹ 0.20 million and up to ₹ 0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) along with the Circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the Circular issued by the BSE Limited having reference no. 20220803- 40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of a SMS directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism that may be used by UPI Bidder to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower as defined in Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid /Issue Period, 'Working Day' shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid / Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

Technical / industry related terms

Term	Description
Anarock Report	Real Estate Industry Report dated August 2023 prepared by Anarock Property Consultants Private Limited
APF	Approved Project Financial

Term	Description
Average PCT	Average Project Completion time frame which is the period between receiving possession of the land to delivery of the possession to the first customer
CC	Commencement Certificate
CRM	Customer Relationship Management
CHSL	Co-operative Housing Society Limited
Completed Projects	The completed Projects of our Group that have been completed in accordance with the approved business plan of the Project and the occupancy certificates have been received from the competent authority for significant majority of units with respect to towers or buildings in the Project and the process of handover of such units has been completed, namely, Project Green Avenue 1, Project Green Avenue 2, Project Park Side, Project Harmony, Project Casa Bella, Project Arkade Bhoomi Heights, Project Bhoomi Arkade Building 1, Project Bhoomi Arkade Building 2, Project Shubh Industrial Estate, Project Shubh Innov8, Project Wallace Fortuna, Project Fortuna, Project White Lotus, Project Arkade Art Phase I (Building 2 and 3) and Project Arkade Art Phase II (Building 1 and 4), Project Acropolis, Project Vineet CHSL, Project Om Khushal CHSL, Project New Bharat Villa CHSL, Project Jayshree, Project Gangadhar Nagar, Project Mahant, Project Jeevan Sarita, Project Arkade Adornia, Project Arkade Earth, Project Arkade Rise, Project Arkade Serene, and Project Darshan.
FSI	Floor Space Index
GFC	Good for Construction
IOD	Intimation of Disapproval
MAHARERA	Maharashtra Real Estate Regulatory Authority
MCGM	Municipal Corporation of Greater Mumbai
MEP	Mechanical, Electrical and Plumbing
MMR	Mumbai Metropolitan Region
New Projects	Development/construction of residential premises on land acquired by our Company
Ongoing Projects	The ongoing Projects of our Company, namely, Project Arkade Crown, Borivali West; Project Arkade Aspire, Goregaon East; Project Arkade Aura, Santacruz; Project Arkade Nest, Mulund West; Project Arkade Prime, Andheri East.
Projects	The real estate development and re-development projects of our Company which comprise Completed Projects and Ongoing Projects, and to the extent relevant and applicable, the upcoming projects.
RCC Work	Reinforced Cement Concrete
RERA	The Real Estate (Regulation and Development) Act, 2016
Redevelopment Projects	Redevelopment of existing premises
Upcoming Projects	The upcoming projects of our Company, namely, Deep Shikhar C Wing CHSL, Malad West and Prachi CHSL, Vile Parle East.

Conventional and general terms and abbreviations

Term	Description
₹/Rs./Rupees/INR	Indian Rupees
₹ million	Indian Rupee million
A/c	Account
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS or Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
Banking Regulation Act	The Banking Regulation Act, 1949
‘Bn’ or ‘bn’	Billion
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I FPI(s)	FPIs who are registered as ‘Category I foreign portfolio investors’ under the SEBI FPI Regulations
Category II FPI(s)	FPIs who are registered as ‘Category II foreign portfolio investors’ under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited

Term	Description
Companies Act, 1956	*Erstwhile* Companies Act, 1956 along with the relevant rules made thereunder
Companies Act/ Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
COVID-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020 by the World Health Organisation
CSR	Corporate social responsibility
CY	Calendar year
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DPITT	Department for Promotion of Industry and Internal Trade
DP ID	Depository Participant's Identification
DP/Depository Participant	A depository participant as defined under the Depositories Act
EMDE(s)	Emerging Markets and Developing Economies
EPS	Earnings per Share
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/Fiscal/fiscal/Fiscal Year/FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI(s)	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GAAP	Generally Accepted Accounting Principles
GDP	Gross domestic product
GoI/Government	Government of India
GST	Goods and services tax
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act or IT Act	Income Tax Act, 1961
Ind AS / Indian Accounting Standards	Indian Accounting Standards prescribed under section 133 of the Companies Act, as notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015, as amended
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
MSME	Micro, Small & Medium Enterprises
N.A./NA	Not Applicable
NEFT	National Electronic Fund Transfer
No.	Number
NPCI	National Payments Corporation of India
NR	Non-Resident
NRE Account	Non-Resident External Accounts
NRI	A person resident outside India, who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or an 'Overseas Citizen of India' cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited

Term	Description
NSE	National Stock Exchange of India Limited
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to participate in the Issue
p.a.	Per annum
PAN	Permanent Account Number
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI Takeover Regulations	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, as repealed by the SEBI AIF Regulations
Stock Exchanges	Together, BSE and NSE
U.S./USA/United States	United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

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

Certain Conventions

All references to 'India' contained in this Draft Red Herring Prospectus are to the Republic of India. All references to the 'Government', 'Indian Government', 'GoI', 'Central Government' are to the Government of India and all references to the 'State Government' are to the government of the relevant state.

Unless stated otherwise, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time. Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Fiscal or Financial Year, unless stated otherwise, are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless stated, or, the context requires, otherwise all financial information and financial ratios in this Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Information. The restated consolidated financial information of our Company, its Subsidiaries and its Associates which comprise the restated consolidated statement of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the restated consolidated statement of profit and loss, the restated consolidated statement of cash flows, the restated consolidated statement of changes in equity and the basis of preparation and significant accounting policies for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 and the notes to restated consolidated financial information as approved by our Board and prepared in terms of the Section 26 of the Companies Act, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised January, 2019) issued by the ICAI, each as amended. For further information, see '*Financial Information'* on page 261.

Non-GAAP Measures

Certain non-GAAP measures included and presented in this Draft Red Herring Prospectus, for instance EBITDA, Net Debt – Equity ratio, and Net Debt – EBITDA ratio (**Non-GAAP Measures**), are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or U.S. GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or U.S. GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or U.S. GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. In addition, Non-GAAP Measures used are not a standardised term, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. See '*Risk Factor - We have included certain non-GAAP financial and operational measures related to our operations and financial performance that may vary from any standard methodology that may be applicable across the industry in which we operate, and which may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by similar companies'* on page 51.

There are significant differences between Ind AS, U.S. GAAP and IFRS. See '*Risk Factor – Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Consolidated Financial Information prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus'*. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you 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 Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

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

Any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Currency and Units of Presentation

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to 'Rupees' or '₹' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in 'million' units, or in absolute number where the number have been too small to present in million unless as stated, otherwise, as applicable. 1 million represents '10 lakhs' or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than million, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Any percentage amounts (excluding certain operational data), as set forth in *'Risk Factors', 'Our Business', 'Management's Discussion and Analysis of Financial Conditions and Results of Operation'* on pages 28, 198, and 338, elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our Restated Consolidated Financial Information.

Industry and Market Data

Unless otherwise indicated, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as the Anarock Report titled 'Real Estate Industry Report' dated August 2023, prepared and issued by Anarock, appointed by us pursuant to a service agreement dated June 6, 2023, and exclusively commissioned and paid for by us in connection with the Issue. A copy of the Anarock Report is available on the website of our Company at https://arkade.in/investor-relations/. Anarock was appointed by our Company and is not connected to our Company, our Directors, our Promoter, our Key Managerial Personnel, and members of senior management of our Company. For risks in relation to commissioned reports, see '*Risk Factor - This Draft Red Herring Prospectus contains information from an industry report prepared by Anarock which we have commissioned and paid for'* on page 50.

Except for the Anarock Report, we have not commissioned any report for purposes of this Draft Red Herring Prospectus and any market and industry related data, other than that extracted or obtained from the Anarock Report, used in this Draft Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources.

The data used in industry sources and publications may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. The data used in the industry sources and publication involves risks uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the '*Risk Factors*' on page 28. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Further, the extent to which the market and industry data used in this Draft Red Herring Prospectus 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 we conduct our business, and methodologies and assumptions may vary widely among different industry sources. In addition, certain data in relation to our Company used in this Draft Red Herring Prospectus has been obtained or derived from the Anarock Report which may differ in certain respects from our Restated Consolidated Financial Information as a result of, *inter alia*, the methodologies used in compiling such data. Accordingly, investment decision should not be made based on such information.

Disclaimer of Anarock Report

"*Anarock has taken due care and caution in preparing the Report in an independent and objective manner based on information obtained from sources generally believed to be reliable, accurate and complete. The Report is also based on such underlying assumptions. However, the Report is subject to various limitations and based upon certain assumptions that are subjective in nature including that the Report is not based on comprehensive market research of the overall market* *for all possible situations, and that changes in socio-economic and political conditions could result in a substantially different situation than those presented. Anarock has taken all reasonable care to ensure the Report's accuracy and completeness. We believe that this Report presents a true and fair view of the industry, however, it does not purport to be exhaustive. The forecasts, estimates and other forward-looking statements in the Report depend on factors like the recovery of the economy, evolution of consumer sentiments, the competitive environment, amongst others, leading to significant uncertainty, all of which cannot be reasonably and accurately accounted for. Actual results and future events could differ materially from such forecasts, estimates, or such statements.*"

In accordance with the SEBI ICDR Regulations, the section '*Basis for Issue Price*' on page 104, includes information relating to our peer group companies and industry averages. Such information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base this information on estimates and assumptions that may prove to be incorrect.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain 'forward-looking statements' which are not historical facts. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'can', 'could', 'expect', 'estimate', 'intend', 'may', 'likely', 'objective', 'plan', 'propose', 'project', 'seek to', 'will', 'will continue', 'will pursue' or other words or phrases of similar import but are not the exclusive means of identifying such statements. Similarly, statements that describe our strategies, objectives, plans, goals, future events, future financial performance, or financial needs are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

These forward-looking statements, whether made by us or a third-party, are based on our current plans, estimates, presumptions and expectations and actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, *inter alia*, regulatory changes pertaining to the industry in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, our exposure to market risks, general economic and political conditions in India which have an impact on its 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 domestic laws, regulations and taxes and changes in competition in the industry in which we operate.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- We may not be able to successfully identify redevelopment projects or identify and acquire suitable land for our proposed new projects which may have an adverse impact on our business and the growth of our Company;

- Inability to complete our projects by their expected completion dates or at all could have an adverse effect our business, results of operations and financial conditions;

- We are subject to penalty clauses under the agreements entered into with our customers for any delay in the completion of our projects;

- We do not enter into long term agreements for supply of labour and key materials for construction of our projects. Any significant increase in the prices, or shortage of, or delay or disruption in supply of labour or key materials for our construction may result in time or cost overruns and may impact our business prospects;

- We rely on third party contractors whom we do not control to construct our projects. Any delay or failure on the part of such contractors to adhere to their obligations could adversely affect our financial condition and our business;

- We operate in a competitive industry. Any inability to compete effectively may lead to a lower market share or reduced operating margins; and

- Our revenue from operation is significantly dependent on our ability to sell our units in a timely manner. If we are not able to sell our project inventories in a timely manner, then it may adversely affect our business, results of operations and financial condition.

For further discussion on factors that could cause actual results to differ from expectations, see '*Risk Factors*', '*Our Business*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' on pages 28, 198 and 338 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

We cannot assure you that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the BRLM nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company and the BRLM will ensure that the investors in India are informed of material developments pertaining to our Company from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Issue.

SUMMARY OF THE ISSUE DOCUMENT

Unless otherwise indicated, industry and market data used in this section has been derived from the Anarock Report titled 'Real Estate Industry Report' dated August 2023 prepared and issued by Anarock, appointed by us pursuant to service agreement dated June 6, 2023 and exclusively commissioned and paid for by us in connection with the Issue. Unless otherwise indicated, all industry and other related information derived from the Anarock Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Anarock was appointed by our Company and is not connected to our Company, our Directors, and our Promoter. A copy of the Anarock Report is available on the website of our Company at https://arkade.in/investor-relations/.

This section is a general summary of the terms of the Issue and of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including '*Risk Factors*', '*Industry Overview*', '*Our Business*', '*Capital Structure*', '*The Issue*' and '*Outstanding Litigation and Material Developments*' on pages 28, 118, 198, 75, 60 and 374, respectively.

Summary of business

We are a fast growing real estate development Company with a significant presence in Mumbai, Maharashtra. (*Source: Anarock Report*) Our operations are concentrated on the development of premium aspirational lifestyle residential premises in Mumbai, Maharashtra, India's commercial capital. As on July 31, 2023, we have developed 1.80 million square feet of residential property (including through partnership entities in which we hold the majority stake). We are engaged in the development of new projects and redevelopment of existing premises, and between 2017 and Q1 2023, we have launched 1,040 residential units and sold 792 residential units in different markets in the MMR. *(Source: Anarock Report)*

Summary of industry

Mumbai is one of the biggest and most expensive real estate markets in India. It has various micro-markets along with Mumbai City, suburbs, extended suburbs and neighbouring areas such as Thane and Navi Mumbai. Between 2017 and 2019, the housing market in MMR witnessed a gradual growth in both supply and absorption of housing units, with absorption numbers surpassing the new residential supply. During this period, MMR's housing supply and absorption recorded respective increases of 45% and 42%. (*Source: Anarock Report*)

Name of Promoter

Amit Mangilal Jain is the Promoter of our Company. For further details, see '*Our Promoter and Promoter Group*' on page 256.

Issue size

Issue[(1)]	Fresh Issue of up to [●] Equity Shares, for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ 4,300.00 million
Employee Reservation Portion[(2)]	Up to [●] Equity Shares, aggregating up to ₹ [●] million

(1) The Issue has been authorised by our Board pursuant to the resolution passed at its meeting dated August 18, 2023 and has been authorised by our Shareholders pursuant to the shareholders' resolution dated August 18, 2023. Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. Our Company shall utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects.

(2) In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount) subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion after allocation up to ₹ 0.50 million (net of Employee Discount) shall be added to the Net Issue. Our Company in consultation with the BRLM, may offer a discount of up to [●]% on the Issue Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion

which shall be announced two Working Days prior to the Bid/Issue Opening Date. For further details, see 'The Issue' and 'Issue Structure' on pages 60 and 409, respectively.

The Issue shall constitute [●] % of the post-Issue paid-up Equity Share capital of our Company. For further details, see '*The Issue*' on page 60.

Objects of the Issue

The Net Proceeds are proposed to be used in accordance with the details provided in the below table:

(in ₹ million)

Sr. No.	Particulars	Estimated utilisation from Net Proceeds
1.	Funding Development Expenses(1)	2,700.00
2.	Funding acquisition of yet-to-be identified land for real estate projects and general corporate purposes(1)(2)	[●]
	Net Proceeds(3)	[●]

(1) *To be determined upon determination of Issue Price. Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. Our Company shall utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects.*

(2) *The amount utilised for acquisition of future real estate projects and general corporate purposes shall not exceed 35% of the Gross Proceeds. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

(3) *To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

Aggregate Pre-Issue shareholding of the Promoter and the members of our Promoter Group as a percentage of the paid-up Equity Share capital

Sr. No.	Name of the Shareholder	No. of Equity Shares held	Percentage of total pre-Issue paid up equity share capital (%)
Promoter			
1.	Amit Mangilal Jain	126,137,732	82.99
	Sub-Total (A)	**126,137,732**	**82.99**
Promoter Group			
1.	Ketu Amit Jain	22,040	0.01
2.	Aarin Amit Ambavat	76	Negligible
3.	Sajjan Mangilal Jain	12,919,924	8.50
4.	Mangilal Ratanchand Jain	12,919,924	8.50
	Sub-Total (B)	**25,861, 964**	**17.01**
Total (A+B)		**15,19,99,696**	**100.00***

**Rounded-off*

For further details, see '*Capital Structure'* on page 75.

Summary of selected Financial Information derived from our Restated Consolidated Financial Information

(in ₹ million)

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Equity Share capital	20.00	20.00	20.00
Net Worth	2,002.11	1,494.95	991.41
Revenue from operations	2,201.52	2,289.34	1,082.70
Profit / (loss) after tax for the period/ year	506.61	508.44	217.18
Earnings / (loss) per Equity Share			
- Basic (in ₹)	3.33	3.32	1.39
- Diluted (in ₹)	3.33	3.32	1.39

Net asset value per Equity Share	13.17	9.84	6.52
Total Borrowings	1,489.95	644.13	136.94

(1) *Net Worth means the aggregate of paid-up equity share capital and other equity (all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account) as per the Restated Consolidated Financial Information.*

(2) *Basic EPS means Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year.*

(3) *Diluted EPS means Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year.*

(4) *Net Asset Value per share (NAV) is computed as net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equities shares outstanding at the end of the year. Net worth represents the aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Consolidated Financial Information.*

(5) *Total borrowings means the sum of non-current borrowings and current borrowings including current maturity of long term borrowings.*

For further details, see '*Restated Consolidated Financial Information'* on page 261.

Qualifications by the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications included by our Statutory Auditors in the financial statements which have not been given effect to in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation and Material Developments

Sr. No.	**Particulars**	**Criminal Proceedings**	**Tax proceedings**	**Statutory/ Regulatory proceedings**	**Disciplinary actions by the SEBI or stock Exchanges against our Promoter in last 5 years**	**Material outstanding litigation**	**Aggregate amount involved (₹ in million)** *
1.	**Company**						
	By our Company	2	-	-	-	Nil	Nil
	Against our Company	1	4	10	-	23	422.29
2.	**Promoter**						
	By our Promoter	1	-	-	-	-	Nil
	Against our Promoter	3	6	16	Nil	2	132.76
3.	**Directors (other than Promoter)**						
	By our Directors	1	-	-	-	-	Nil
	Against our Directors	1	3	10	-	2	134.90
4.	**Subsidiaries**						
	By the Subsidiaries	Nil	-	-	-	Nil	Nil
	Against the Subsidiaries	Nil	3	1	-	-	21.14

**To the extent quantifiable.*

For further details of the outstanding litigation proceedings, see '*Outstanding Litigation and Material Development*' on page 374.

Risk Factors

Specific attention of Investors is invited to '*Risk Factors*' on page 28. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue.

Summary of contingent liabilities and commitments of our Company

The details of the contingent liabilities of our Company as on March 31, 2023 derived from the Restated Consolidated Financial Information are set forth below:

Particulars	As at 31 March 2023 (₹ in million)
(i) Bank Guarantees	19.00
(ii) Demands/Claims by Government Authorities not acknowledged as debts and contested/to be contested by the Company:	
Service Tax - FY 2016-17	0.89
Goods & Service Tax - FY 2017-18 to FY 2022-23*	297.54
Total	**317.43**

** The figures for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 includes the amount of contingent liabilities for the respective periods, where show cause notice or claims have been received after the close of respective reporting period and till the date of approval of this financial statements by the Board of Directors.*

For further details, see '*Restated Consolidated Financial Information'* on page 261.

Summary of Related Party Transactions

Set out below are the details of our related party transactions from our Restated Consolidated Financial Information as at and for Fiscal 2023, Fiscal 2022, and Fiscal 2021:

(₹ in million)

S. No.	Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
A	**Key management personnel**			
I	**Amit Mangilal Jain**			
	Managerial Remuneration	13.00	9.00	9.60
	Loan Taken	218.46	318.85	90.34
	Repayment of Loan Taken	137.11	36.85	393.95
	Interest Expenses	23.54	5.79	5.36
II	**Arpit Jain**			
	Managerial Remuneration	44.83	12.12	7.60
	Loan Taken	34.10	85.50	5.75
	Repayment of Loan Taken	7.08	0.51	-
	Interest Expenses	17.78	5.12	-
III	**Sandeep Jain**			
	Managerial Remuneration	43.87	12.11	6.56
	Loan Taken	20.00	96.70	8.65
	Repayment of Loan Taken	7.12	0.80	-
	Interest Expenses	18.22	8.02	-
B	**Relatives of Key Management Personnel**			
I	**Ketu Jain**			
	Managerial Salaries	1.63	0.50	-
	Sale of flat	116.62	-	-

S. No.	Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
II	**Kala Jain**			
	Loan Taken	-	26.30	1.30
	Repayment of Loan Taken	14.10	13.77	-
	Interest Expenses	0.02	2.73	-
III	**Sajjan Jain**			
	Repayment of Loan Taken	29.10	2.30	
	Sale of flat	57.50	-	
IV	**Mangilal Jain**			
	Repayment of Loan Taken	56.00	-	13.00
	Loan Taken			24.00
V	**Vikram Jain**			
	Repayment of Loan Taken	-	1.60	
	Loan Taken			1.60
VI	**Kritika Jain**			
	Professional Fees Paid	-	0.30	0.58
VII	**Simran Jain**			
	Commission / Brokerage Paid	-	1.96	1.96
VIII	**Sneha Jain**			
	Commission / Brokerage Paid	-	1.93	1.93
	Managerial Remuneration			1.38
C	**Enterprises over which key management personnel is able to exercise significant influence***			
I	**The Sajjan Jain Support Trust**			
	Donations Paid	2.13	-	-
D	**Associates Firms / LLP**			
I	**Bhoomi & Arkade Associates**			
	Share of profit / (loss)	46.86	73.09	0.09
	Capital Introduce	0.19	19.99	16.41
	Capital Withdrawals	14.40	3.75	1.53
	Repayment of Loan Taken	14.21	0.06	0.04
	Interest Expenses	-	0.61	0.59
II	**Arkade Abode LLP**			
	Share of profit / (loss)	(0.38)	(0.000)	(0.000)
	Capital Introduce	-	0.001	-
	Capital Withdrawals	0.41	0.001	-
III	**Atul & Arkade Realty**			
	Share of profit / (loss)	(0.02)	(0.02)	0.03
	Capital Introduce	6.85	3.88	0.03
	Capital Withdrawals	-	-	-
IV	**Chandak & Arkade Associates**			
	Write off of Balances	0.08	-	-
The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. All the related party transactions are reviewed and approved by board of directors.				
Amounts outstanding with related parties				
A	**Key management personnel**			
I	**Amit Mangilal Jain**			

S. No.	Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
	Loan Payable	410.31	305.43	17.64
	Managerial Remuneration Payable	1.01	0.54	
II	**Arpit Jain**			
	Loan Payable	140.66	95.86	5.75
	Managerial Remuneration Payable	21.23	1.59	0.03
III	**Sandeep Jain**			
	Loan Payable	143.67	112.57	8.65
	Managerial Remuneration Payable	21.62	1.88	0.23
	Relatives of Key Management Personnel			
I	**Kala Jain**			
	Loan Payable	-	16.56	1.30
	Interest Payable	2.48	-	
II	**Mangilal Jain**			
	Loan Payable	-	56.00	56.00
III	**Sajjan Jain**			
	Loan Payable	-	29.10	31.40
IV	**Vikram Jain**			
	Loan Payable	-		1.60
V	**Kritika Jain**			
	Trade Receivable			0.02
B	**Associates Firms**			
I	**Bhoomi & Arkade Associates**			
	Capital balance with firms	(3.27)	(35.93)	(124.57)
	Loan Payable	-	14.21	13.66
II	**Atul & Arkade Realty**			
	Capital balance with firms	169.73	162.89	159.04
III	**Arkade Abode LLP**			
	Capital balance with firms	-	0.78	0.78
IV	**Chandak & Arkade Associates**			
	Capital balance with firms	-	0.08	0.08

For further details, see '*Restated Consolidated Financial Information - Related Party Transaction - Note 39'* on page 261.

Financing Arrangements

There have been no financing arrangements whereby our Promoter, the members of our Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of business of the relevant financing entity, during a period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.

Average Cost of Acquisition by our Promoter

The average cost of acquisition per Equity Share for our Promoter is:

Sr. No	Name of the Promoter	No. of Equity Shares acquired	Average cost of acquisition per Equity Share (in ₹)*
1.	Amit Mangilal Jain	126,137,732	1.25

**As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023.*

Weighted average price at which the Equity Shares were acquired by our Promoter in the last 1 year preceding the date of this Draft Red Herring Prospectus

Except as disclosed below, no Equity Shares have been acquired by our Promoter in the last 1 year preceding the date of this Draft Red Herring Prospectus.

Sr. No	Name of the Promoter	No. of Equity Shares acquired in the last 1 year	Weighted Average Price at which the Equity Shares acquired in the last 1 year (in ₹)*
1.	Amit Mangilal Jain	14,99,77,875	Nil

** As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023*

Details of price at which Equity Shares were acquired by our Promoter, the members of our Promoter Group, and Shareholders with right to nominate Directors or other rights in the last 3 years preceding the date of this Draft Red Herring Prospectus

Save and except for below, our Promoter and the members of our Promoter Group have not acquired any specified securities in the last 3 years preceding the date of this Draft Red Herring Prospectus:

Name	Date of Acquisition	Face Value (in ₹)	Number of Equity Shares Acquired	Acquisition price per Equity Share
Promoter				
Amit Mangilal Jain	November 27, 2020	10.00	60,000	Nil
Amit Mangilal Jain	March 3, 2022	10.00	40,000	Nil
Amit Mangilal Jain	March 15, 2022	10.00	3,360	Nil
Amit Mangilal Jain	July 6, 2023	10.00	149,977,875	Nil
Promoter Group				
Ketu Amit Jain	January 6, 2011	10.00	290	Nil
Ketu Amit Jain	July 6, 2023	10.00	21,750	Nil
Aarin Amit Ambavat	April 11, 2023	10.00	1	Nil
Aarin Amit Ambavat	July 6, 2023	10.00	75	Nil
Mangilal Ratanchand Jain	August 22, 2023	10.00	12,919,924	Nil
Sajjan Mangilal Jain	August 22, 2023	10.00	12,919,924	Nil

** As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023*
There are no Shareholders who are entitled to nominate Directors or have any other special rights.

For further details, see '*Capital Structure*' on page 75.

Weighted average cost of acquisition of all Equity Shares transacted in the 3 years, 18 months and 1 year preceding the date of this Draft Red Herring Prospectus^

Period	Weighted Average Cost of Acquisition (in ₹)*	Cap Price is 'X' times the Weighted Average Cost of Acquisition^	Range of acquisition price: Lowest price – highest price* (in ₹)
Last 3 years	Nil	[●]	Nil
Last 18 months	Nil	[●]	Nil
Last 1 year	Nil	[●]	Nil

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023
^To be included once the price band information is available.

Details of Pre-IPO Placement

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our

Company and the price of the Specified Securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Rule 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Issue.

Issue of Equity Shares for consideration other than cash in the last 1 year

Save and except for the bonus issue of 15,00,00,000 Equity Shares on July 6, 2023, our Company has not issued any Equity Shares in the 1 year immediately preceding the date of this Draft Red Herring Prospectus, for consideration other than cash. For further details, see '*Capital Structure*' on page 75.

Split / Consolidation of Equity Shares of our Company in the last 1 year

Our Company has not undertaken any split / consolidation of its Equity Shares in the last 1 year preceding the date of this Draft Red Herring Prospectus. For further details, see '*Capital Structure*' on page 75.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied to SEBI for any exemption from complying with any provisions of the securities laws since its incorporation.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are not the only ones relevant to us, our business or our Equity Shares, and there could be other risks emanating from the industry and segments in which we currently operate. Additional risks and uncertainties not presently known to us or that we currently deem not material may also impair our business, results of operations, financial condition and cash flows. If any of the following risks, or a combination of risks, or other risks that are not currently known or are currently deemed not material, actually occur, our business, results of operations, financial condition and cash flows could be adversely affected, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of us and our business, prospective investors should read this section in conjunction with 'Industry Overview', Our Business, and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 118, 198 and 338, respectively, as well as the financial, operational and other information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see 'Forward-Looking Statements' on page 18.

Unless stated or, the context requires, otherwise, the financial information of our Company has been derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled 'Real Estate Industry Report' dated August 2023 prepared and issued by Anarock, appointed by us pursuant to engagement letter dated June 6, 2023, and exclusively commissioned and paid for by us in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Anarock Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. Anarock was appointed by our Company and is not connected to our Company, our Directors, and our Promoter. A copy of the Anarock Report is available on the website of our Company at https://arkade.in/investor-relations/.

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.

Internal Risk Factors

1. ***We may not be able to successfully identify redevelopment projects or identify and acquire suitable land for our proposed new projects which may have an adverse impact on our business and the growth of our Company.***

   We are a fast growing real estate development Company with a significant presence in Mumbai, Maharashtra (*Source: Anarock Report)* and we are primarily engaged in the redevelopment of existing structures and new development projects.

   Set out below is break-up of the revenue from Redevelopment Projects and New Projects in Fiscal 2023, Fiscal 2022, and Fiscal 2021.

Projects	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Revenue (in ₹ million)	Percentage of total revenue	Revenue (in ₹ million)	Percentage of total revenue	Revenue (in ₹ million)	Percentage of total revenue
Redevelopment Projects	913.21	41.48%	-	-	557.10	51.45%

Projects	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Revenue (in ₹ million)	**Percentage of total revenue**	**Revenue (in ₹ million)**	**Percentage of total revenue**	**Revenue (in ₹ million)**	**Percentage of total revenue**
New Projects	1,288.31	58.52%	2,289.34	100%	525.60	48.55%

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023

The location and the area surrounding the land parcel play a pivotal role in valuation and saleability of our projects. We follow a strict due diligence process for identifying suitable land and existing structures for our projects which involves *inter alia* physical visit to the site (including the area surrounding and appurtenant the targeted site), title search, accessibility and development potential and financial viability. Our internal assessment relies, in addition to our due diligence procedures, on primarily the information available in the public domain, on advertisements by societies interested in being redeveloped and the leads generated by our business team. We cannot assure you on the reliability, accuracy and correctness of these information, and the decisions taken by our Company based on such information may have an adverse impact on our business and our ability to complete the projects within estimated time.

Our operations are focussed on the MMR, Maharashtra. The availability of land for development within the MMR, Maharashtra is limited and expensive and subject to intense competition. Increased competition may lead to shortage of land parcels that can be used for development or re-development of our projects. In addition, the use and development of land may also be restricted by applicable laws. For instance, a land parcel deemed as an agricultural land may not be available for use and development for residential purposes, without approval from relevant authorities. All these factors may contribute to shortage of land parcels in the regions in which we operate or intend to operate. Shortage of land coupled with intense competition may also increase the cost of acquisition of land parcels which may make our projects not financially viable for us. Further, we are subject to municipal planning and land use regulations in effect in the MMR, which limit the maximum square footage of completed buildings we may construct on plots to specified amounts, calculated based on a ratio of the combined gross floor area of all floors, except areas specifically exempted, to the total area of each plot of land (the floor space index, (**FSI**)).

Our total developable area, Saleable RERA carpet area and the average developable area and average Saleable RERA carpet area for our 5 Ongoing Projects i.e. Project Arkade Crown, Project Arkade Aspire, Project Arkade Aura, Project Arkade Nest, Project Arkade Prime; and 2 Upcoming Projects i.e. Deep Shikhar C Wing CHSL and Prachi CHSL is set out below:

Particulars	**Number of projects**	**Developable area** ***(in square feet)***	**Saleable RERA carpet area** ***(in square feet)***	**Average Developable area** ***(in square feet)***	**Average Saleable RERA carpet area** ***(in square feet)***
Ongoing projects	5	1,876,422	646,940	375,284	129,388
Upcoming projects	2	3,95,478	122,425	197,739	61,212.5

As certified by Sher Singh B Chilotra, independent chartered engineer pursuant to certificate dated August 31, 2023

We have thus far acquired single plots of land for development, but we may not be able to acquire such parcels of lands in future which will require us to acquire contiguous land parcels which may be difficult to identify and acquire within reasonable timelines or at a price that is acceptable to us. Failure to acquire suitable parcels of land may impact our development plans and growth strategies. While as part of our due diligence process for identifying suitable land parcels, we undertake title search, a failure to identify land parcels with a clear title may result in costly litigation, divert management's attention and resources, subject us to significant liabilities and impact our business prospects.

2. ***Inability to complete our projects by their expected completion dates or at all could have an adverse effect our business, results of operations and financial conditions.***

We are a fast growing real estate development Company with a significant presence in Mumbai, Maharashtra ***(****Source: Anarock Report)* Our operations are concentrated on the development of premium aspirational lifestyle residential premises in Mumbai, Maharashtra, India's commercial capital. As on July 31, 2023, we have developed 1.80 million square feet of residential property (including through partnership entities in which we hold the majority stake). We are engaged in both redevelopment of existing structures and new development of residential premises. While we have over the years developed projects at different price points, we are currently developing projects have a very broad per unit price point ranging from ₹ 9.44 million to ₹ 62.53 million. Our average per unit price point has increased over the years and in Fiscal 2023, Fiscal 2022 and Fiscal 2021, our minimum price point per unit was ₹ 6.95 million. While our initial projects were stand-alone residential buildings, our current portfolio of ongoing projects includes gated communities such as Arkade Nest, Arkade Crown and stand-alone buildings such as Arkade Aspire, Arkade Prime and Arkade Serene.

In the last 2 decades we have completed 27 projects (including stand-alone, projects executed by our Promoter through their proprietorship and, or, through joint development arrangements with other third parties) aggregating more than 4 million square feet of development and have catered to more than approximately 4,000 customers. We are, currently, developing approximately 2 million square feet across 5 Ongoing Projects and 2 Upcoming Projects (for which we have executed development agreements and are in the process of obtaining approvals). Our Ongoing Projects and Upcoming Projects are located in prime locations. Set out below are some of the key aspects of our Ongoing Projects and Upcoming Projects:

Particulars#	**Nature of the project**	**Expected completion date**	**Total number of units available for sale**	**Number of units sold *(in %)***
Ongoing Projects				
Arkade Aura, Santacruz, MMR	Residential	December 31, 2025*	43	20.93
Arkade Prime, Andheri East, MMR	Residential / Commercial	December 31, 2025*	114	79.82
Arkade Aspire, Goregaon East, MMR	Residential / Commercial	December 31, 2025*	228	56.58
Arkade Crown, Borivali West, MMR	Residential	December 31, 2025*	123	57.72
Arkade Nest, Mulund West, MMR	Residential	June 30, 2027*	81	23.46
Upcoming Projects				
Deep Shikhar C Unit CHSL Malad West	Residential	-	-	-
Prachi CHSL Vile Parle East	Residential	-	-	-

#Information provided in respect of our Ongoing Projects and Upcoming Projects is based on our current management plans and is subject to change.
**Per RERA filings.*

While we strive to maintain a fast turn-around time and, currently, our average project completion time frame i.e., the period between receiving possession of the land to delivery of the possession to the first customer is approximately 3 years, any delay in completion of projects within the expected completion date, or at all may, result in time or cost overruns, in addition to impacting our estimated project costs and our business prospects. Moreover, lapse of time could have unforeseen ramifications including decline in real estate prices prevailing in the micro geography in which we are developing the project, an overall depression in real estate prices in the MMR etc, which could result in our projects being perceived as being relatively expensive and, or, cancellation of pre-sold units. These factors may result in us not being able to realise the anticipated price which may affect our margins. Further, redevelopment projects have certain unique aspects that do not apply in new projects such as the requirement on us to provide for tenant resettlement and *inter alia* provide such persons residential units within the redeveloped project. They are also subject to a specific set of regulatory requirements and failure to comply with such requirements could lead to regulatory action. And could result in costly litigation which could affect our reputation, our cash flows and our financial condition, and our business.

3. ***We are subject to penalty clauses under the agreements entered into with our customers for any delay in the completion of our projects.***

The agreements that we enter with certain of our customers, or the development agreements that we execute with the members of the existing structures that we are proposing to redevelop (**Development Agreement**) require us to complete development and construction on time and may provide for penalty clauses wherein we are liable to pay penalty for any delay in the completion of project as per RERA rules or as contractually agreed between the parties. We cannot assure you that we will always finish the construction or development of our projects in accordance with the timelines specified in such agreements. Any inability to complete these projects in a timely manner or at all, could result in cancellation by customers of any commitment to purchase in our projects and/ or refund of any advance deposited with us by any customer as a guarantee for purchase in our projects, and all these factors could adversely affect our business, financial condition and results of operations. Further, any delays in completing our projects as scheduled could result in dissatisfaction among our customers, resulting in negative publicity, litigation and lack of confidence among future buyers for our projects. Additionally, we may not be able to achieve the economic benefits expected from such projects. In the event there are any delays in the completion of such projects, our relevant approvals may expire or be revoked.

Separately, we may also be subject to claims resulting from defects in our developments, including claims brought under the RERA. Non-fulfilment of such conditions or other conditions stipulated in these agreements may also expose us to the risk of liquidated damages. We may also be exposed to third-party liability claims for injury or damage sustained on our properties. These liabilities and costs could have an adverse effect on our business, cash flows, results of operations and reputation. While there have been no such instances in the immediately preceding 3 Financials Years and up to the date of this Draft Red Herring Prospectus, we cannot assure you that such instances will not occur in future. For further information, see '*Key Regulations and Policies in India*' on page 218. For details concerning litigation involving claims from defaults involving our developments, see '*Outstanding Litigation and Material Development*' on page 374.

4. ***We do not enter into long term agreements for supply of labour and key materials for construction of our projects. Any significant increase in the prices, or shortage of, or delay or disruption in supply of labour or key materials for our construction may result in time or cost overruns and may impact our business prospects.***

Our cost of construction is the most significant aspect of our total expenses. Our cost of construction comprises costs towards *inter alia* procurement of raw materials such as sand, cement, bricks, steel bars, doors and windows, bathroom fixtures and interior fittings, lifts, electrical fixtures from third-party suppliers (**Construction Materials**). Set out below are the particulars of our construction cost as a percentage of our total cost for Fiscal 2023, Fiscal 2022 and Fiscal 2021.

(in ₹ million)

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount	As a % of Total Cost of Construction	Amount	As a % Total Cost of Construction	Amount	As a % Total Cost of Construction
Construction cost	1,715.52	51.30%	1,122.96	44.06%	443.63	75.81%

Set out below is the particulars of our construction cost as a percentage of our revenue from operations for Fiscal 2023, Fiscal 2022 and Fiscal 2021:

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount (in ₹ million)	As a % of Revenue from Operations	Amount (in ₹ million)	As a % of Revenue from Operations	Amount (in ₹ million)	As a % of Revenue from Operations
Construction cost	1,715.52	77.92%	1,122.96	49.05%	443.63	40.97%

Given the nature of our business operations the cost of construction will continue to be significant aspect of our total expenses and our business operations depend on the availability of reasonably priced Construction Materials of acceptable quality in the quantities required by us. The price and availability of such raw Construction Materials depend on several factors beyond our control, including overall economic conditions, foreign exchange rate, production levels, market demand and competition for such Construction Materials, production and transportation cost, duties and taxes and trade and regulatory restrictions. Construction Materials, including steel and cement, are subject to supply disruptions and price volatility caused by various factors such as commodity market fluctuations, the quality and availability of Construction Materials, currency fluctuations, consumer demand, changes in government policies and regulatory sanctions.

We do not enter into any long-term agreements with our vendors for supply of the Construction Materials and we procure the Construction Materials from select vendors through work orders. The absence of long-term contracts at fixed prices exposes us to volatility in the prices of Construction Materials that we require, and we may be unable to pass these costs onto our customers, which may reduce our profit margins. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure Construction Materials from alternate suppliers in a timely manner, or on commercially acceptable terms, may materially adversely affect our results of operations and financial condition. If, for any reason, our select primary suppliers of Construction Materials should curtail or discontinue their delivery of such materials to us in the quantities we need, or on commercially acceptable terms, our scheduled for development of our projects could be disrupted, and our business and results of operations could be adversely affected.

Further, we operate in a labour intensive industry and are dependent on third party contractors for supply of labour for construction of our projects. If we, or the third party contractors are unable to negotiate costs with the labour then we may experience labour unrest, strikes or work stoppages, or we may be required to expend higher than anticipated labour costs which may increase our operating costs. We have experienced disruption in supply of labour during Fiscal 2021 due to migration of the contract labours pursuant to imposition of lock-downs as a consequence of COVID-19 pandemic. During period of shortage in supply of Construction Material or labour, our timeframe to complete our projects may be impacted in addition to impacting our estimated project costs and our business prospects and resulting in time or cost overruns.

5. ***We rely on third party contractors whom we do not control to construct our projects. Any delay or failure on the part of such contractors to adhere to their obligations could adversely affect our financial condition and our business.***

Our Company avail of the services of independent contractors to execute our projects which are based on work orders. If a contractor fails to perform its obligations satisfactorily or within the prescribed time periods with regard to a project, or terminates its arrangement with us, we may be unable to develop the project within the intended timeframe and within the anticipated budget. If such instances arise, we may be required to incur additional cost or time to develop the property to meet the stringent quality standards that we expect in our projects, which could result in reduced profits or, in some cases, significant penalties and losses, which we may not be able to recover from the relevant independent contractor. While our work orders include provisions for levying penalty and termination of contract for defaults and delays, we cannot assure you that such penalties will be recovered on time or that the amounts recovered will be commensurate to the losses incurred by us. Further, we may be subject to litigation challenging the quality of our projects, which may adversely affect our business and reputation.

6. ***We operate in a competitive industry. Any inability to compete effectively may lead to a lower market share or reduced operating margins.***

We operate in a competitive industry with a number of other entities that offer competing units in projects in the Mumbai Metropolitan Region (**MMR**) and surrounding regions. For further details, see '*Our Business – Competition*' on page 217. We compete with international, national and regional developers for land, sale of units in projects, manpower resources and skilled personnel. Moreover, as we seek to diversify into new geographies in MMR and Thane Suburbs, we face the risk that some of our competitors have a pan-India presence while our other competitors having a strong presence in certain regional markets. Some of our competitors may have certain advantages, including greater financial, technical and, or, marketing resources, which could enhance their ability to finance acquisitions, fund growth, and, or, operate in different geographies including micro geographies. As a result, to remain competitive in the market we must, in addition, continue to meet expected quality standards, continuously strive to reduce our construction costs and improve our operating efficiencies. If we fail to do so, it may have an adverse effect on our market share and results of operations. We cannot assure you that we can continue to effectively compete with such competitors in the future, and failure to compete effectively may have an adverse effect on our business, financial condition, and results of operations. Moreover, the competitive nature of the industry that we operate in may result in lower prices for our units in our projects and decreased profit margins, which may materially adversely affect our revenue and profitability.

7. ***Our revenue from operation is significantly dependent on our ability to sell our units in a timely manner. If we are not able to sell our project inventories in a timely manner, then it may adversely affect our business, results of operations and financial condition.***

As a real estate development company, our revenue from operations is significantly dependent on the number of units sold and the time taken to clear our inventories. As on July 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 we had unsold inventory of 0, 1, 0 and 2 units in our Completed Projects out of total of 0, 133, 180 and 245 units in our Completed Projects, respectively. Further, as on July 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, we had an unsold inventory of 270, 355, 25 and 49 units in our Ongoing Projects out of total of 589, 589, 133 and 251 units respectively. We cannot assure you that that we will be able to sell all the unsold units in a timely manner or at all. If we are unable to sell such inventory at acceptable prices to our Company and in a timely manner, our business, results of operations and financial condition may be impacted.
Further, our ability to maintain adequate cash flows and manage our working capital to fund our operations is predicated on our ability to pre-sell our project i.e. complete sales prior to completion of the projects. Currently, of our Ongoing Projects, 4 of which are expected to be completed in December 2025 and 1 in June 2027, our average rate of pre-sale is 47.70% and ranges from 20.93% in Arkade Aura to 79.82% in Arkade Prime. While we aim to sell over 90% of the saleable area of a project during the construction phase, we cannot assure you that we will be able to meet such target with respect to all our projects. Therefore, to the extent that we are unable to pre-sell our projects we will not be able to generate the expected revenue during the construction phase of the project which could adversely affect our working capital funding. Also, failure to consistently meet our anticipated pre-sell targets in our projects could adversely affect our ability to recover our capital outlay. Additionally, cancellation of pre-sold units, for any reason whatsoever, could in addition to adversely affecting our cash flows also adversely affect our future receivables if we are unable to find new buyers in a timely manner or at all.

8. ***The COVID-19 pandemic adversely affects our business, financial condition, results of operations, cash flows, liquidity and performance, and it may reduce the demand for our projects in future.***

In the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had a significant repercussion across local, national global economies and financial markets.

The impact of the COVID-19 pandemic was felt on a global scale. At the height of the pandemic, various measures were adopted including quarantines, prohibiting public gatherings, travel restrictions, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate. 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 World Health Organisation on March 11, 2020. On March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown beginning March 25, 2020. With the resurgence of the COVID-19 pandemic in April 2021, the lockdowns were imposed in various parts of India. The factors related to COVID-19 pandemic, or a future pandemic, that have had or could in the future have an impact on the business of our Company, its financial conditions, results of operations, cash flows, liquidity and performance, includes:

- Complete or partial closure of our Ongoing Projects and other operational set-backs due to lockdowns enforced by the government agencies, work-stoppage orders, and disruption in the supply of materials;

- Shortage of construction workers due to a mass migration of the contract labours due to imposition of lock-downs;

- Increase in operational costs as a result of additional health and safety measures which were implemented based on guidelines issued by the government from time to time;

- Decline in business operations and a slowdown in the sale of units of our projects;

The global and domestic impact of the COVID-19 pandemic, and the response of government authorities and public health officials, has evolved over time. While we have resumed to full normalcy post the set back during the heights of COVID-19, we cannot assure you that we will successfully overcome any similar situation in the future. To the extent the COVID-19 pandemic or other contagion or similar situations results in similar circumstances, our business and financial conditions may be materially adversely affected and it may also significantly exacerbate the effect of other risks that we are generally exposed to.

9. ***We have had negative cash flows in the past and it may occur in future too.***

Set out below is certain information in relation to our cash flows with respect to operating activities, investing activities and financing activities for Fiscal 2023, Fiscal 2022 and Fiscal 2021.

(in ₹ million)

Particulars	**Fiscal**		
	2023	**2022**	**2021**
Net cash generated from (used in) operating activities (A)	(987.04)	(1,231.83)	1,450.30
Net cash generated from (used in) investing activities (B)	291.96	760.05	(977.09)
Net cash generated from (used in) financing activities (C)	833.01	463.90	(494.06)
(Loss)/Gain on remeasurement of the defined benefit plan (D)	0.38	(1.19)	(0.40)
Change in non-controlling interest (E)	2.68	(15.11)	(8.37)
Net increase / (decrease) in cash and cash equivalent (A+B+C+D+E)	**140.99**	**(24.18)**	**(29.62)**

As noticed above, we had negative cash flows from operating activities in Fiscals 2023 and 2022, investing and financing activities in Fiscal 2021. We cannot assure you that such instances will not occur in the future.

10. ***Our operations are subject to varied business risks and our insurance cover may prove inadequate to cover our economic losses.***

Our operations are subject to various risks and hazards which may adversely affect revenue generation and profitability. While we believe that we have taken adequate safeguards to protect our assets from various risks inherent in our business, including by purchasing and maintaining relevant insurance cover, it is possible that our insurance cover may not provide adequate coverage in certain circumstances. For details of our insurance, see '*Our Business - Insurance*' on page 216.

While we believe that we maintain sufficient insurance cover by virtue of maintaining insurance policies, certain types of losses may be either uninsurable, not economically viable to insure or not offered for insurance. Should an uninsured loss occur, we could lose our investment in, as well as anticipated profits and cash flows from the asset. In addition, even if any such loss is insured, there may be a significant deductible on any claim for recovery prior to our insurer being obligated to reimburse us for the loss, or the amount of the loss may exceed our coverage for the loss.

While our insurance claims have not been rejected in the past, we cannot assure you that we will not face instances where our insurance claim may be denied, in part or in whole, in the future. Further, even in the case of an insured risk occurring we cannot assure you that we will be successful in claiming insurance in part or full, or the insurance purchased by us may be insufficient to cover the loss occasioned by the risk. Any loss that is not covered by insurance or for which we are unable to successfully claim insurance, or which is in excess of the insurance cover could, in addition to damaging our reputation, have an adverse effect on our business, cash flows, financial condition and results of operation. Further, an insurance claim once made could lead to an increase in our insurance premium.

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

Details of our total insurance coverage *vis-à-vis* our net assets as at March 31, 2023, March 31, 2022 and March 31, 2021 is set out below:

(Amount in ₹ millions, unless specified otherwise)

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Insurance coverage* (A)	2,172.52	13.88	0.60
Net assets** as per Restated Consolidated Financial Information (B)	5,026.86	3,008.36	2,044.35
Net tangible assets*** (C)	1,993.56	1,490.26	998.57
Insurance expenses as per Restated Consolidated Financial Information	0.86	0.70	0.65
Insurance coverage times the net assets (A/B)	0.43	0.00	0.00
Insurance coverage times the net tangible assets (A/C)	1.09	0.01	0.00

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023
** Insurance coverage = Total insurance coverage amount by considering insurance policies of property, equipments, vehicles, stock, erection and all risk insurance*
***Net assets = Property, Plant and Equipment (net block) + Capital Work in Progress + Intangibles (net block) + Investment Property (Buildings net block) + Inventories*
**** 'Net Tangible Assets' means net block of Property, Plant and Equipment, capital work in progress for fixed assets (including capital advances), Current Assets, Non current assets (other than Net block of Property, Plant and Equipment, Intangible Assets and Deferred Tax) and excludes Borrowings (secured loans and unsecured loans) and current and non current liabilities and provisions.*

11. *Our future success will depend on our ability to effectively implement our business and growth strategies failing which our results of operations may be adversely affected.*

We intend to continue to expand in the eastern region and western regions of the MMR, Maharashtra and foray into the Thane suburbs and move up the value chain to premium / luxury residential premises.

Our total developable area, Saleable RERA carpet area and the average developable area and average Saleable RERA carpet area for our 5 Ongoing Projects, and 2 Upcoming Projects is set out below:

Particulars	Number of projects	Developable area *(in square feet)*	Saleable RERA carpet area *(in square feet)*	Average Developable area *(in square feet)*	Average Saleable RERA carpet area *(in square feet)*
Ongoing projects	5	1,876,422	646,940	375,284	129,388
Upcoming projects	2	3,95,478	122,425	197,739	61,212.5

As certified by Sher Singh B Chilotra, independent chartered engineer pursuant to certificate dated August 31, 2023

In addition to the successful execution of the aforementioned Ongoing Projects, our success will depend, in large part, on our ability to effectively implement our business and growth strategies. We cannot assure you that we will be able to execute our strategies in a timely manner or within budget estimates or that we will meet the expectations of our clients and other stakeholders. We believe that our business and growth strategies will place significant demands on our senior management and other resources and will require us to develop and improve operational, financial and other internal controls. Further, our business and growth strategies may require us to incur further indebtedness. Any inability to manage our business and growth strategies could adversely affect our business, financial condition and results of operations. Therefore, our continued growth is intrinsically linked to our being able to maintain adequate internal systems, processes and controls and our failure to maintain such systems could be an impediment to our growth.

Our future prospects will depend on our ability to grow our business and operations, which could be affected by many factors, including acceptance of our units in our projects by customers, maintaining the quality of our units in projects, general political and economic conditions in the geographies in which we operate, government policies particularly in respect of real estate sector, prevailing interest rates and price of raw materials that we use for construction of our projects.

In addition, we believe that our ability to implement our business and growth strategies will also depend on our ability to expand in other regions. Our inability to maintain our growth or failure to successfully implement our growth strategies within time and cost expectations could have an adverse impact on the results of our operations, our financial condition and our business prospects. Further, we cannot assure you that our future performance or growth strategy will be in line with our past performance or growth strategy.

12. ***We have a large work force and our employee benefits expense is one of the larger components of our fixed operating costs. An increase in employee benefits expense could reduce our profitability. Further, our operations could be adversely affected by work stoppages, shortage of labour, or increased wage demands by our employees or any other kind of disputes with our employees.***

We operate in a human resource intensive industry and if our relationship with our employees deteriorate, or the relationship of our independent contractors and their personnel deteriorate, we may experience labour unrest, strikes or work stoppages. While we consider our current employee relations to be good, and we have no trade unions in our Company, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to perform our obligations under our contractual arrangements. Any disputes may also result in disruptions in our operations, which may adversely affect our business and results of operation. In addition, disputes with our employees could also impact our reputation. While we have not faced any significant disputes with our employees, as a collective, we cannot assure you that there will no such issue in future.

We are also dependent on third party contractors for provision of various services associated with our business. Such third party contractors and their employee / personnel may also be subject to similar labour law legislations. Although, we do not engage such personnel directly and we only engage such workers on a contract basis, we may be held responsible for payment of wages to such workers should the third party contractors fail to make wage payments to the workers, which may impact our cash flows and results of operations.

As at July 31, 2023, our Company's work force comprised 123 full time employees including our senior management team and 586 workers on contract basis. Set out below are the details of our employee benefits expense during the Fiscal 2023, Fiscal 2022 and Fiscal 2021:

Particular	Fiscal 2023	Fiscal 2022	Fiscal 2021
Employee benefits expense (in ₹ million)	170.83	79.46	61.30
Employee benefits expense (as a % of total expense)	10.58%	4.44%	7.34%

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023

Our Company's average voluntary attrition rate of our employees in Fiscal 2023, Fiscal 2022 and Fiscal 2021 was 15.46% and involuntary attrition rate of our employees in Fiscal 2023, Fiscal 2022 and Fiscal 2021 was Nil. Set out below are the details of voluntary and involuntary attrition rate of our employees in the Fiscal 2023, Fiscal 2022 and Fiscal 2021:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Voluntary attrition of full time employees (in %)	10.26	11.11	25.00
Involuntary attrition of full time employees (in %)	Nil	Nil	Nil

Further, due to economic growth in the past and the increase in competition for skilled and semi-skilled employees in India, wages in India have, in recent years been increasing at a fast rate. We may need to increase our compensation levels to remain competitive in attracting and retaining the quality and number of skilled employees that our business requires. Further, a shortage in the skilled employee pool or general inflationary pressures will also increase our employee costs. A significant long-term increase in our employee benefits expense could reduce our profitability, which could, amongst others, impact our growth prospects.

13. ***We are heavily reliant on our Promoters, Key Managerial Personnel, Senior Management and persons with technical expertise. Failure to retain or replace them will adversely affect our business.***

Amit Mangilal Jain, our Promoter and Chairman and Managing Director, has been instrumental in developing the vision for our Company. He started working under the guidance of his father and gained valuable experience in the real estate business and has carried on the tradition and legacy of engaging customers with trust and integrity. We benefit from Promoter's experience of over 25 years and his customer relationships, network, technical knowledge of the real estate sector. Our success depends largely on the continued services of our Promoter and Chairman and Managing Director i.e., Amit Mangilal Jain's deep understanding of the real estate industry. Therefore, his continued involvement in the leadership position of our Company is critical to our success and his non-availability in a leadership role could have a deleterious impact on our business and financial conditions.

In order to successfully manage and expand our business, we are also dependent on the services of Key Managerial Personnel and Senior Management, and their ability to attract, train, motivate and retain skilled employees and other professionals. Our Promoter and Chairman and Managing Director is ably supported by strong and technically proficient management team of executives who supervise various department such as legal, sales, marketing, and business development that are instrumental in implementing our business strategies. Our experienced management team has developed a keen understanding of real estate in MMR, Maharashtra and, in particular, in the micro-markets we operate in. While we have not faced significant attrition in our senior management in the last 3 financial years, if one or more members of our key management team were unable or unwilling to continue in their present positions, we may face difficulty in replacing such personnel, and our business, results of operations, financial condition, cash flows and prospects could be adversely affected.

We also rely on our business development team which scouts for land in premium geographies within micro geographies with good development potential and focus on acquiring such lands at competitive prices, and our sales team which facilitates property transactions by advertising, networking with channel partners and formulating various strategies to grow our business. Our future success, amongst other factors, will depend on our ability to continue to attract and retain qualified personnel, particularly persons with technical expertise, know-how and skills that are capable of helping us in identifying land in premium geographies with good development potential and at competitive prices and help us in property transactions. Any inability to successfully manage our personnel needs could materially and adversely affect our business, results of operations, financial condition and cash flows.

Further, all these persons work in conjunction to identify and anticipate customer preference and appropriately structure each project within the appropriate micro geography, with specific lifestyle amenities that are expected in such locations and at the appropriate price which is one of the key aspects of our success. Failure to accurately understand and anticipate customer preference within the various micro geographies in which we operate, and will operate in future, could adversely affect our reputation, our business, and our financial condition.

14. ***Our Company has in the past entered into related party transactions and may continue to do so in the future and we cannot assure you that we could not have achieved more favourable terms if such transactions had not been entered into with related parties and that such transactions will not have an adverse effect on our financial conditions and result of operations.***

Our Company has engaged in the past, and may engage in the future, in transactions with related parties, *inter alia*, including our Promoters, Key Managerial Personnel and their relatives on an arm's length basis. Such transactions include salary, professional fees and commission / brokerage paid and loans availed.

During Fiscals 2023, Fiscal 2022, and Fiscal 2021, our Company had entered into related party transactions. For details of our related party transactions, see '*Restated Consolidated Financial Information*' at page 261. While our Company believes that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Such related party transactions may potentially involve conflicts of interest which may be detrimental to our Company and which our Company will endeavour to duly address as and when they may arise. We cannot assure you that such transactions, individually or in aggregate, will always be in the best interests of our Company and, or, that it will not have an adverse effect on our business and results of operations.

15. ***Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.***

In terms of applicable laws, we require various statutory and regulatory permits, licenses, registrations, certifications, consents and approvals to carry out our business and operations (cumulatively, the **Approvals**). A majority of these Approvals are granted for a limited duration and must be periodically renewed. Further, while we have applied for certain Approvals required for our operations, we cannot assure you that such Approvals will be issued or granted to us in a timely manner, or at all. If we do not receive these Approvals or if we are unable to renew the Approvals in a timely manner, or at all, then our business and operations may be adversely affected. Our Company may also be required to apply for and obtain Approvals before proceeding with construction of any phase or part of our Ongoing Projects or future projects that we may undertake. For instance, approvals for FSI are obtained in graded manner and at different stages of project progress and lack of FSI clearance at appropriate times can stall project completion or the FSI clearance may be available at a higher cost than anticipated which could adversely affect our cash flows and our expected profit from the project. We cannot assure you that we will apply for such approvals in a timely manner, or Approvals will be issued or granted to us in a timely manner, or at all. While there have been no such instances in the past where we were unable to obtain Approvals in a timely manner, we cannot assure you that we will be able to obtain the requisite Approvals in a timely manner or at all. Any delay in applying for, or obtaining such Approvals, may impact our business operations and financial performance. For further details, see '*Government and Other Approvals*' at page 384. For instance, in one of the projects undertaken by us in the past, there was a delay in obtaining occupation certificate, on account of a change in norms pertaining to height measurement after the completion of construction of the new building. Consequently, the occupation certificate for the project which was undertaken on the basis of the older norms, was delayed by over 3 years. We cannot assure you that such instances will not occur in future or that we will be able to address the situation within an acceptable time frame or at all.

Moreover, the Approvals are subject to numerous conditions, and we cannot assure you that these Approvals will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Suspension or revocation of the Approvals by the relevant regulatory authority, either on account of non-compliance or otherwise, would impact our Company's operations and, consequently, have an adverse effect on our business, cash flows and financial condition. Our Company may also be liable to monetary penalties and concerned officers in default may be subject to imprisonment.

Additionally, uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, 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 business or restrict our ability to grow our business in the future. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

16. ***Some of our Ongoing Projects require us to obtain approvals or permits, and we are required to fulfil certain conditions precedent in respect of some of them. Any failure to obtain the necessary approvals in time or at all may result in material delays in our Ongoing Projects and could have an adverse impact on our results of operations and prospects.***

Completed Projects

As of July 31, 2023, we have completed 27 projects (both stand-alone and through joint development arrangements with other third parties) aggregating more than 4 million square feet of development and have catered to more than approximately 4,000 customers. Set out below are details of the occupation certificate that we have obtained for these completed projects that we have completed independently and projects executed by our Promoter through their proprietorship.

Project	Location	Nature of the project	Date of receipt of occupation certificate
New Bharat Villa CHSL	Vile Parle West	Redevelopment	October 21, 2014

Project	Location	Nature of the project	Date of receipt of occupation certificate
Gangadhar Nagar	Borivali East	Redevelopment	September 21, 2013
Mahant	Vile Parle East	Redevelopment	March 1, 2013
Jeevan Sarita	Vile Parle East	Redevelopment	June 24, 2019
Arkade Adornia	Goregaon East	Redevelopment	May 17, 2017
Arkade Earth	Kanjurmarg East–	New Project	Phase–1 - Wings DEFG —February 20, 2020 Phase–2 - Wings ABC – April 12, 2021 H wing –April 4, 2022
Arkade Serene	Sundar Nagar, Malad West	Redevelopment	February 8, 2023
Darshan	Vile Parle East	New Project	November 7, 2022
Green Avenue 1	Borivali East	New Project	March 11, 2003
Green Avenue 2	Borivali East	New Project	March 11, 2003
Park Side	Borivali East	New Project	May 9, 2004
Harmony	Borivali East	New Project	May 9, 2006
Casa Bella	Borivali East	New Project	January 2, 2007
Vineet CHSL	Kandivali West	Redevelopment	February 7, 2008
Om Khushal CHSL	Vile Parle East	Redevelopment	February 26, 2010
Jayshree	Malad West	Redevelopment	February 25, 2013
Arkade Art	Mira Road East	New Project	Building 2 and 3 – July 27, 2017 Building 4 – June 11, 2019 Building 1 – July 3, 2018
Arkade Rise	Carmichael Road	Redevelopment	February 4, 2020

As certified by Sher Singh B Chilotra, independent chartered engineer pursuant to certificate dated August 31, 2023

In addition to the projects mentioned in the table immediately above, we have also completed 9 projects through joint development arrangements with other third parties of which 0 was a redevelopment projects and 9 new projects.

Ongoing Projects

We are, currently, developing 5 residential projects spread across the western suburbs of the MMR. These projects, when completed, are expected to aggregate 1,876,422 million square feet of developable area comprising 646,940 square feet of saleable RERA carpet area spread across 589 'available for sale' units. Set out below are details of the latest applicable approvals that we have obtained for these Ongoing Projects:

Project#	Location	Nature of the project	Expected completion date*
Arkade Aura	Santacruz, MMR	Redevelopment	December 31, 2025
Arkade Prime	Andheri East MMR	New Project	December 31, 2025
Arkade Aspire	Goregaon East, MMR	New Project	December 31, 2025
Arkade Crown	Borivali West, MMR	Redevelopment	December 31, 2025
Arkade Nest	Mulund West, MMR	New Project	June 30, 2027

#Information provided in respect of our Ongoing Projects is based on our current management plans and is subject to change.
**Per RERA filings.*

Each project is subject to manifold approvals which are required at disparate stages of the project. For further details, please see '*Government Approvals*' on page 384. We cannot assure you that we will apply for such approvals in a timely manner, or approvals will be issued or granted to us in a timely manner, or at all. Any delay in applying for, or obtaining such approvals, may impact our business operations, financial performance and prospects. Further, our Company had received a 'stop work notice' dated February 16, 2023 from the Municipal Corporation of Greater Mumbai in relation to construction of temporary structure created in one of our projects viz. Arkade Aura on the basis that the temporary structure was not approved by the concerned authority. While the 'stop work notice' was withdrawn on June 7, 2023 by the Municipal Corporation of Greater Mumbai after demolition of the temporary structure on March 9, 2023, the construction at the said project was stopped from February 16, 2023 to June 7, 2023. While we have not received any other notices of similar nature in the past and have complied with the conditions of the approvals issued to our Companies, we cannot assure you that such an event will not occur in the future. Further, any such adverse action from regulatory authorities may affect our abilities to complete our projects in the targeted time and as a result, may have an adverse impact on our cash flow, business operations and our reputation.

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

Our business is governed by various laws and regulations including The Real Estate (Regulation and Development) Act, 2016, National Building Code of India, 2016, The Transfer of Property Act, 1882, The Registration Act, 1908, Indian Stamp Act, 1899, Indian Easements Act, 1882, The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013, Unified Development Control and Promotion Regulations for Maharashtra, The Maharashtra Stamp Act, 1958, Maharashtra Land Revenue Code, 1966, Maharashtra Tenancy and Agricultural Lands Act, 1948, Maharashtra Regional and Town Planning Act, 1966, Maharashtra Slum Areas (Improvement, Clearance and Redevelopment) Act, 1971, Maharashtra Fire Prevention and Life Safety Measures Act, 2006, The Bombay Village Panchayats Act, 1958, The Maharashtra Ownership Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963, The Maharashtra Apartment Ownership Act, 1970, The Maharashtra Housing and Area Development Act, 1976, Development Control Regulations for Greater Mumbai, 1991, The Development Control and Promotional Regulations (DCPR) 2034, Development Control Regulations for Mumbai Metropolitan Region, 1999 and Maharashtra Co-operative Societies Act, 1960 and the rules framed thereunder. Our business and financial performance could be adversely affected by unfavourable changes in law, or interpretations of existing laws by judicial and quasi-judicial bodies, and the rules and guidelines issued thereunder, or the promulgation of new laws, rules and regulations applicable to us and our business. For further details see "*Key Regulations and Policies"* on page 218.

The regulatory and policy environment in which we operate is evolving and subject to change. For instance, the Indian real estate sector faced challenges of adapting to various reforms and changes brought about by demonetization, and implementation of The Real Estate (Regulation and Development) Act, 2016, Goods and Service Tax and Insolvency and Bankruptcy Code. These measures introduced by the Government of India initially posed difficulties for the real estate sector in aligning with the new regulations. (*Source: Anarock Report*) There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements, conditions, costs and expenditures on our operations. Any such changes and the related uncertainties with respect to the implementation of the new legal framework may have a material adverse effect on our business, financial condition, results of operations and future cash flows. In addition, we may have to incur costs and expenses including capital expenditure to comply with the requirements of any new regulations, which may also adversely impact our results of operations and cash flows. Any changes to such laws may adversely affect our business, financial condition and results of operations.

Further, the Government of India has notified certain labour codes including The Code on Wages, 2019 and The Code on Social Security, 2020 which will replace the existing legal framework governing rights of workers, employees and labour relations. While certain aspects of The Code on Wages, 2019 and the Code on Social Security, have been notified, the vast majority of the codes are yet to come into force on the date of this Draft Red Herring Prospectus. 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, future cash flows and prospects.

We have not determined the impact of these recent and proposed laws and regulations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, 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 business or restrict our ability to grow our business in the future. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

18. ***Our redevelopment projects have long gestation periods and any delays and cost overruns could adversely affect our prospects, business and results of operations***

Redevelopment projects are, by their very nature, different from the development of new projects, and pose unique challenges. Prior to commencing the redevelopment of existing structures we enter into a Development Agreement with entities who have an interest in the existing structures which detail the *inter-se* rights, liabilities and obligations of the parties. However, since redevelopment projects involve multiple entities these projects, generally, tend to have long gestation periods and delays and cost overruns are not uncommon. Further, due to the involvement of multiple entities we are required to engage with entities who could have potentially conflicting interests and dissatisfaction with either completion timelines or other aspects of the redevelopment could result in such entities ceasing to cooperate with us, raising objections and, or, engaging in litigation which would affect our ability complete the project within anticipated timelines or at all. which would adversely impact our business and our financial condition. Any delays, cost overruns or litigation could adversely affect our business and financial condition.

19. ***We propose to deploy a part of the Net Proceeds towards acquisition of unidentified land and general corporate purposes.***

Land is one of the most crucial aspects of a real estate company's operations. Our Company follows a blended business model i.e. we develop new real estate projects and we redevelop existing premises. The latter does not require us to acquire any land for development since the projects is undertaken on the property on which the existing premises are located. However, for new real estate projects land acquisition is a key aspect of project development. Mumbai, where our operations are based is the most expensive real estate market in India, and, scarcity of land, coupled with the difficultly in acquiring suitable land at affordable prices is a significant constraint in Mumbai (*Source: Anarock Report*). Currently, we are in the process of executing 5 Ongoing Projects spread across different micro geographies of the MMR, of which 3 are new projects for which we have acquired land. To continue our growth trajectory and to remain competitive we will need to undertake new projects consistently which will require us identify and acquire land. Further, once suitable land is identified, time may be of the essence in completing the sale given the scarcity of land and the competition, and we may be required to make a significant capital outlay quickly. Accordingly, we are proposing to acquire land for our future operations in the MMR region by deploying a part of the Net Proceeds. In compliance with the SEBI ICDR Regulations, we propose to deploy an aggregate of [●] million of the Net Proceeds, constituting approximately, [●]% of our Issue Proceeds towards acquisition of unidentified land in the MMR region and general corporate purposes, of which we will deploy not more than ₹ [●] million, towards acquisition of unidentified land. For further details see *'Objects of the Issue'* on page 91. While, given the importance of land in the development of new projects we undertake extensive due diligence and analyse and evaluate the identified land on various parameters including its location, the environs and the nature of the soil etc, we cannot assure you that the land that we acquire will be viable or that the project developed on such land will be profitable. Further, in the event we are unable to identify and, or, acquire suitable land required to develop new projects our it could have an adverse impact on our financial condition, business and growth prospects.

20. ***Our inability to protect or use our intellectual property rights may adversely affect our business.***

Our Company possesses 4 registered trade marks. For further details about our intellectual property rights, see '*Our Business – Intellectual Property'* on page 215. The use of our brand name or logo by third parties could adversely affect our reputation and business, which could in turn adversely affect our financial performance and the market price of the Equity Shares. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe our rights, which may have an adverse effect on our business and results of operations.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights, which may force us to alter our offerings of units in our projects. We may also be susceptible to claims from third parties asserting infringement and other related claims. If such claims are raised, those claims could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease all or certain of our offerings of units in our projects. Any of the foregoing could adversely affect our business, results of operations, cash flows and financial condition.

21. ***Unsecured loans taken by our Company can be recalled by the lenders at any time. Our Promoter and Whole Time Directors have extended personal guarantees for debt facilities availed by our Company, which they be unable to continue to provide or honour.***

As of July 31, 2023, our Company has availed the following unsecured loans from our Promoter and Chairman and Managing Director i.e., Amit Mangilal Jain, and our Whole Time Directors i.e., Sandeep Ummedmal Jain and Arpit Vikram Jain which may be recalled by their respective lenders at any time.

Sr. No.	Name of the Lender	Amount Sanctioned (in ₹ millions)	Amount Outstanding* (as on July 31, 2023) (in ₹ million)	Rate of Interest (p.a. in %)
1.	Amit Mangilal Jain	600.00	346.66	12
2.	Sandeep Ummedmal Jain	150.00	103.17	12
3.	Arpit Vikram Jain	150.00	102.61	12
Total		**900.00**	**552.44**	

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If any of the abovementioned lenders recall these loans, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Further, if any lender seeks accelerated repayment of any such loan, it may have a material adverse effect on our business and our immediate cash flow.

In addition, our Promoter and Chairman and Managing Director i.e., Amit Mangilal Jain, and our Whole Time Directors i.e., Sandeep Ummedmal Jain and Arpit Vikram Jain have also extended personal guarantees for some of the debt facilities availed by our Company. Any inability to continue to provide such guarantee or their inability to honour such guarantee could result in an acceleration of such facilities and, or, adversely impact our ability to raise debt which could impact our cash flows, result in cash flow mismatch and adversely affect our financial condition.

22. ***We have incurred indebtedness which exposes us to various risks which may have an adverse effect on our business, results of operations and financial conditions. Conditions and restrictions imposed on us by the agreements governing our indebtedness could adversely affect our ability to operate our business.***

As of July 31, 2023, our total sanctioned and outstanding indebtedness was ₹ 2,214.80 million and ₹ 843.01 million, respectively. The level of our indebtedness could have several important consequences, including but not limited to the following:

i. a significant portion of our cash flow may be used towards repayment of our existing debt, which will reduce the available cash flow to fund our capital expenditures and other general corporate requirements;

ii. defaults of payment and other obligations under our financing arrangements may result in an event of default, acceleration of our repayment obligations and enforcement of related security interests over our assets;

iii. a substantial portion of our long-term indebtedness is subject to floating rates of interest. Fluctuations in market interest rates may require us to pay higher rates of interest and will also affect the cost of our borrowings; and

iv. our ability to obtain additional financing in the future or renegotiate or refinance our existing indebtedness on terms favourable to us may be limited.

Additionally, our financing agreements contain certain conditions and restrictive covenants that require us to obtain consents from respective lenders prior to carrying out specified activities and entering into certain transactions. Our lenders require us to obtain their prior approval for certain actions, which, amongst other things, restrict our ability to undertake various actions including incur additional debt, declare dividends (except where the instalments of principal and interest payable to the bank are being paid regularly), alter our share capital, and implement new scheme of expansion/modernisation. While our Company has received necessary approval from its lenders to undertake this Issue, we cannot assure you that we will be able to obtain approvals to undertake any other aforementioned activities as and when required or comply with such covenants or other covenants in the future. For further details regarding our indebtedness, see '*Restated Consolidated Financial Information'* and '*Financial Indebtedness*' on pages 261 and 331, respectively.

Any failure to observe the covenants under our financing agreements or obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities, suspension of further access or withdrawals, either in whole or in part, for the use of the facility and, or, restructuring of our borrowings.

23. ***Our business operations are capital intensive and is significantly dependent on availability of real estate financing or internal accruals. We may not be able to secure additional funding in the future. In the event our Company is unable to obtain sufficient funding, it may delay our growth plans and have a material adverse effect on our business, cash flows and financial condition.***

Our business operations are capital intensive and involve substantial capital for development and marketing of our Ongoing projects and planned projects. Additionally, we will require significant capital outlay for our future project including for land acquisition. We typically fund these requirements through financing from banks and other financial institutions and through our internal accruals. As of July 31, 2023, our total sanctioned indebtedness was ₹ 2,214.80 million out of which our outstanding indebtedness was ₹ 843.01 million as a majority of the loans have been *inter alia* secured against the proceeds of sale of units from our projects and are repaid from such proceeds. For further details regarding our indebtedness, see '*Restated Consolidated Financial Information' and* '*Financial Indebtedness*' on pages 261 and 331, respectively. Our ability to borrow and the terms of our borrowings will depend on our financial conditions, our cash flows, our capacity to service debt and our ability to sell units in projects which have been secured for repayment of our debt. Further, from time to time, our Company's plans may change due to changing circumstances, new business developments, new challenges or investment opportunities or unforeseen contingencies. If our plans change or if we are required to adapt to changing circumstances or business realities, our Company may need to obtain additional financing to meet *inter alia* working capital requirements and/ or capital expenditure. Such financing may be in the form of debt funding, which may be raised through borrowings from commercial banks, issue of debentures or other debt securities. If we raise funds in future by incurring additional debt, the interest and debt repayment obligations of our Company will increase, and we may be subject to supplementary or new covenants, which could limit our ability to access cash flow from operations and, or, other means of financing. Moreover, these additional funds could come at a higher cost which may impact our profitability. Further, we cannot assure you that we will be able to obtain adequate financing to fund future capital requirements on acceptable terms, in time.

24. ***We have dues which are outstanding to our creditors. Any failure in payment of these dues may have a material adverse effect on our reputation, business and financial condition.***

As of March 31, 2023, our Company had 240 creditors and the aggregate amount due by our Company to these creditors was ₹ 235.19 million, as set out below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	53	79.66
Other creditors	187	155.53
Total	**240**	**235.19**

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In terms of our Materiality Policy, the list of creditors 'material' to whom the amount due is in excess of 5% of the total outstanding dues (that is, trade payables) of the Company as on March 31, 2023 is set out below:

Particulars	No. of Creditors	Amount involved

		(in ₹ million)
Material Creditors	3	77.80

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Any failure to make payments to our creditors in a timely manner in accordance with the terms and conditions of the agreements or purchase orders with them, or at all, may lead to our creditors not providing us with materials in future or to disassociate their relationship with us. In addition, delay or failure in payment of dues to our creditors may also result in creditors initiating legal proceedings against us. All these factors may have a material adverse effect on our reputation, business and financial condition.

25. ***Our Company has made delayed filings with the RoC and tax authorities and certain forms filed with RoC and certain payment challans in relation to the corporate filings made by our Company are not traceable.***

Our Company has in the past inadvertently delayed in making the prescribed statutory filings under the Companies Act, 2013 for few corporate actions such as, delay in form filing in relation to (i) allotment of 502,000 Equity Shares dated March 23, 2015; (ii) allotment of 376,200 Equity Shares and 41,800 Equity Shares, both dated March 14, 2014; and (iii) conversion of our Company from a private company to a public company. Additionally, we have also inadvertently delayed in making certain GST and TDS related filings. While we have paid the requisite fine / additional fees as prescribed under the Companies Act, 2013, at the time of the delayed filing, we cannot assure you that such delayed reporting will not occur in the future. Further, our Company engaged an independent practicing Company Secretary, Kala Agarwal, to trace 1 RoC form pertaining to change in our registered office, and certain RoC payment challans in relation to change in our authorised share capital and change in our registered office, erstwhile share transfer forms for transfer of shares involving our Promoter which were not traceable by our Company. The independent practicing Company Secretary was also unable to trace such RoC form and RoC payment challans. We cannot assure you that we will be able to make timely filings including of our corporate actions, and, or, maintain all records of corporate actions of our Company in the future

26. ***Our Promoter has subscribed to, and purchased, Equity Shares, at a price which could be below the Issue Price. The average cost of acquisition of Equity Shares by our Promoter could also be lower than the Issue Price.***

We have issued Equity Shares to our Promoter, and our Promoter has acquired Equity Shares by way of transfers, at a price which could be below the Issue Price. For more details see '*Capital Structure*' on page 75.

The average cost of acquisition of Equity Shares by our Promoter (**Average Cost of Acquisition**) is set out below.

Name	Number of Equity Shares acquired	Average Cost of Acquisition per Equity Share (in ₹)
Amit Mangilal Jain	126,137,732	1.25

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The aforementioned average cost of acquisition of Equity Shares by our Promoter could be lower than the Issue Price.

27. ***We have licensed the use of our Registered and Corporate Office from which we operate our business. We cannot assure you that the license agreement will be renewed upon termination or that we will be able to obtain other premises on lease or license basis on same or similar commercial terms.***

We do not own the Registered and Corporate Office from which we operate our business and we have licensed the use of our Registered and Corporate Office from a firm in which our Promoter is a sole proprietor.

We cannot assure you that we will own, or have the right to occupy, this premise in the future, or that we will be able to continue with the uninterrupted use of this premise, which may impair our operations and adversely affect our financial condition. We cannot assure you that we will be able to renew the lease or license agreement with third parties in a timely manner or at all. Further, identification of a new location to house our operations and relocating our offices to the new premises may place significant demands on our senior management and other resources and also involve us incurring significant expenditure. Any inability on our part to timely identify a suitable location for a relocated office could have an adverse impact on our business.

Further, the license agreement in relation to our Registered and Corporate Office is not adequately stamped. An instrument not duly stamped, or insufficiently stamped, shall not be admitted as evidence in any Indian court or may attract a penalty as prescribed under applicable law, which may have an adverse effect on the continuance of our operations and business.

In addition, any regulatory non-compliance by the licensor or us or adverse development relating to the licensors' title or ownership rights to such properties, may entail significant disruptions to our operations, especially if we are forced to vacate the licensed space following such developments. If our sales do not increase in line with our rent and costs, including setup and interior design costs, our profitability, business, results of operations, financial condition and cash flows could be adversely affected.

28. ***We may be unable to enforce our rights under some of the agreements executed by us on account of insufficient stamping.***

The unsecured loan agreements executed by us with our lenders are not stamped and the leave and license agreement executed by us for use of our Registered and Corporate Office is inadequately stamped. Unstamped or inadequately stamped documents while not illegal cannot be enforced in a court of law until the applicable stamp duty, with penalty, has been paid and could impact our ability to timely enforce our rights under the agreements and may have a material adverse effect on the continuance of our operations and business. We cannot assure you that we will be able to enforce our rights under these arrangements.

29. ***Our Promoter will, even after the completion of the Issue, continue to be our largest Shareholder and can influence the outcome of resolutions, which may potentially involve conflict of interest with the other Shareholders.***

Currently, our Promoter holds 82.99% Equity Share capital of our Company and he will continue to hold majority of our Equity Share capital after the completion of this Issue. Accordingly, our Promoter will continue to exercise significant influence over our business and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. We cannot assure you that the interest of our Promoter in any such scenario will not conflict with the interest of other Shareholders or with our interests. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business effectively or in the best interests of the other Shareholders of our Company.

30. ***Our Promoter and some of our Directors may have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.***

Our Promoter and some of our Directors may be regarded as having an interest in us other than reimbursement of expenses incurred and normal remuneration or benefits. Our Promoter and certain Directors may be deemed to be interested to the extent of Equity Shares held by them or their relatives (or Promoter Group) as well as to the extent of bonus or dividend on such Equity Shares. Further, they are interested to the extent of unsecured loans that have been given by them or their respective family members. We cannot assure you that there will be no conflict of interests between such persons and our Company. For further details, see '*Our Management' and 'Our Promoter and Promoter Group'* on pages 232 and 256, respectively.

31. ***There are certain outstanding legal proceedings involving our Company, our Subsidiaries, our Promoter, and our Directors, which, if determined against us, could have a material adverse effect on our business, cash flows, financial condition and results of operations.***

Our Company, one of our Subsidiaries, our Promoter and our Directors are currently involved in litigations pending at different levels of adjudication before various forum. A summary of outstanding litigation and the monetary amount involved in the cases we are currently involved in is mentioned in brief below:

Sr. No.	Particulars	Criminal Proceedings	Tax proceedings	Statutory/ Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our Promoter in last 5 years	Material outstanding litigation	Aggregate amount involved (₹ in million) *
1.	**Company**						
	By our Company	2	-	-	-	Nil	Nil
	Against our Company	1	4	10	Nil	23	422.29
2.	**Promoter**						
	By our Promoter	1	-	-	-	-	Nil
	Against our Promoter	3	6	16	Nil	2	132.76
3.	**Directors (other than Promoter)**						
	By our Directors	1	-	-	-	-	Nil
	Against our Directors	1	3	10	Nil	2	134.90
4.	**Subsidiaries**						
	By the Subsidiaries	Nil	-	-	-	Nil	Nil
	Against the Subsidiaries	Nil	3	1	-	-	10.09

**To the extent quantifiable.*

For further details on the outstanding litigation matters involving our Company, our Subsidiary, our Promoter, and our Directors (other than Promoter), see '*Outstanding Litigation and Other Material Developments*' on page 374.

In addition to the above, one of the projects being undertaken by our Associates i.e., Atul & Arkade Realty, in which our Company holds 40% share, is involved in litigation pursuant to which the project could not be commenced. Although our Company is not a party to this dispute, any adverse findings by the concerned judicial authority in this dispute may have an impact on our brand name, our investment in this Associate and our financial condition.

We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian law or rulings against us by the appellate courts or tribunals, we may face losses and have to make further provisions in our financial statements, which could increase our expenses and our liabilities. We cannot assure you that the provisions we have made for litigation will be sufficient or that further litigation will not be brought against us in the future. Decisions in such proceedings adverse to our interests may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Further, delay in settlement of statutory dues, vendor payments and employee settlement cases may also have an adverse impact on us.

In the event significant claims are determined against us and we are required to pay all or a portion of the disputed amounts, there could be a material adverse effect on our business and profitability. We cannot provide any assurance that these matters will be decided in our favour. Furthermore, we may not be able to quantify all the claims in which we are involved. Failure to successfully defend these or other claims or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subjected to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure that similar proceedings will not be initiated in the future. This could adversely affect our business, cash flows, financial condition, and results of operation.

32. *Our contingent liabilities could materially and adversely affect our business, results of operations and financial condition.*

The table below sets forth the details of contingent liabilities as at Fiscal 2023, Fiscal 2022 and Fiscal 2021:

(in ₹ million)

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
(i) Bank Guarantees	19.00	16.50	6.50
(ii) Demands/Claims by Government Author–ties not acknowledged as debts and contested/to be contested by the Company:			
a. Service Tax - FY 2016-17	0.89	0.89	0.89
b. Goods & Service Tax - FY 2017-18 to FY 2022-23*	297.54	272.35	191.62
Total	**317.43**	**289.74**	**199.01**

* *The figures for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 includes the amount of contingent liabilities for the respective periods, where show cause notice or claims have been received after the close of respective reporting period and till the date of approval of this financial statements by the Board of Directors.*

While most of these contingent liabilities have been incurred in the normal course of business, if these were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition. For further details of our contingent liabilities, see '*Restated Consolidated Financial Information*' on page 261. Further, we cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future.

33. ***There are common pursuits amongst our Company and our Associates.***

There are common pursuits amongst our Company and our Associates viz. Arkade Abode LLP (in the process of strike off, application submitted to ROC), Atul & Arkade Realty and Bhoomi & Arkade Associates. For details of our Associates, see '*History and Certain Corporate Matters - Details of our Joint Ventures and Associates*'. While, currently, there is no conflict between our Company and our Associates, we cannot assure you that there will be no conflict of interest in allocating business opportunities between us and our Group Company going forward. Further, we have not entered into any non-compete agreement with our Associates and we cannot assure you that our Associates will not compete with our existing business or that we will be able to suitably resolve any such conflict without an adverse effect on our business and financial performance.

34. ***Our operations are heavily dependent on the real estate industry.***

We are pure-play real estate developer operating primarily in the MMR and surrounding regions. Accordingly, all our revenue from our real estate activities in India. Consequently, factors affecting the state of the Indian real estate sector, particularly, the real estate sector in the MMR and neighbouring areas, and the Indian economy in general, are of significance for our performance.

The real estate industry has, in the recent past, been buffeted by the COVID-19 pandemic which has adversely impacted our operations. Economic developments within and outside India have also in the past adversely affected the property market in India. The global credit markets have experienced and may experience significant volatility and have an adverse impact on the availability of credit and the confidence of the financial markets, globally as well as in India. The availability of credit and financial markets may also be impacted by the prevailing debt crisis which has been triggered majorly by rising policy rates resulting in a rise in cost of funds. Further, increase in cost of raw materials which may in turn lead to an increase in the construction cost may also result in decrease in sale of, or pricing for, real estate projects. Accordingly, any downturn in the real estate industry, could adversely impact our results of operations and our financial condition.

35. ***Sales of our projects may be adversely affected by the inability of our prospective customers to obtain financing.***

Lower interest rates on housing finance from banks and housing finance companies, particularly for residential real estate, have *inter alia* facilitated growth of the Indian real estate market. For instance, to enhance liquidity in the market, the RBI implemented a series of measures, including a reduction of 115 basis points in the repo rate between February 2020 and December 2021. This was primarily to infuse liquidity into the system during the pandemic so that consumption could remain afloat. This reduction led to a decrease in home loan interest rates. Additionally, the combination of rising household income and stable ticket prices contributed to an improvement in the affordability of residential units. However, as the threat of the pandemic receded, the RBI revised the repo rates upwards and cause it to rise by 150 basis points in regular intervals from May 2022 to February 2023. Despite the rise in rates leading to the firming up of the home loan rates, the demand for housing had remained buoyant. (*Source: Anarock Report*). Any adverse changes in interest rates may affect the ability and willingness of prospective real estate customers, particularly customers of residential properties, to obtain financing for the purchase of our projects. A decision by the RBI to increase the repo rate could impose an inflation risk as the interest rates charged by banks on home loans from our prospective customers have in the past, and may continue to, be increased. Interest rates at which our customers may borrow funds for the purchase of our properties affects the affordability of our real estate projects. Any changes in the home loans market, making home loans less attractive to our customers may adversely affect our business, future growth and results of operations.

36. ***Health, safety and environmental matters, including compliance with environmental laws, could result in substantially increased capital requirements and operating costs.***

The Indian real estate industry and construction activities are regulated at the national, state and municipal level by different statutory authorities and regulatory bodies. Our Company's business and operations are subject to laws, regulations and contractual commitments relating to health, safety and the environment which include laws, regulations and contractual commitments towards solid waste material handling and disposal, worker health and safety, and the investigation and remediation or other environmental restoration and are also subject to monitoring and inspections by the government officials with regard to various environmental issues. The risks of substantial costs and liabilities related to these laws and regulations are an inherent part of our Company's business. Other developments in these laws and regulations, such as increased requirements of environmental, health and safety obligations, increased strict enforcement thereof by governmental authorities, and claims for damages to property or injury to persons resulting from the environmental, health or safety, impact our Company's operations, and / or could prevent or restrict some of our Company's operations, require the expenditure of significant funds to bring our Company into compliance, involve the imposition of clean up requirements and give rise to civil or criminal liability. We cannot assure you that any legislation, regulation, enforcement or private claim will not be levied against our Company in the future which may have a material adverse effect on our Company's business, financial condition or results of operations. In the event that construction at any of our construction projects is partially or wholly prevented due to any adverse actions of any governmental or statutory authority, our Company's business could suffer significantly and its results of operations and financial condition could be materially and adversely affected. For details in relation to the applicable laws and material approvals taken by our Company in relation to its business, see '*Key Regulations and Policies*' and '*Government and Other Approvals*' on pages 218 and 384, respectively.

37. ***We intend to utilise a*** portion ***of the Net Proceeds for funding our development expenses requirements.***

We intend to utilise a portion of the Net Proceeds for part funding our development expenses requirements which includes the cost of construction of one of our Ongoing Projects viz., Arkade Nest. Arkade Nest is a new project that we are in the process of developing in Mulund West and is expected to be completed by June 30, 2027 (*Per* RERA filings). We propose to deploy an aggregate of ₹ 2,700 million towards part funding the development expenses required for Arkade Nest, Prachi CHSL and C Unit comprising the cost of approval and cost of construction. We have yet to place orders for the aforementioned cost of construction, and we have not entered into any definitive agreements to utilize the Net Proceeds for this aspect of the object of the Issue and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure you that we will be able to undertake such development expenses within the cost indicated by such quotations or that there will not be cost escalations. For details, see "*Objects of the Issue*" at page 91.

38. ***Any failure of our information technology systems could adversely impact our business.***

Our day to day operations depend on our information technology systems. We use information and communication technologies for the execution and management of our projects. We also use information technology systems for routine corporate activities such as processing of financial information, managing information pertaining to creditors/ debtors, customer communication, marketing through website and engaging in normal business activities . Although we believe that we have effective backup systems in place, any partial or complete disruption of our information technology systems could adversely impact our business and the result of our operations. Although in the past we have never faced any cyber-attacks, frauds, hacking, phishing, trojans and data theft, there can be no assurance that such incidences may not occur in the future.

39. ***Our operations and our workforce are exposed to various natural disasters, hazards and risks that could affect our business operations and our reputation.***

We conduct various site studies prior to the acquisition of any area of land and its construction and development. However, there are certain unanticipated or unforeseen risks that may arise in the course of property development due to adverse weather and geological conditions such as storms, hurricanes, lightning, floods and landslides. If the MMR region where all our projects are based are affected by any natural disasters which significantly affect our projects, our business and financial conditions could be adversely affected.

Additionally, operations at construction sites are subject to hazards inherent in providing architectural and construction services, such as the risk of equipment failure, work accidents, fire or explosion. Many of these hazards can cause injury and loss of life, severe damage to and destruction of property and equipment and environmental damage. Occurrence of any such events could adversely affect our business operations and reputation.

40. ***Any material deviation in the utilisation of Issue Proceeds shall be subject to applicable law.***

Our funding requirements and the deployment of the proceeds from this Issue are based on our current business plan and strategy. We may have to revise this from time to time as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the deployment for a particular purpose from its planned expenditure at the discretion of our Board, in compliance with applicable law. Accordingly, we may not be able to utilise the proceeds from this Issue in the manner set out in this Draft Red Herring Prospectus in a timely manner or at all. As a consequence of any increased expenditure, the actual deployment of funds may be higher than estimated.

In accordance with Sections 13(8) and 27 of the Companies Act, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the Shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Further, our Promoter would be required to provide an exit opportunity to those Shareholders' who do not agree with our proposal to modify the objects of the Issue as prescribed in the SEBI ICDR Regulations.

41. ***The objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution and are based on management estimates.***

Our funding requirements and proposed deployment of Net Proceeds as set out in the section '*Objects of the Issue*' at page 91 are based on management estimates and have not been appraised by any bank or financial institution. Our funding requirements are based on our current business plan and may vary based on various factors including macro-economic conditions and other changes. In view of the dynamic nature of the industry in which we operate, we may have to revise our business plan from time to time and, consequently, the funding requirement and the utilization of proceeds from the Issue may also change. This may also include rescheduling the proposed utilization of the Issue Proceeds at the discretion of our management. We may make necessary changes to utilisation of the Issue Proceeds in compliance with the provisions of the Companies Act. In the event of any variation in actual utilization of the Issue Proceeds, any increased fund deployment for a particular activity may be met from funds earmarked from any other activity and, or, from our internal accruals. Further, any such revision in the estimates may require us to revise our projected expenditure, which may have a bearing on our profitability.

42. ***Our business and growth plan could be adversely affected by the incidence and rate of property taxes and stamp duties.***

We are pure-play real estate developer operating primarily in the MMR and surrounding regions. As a property owning and development company, we are subject to the property tax regime in the State of Maharashtra. We are also subject to stamp duty for the agreements entered into in respect of the properties we buy and sell. These taxes could increase in the future, and new types of taxes or duties may be introduced which would increase our overall costs and also increase the cost of buying and selling properties. Additionally, if stamp duties or higher stamp duties were to be levied on instruments evidencing transactions which we believe are currently subject to lesser duties, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence of property taxes or stamp duties could have an adverse effect on our business and results of operations.

43. ***Our Company has not paid dividends in the last 3 Fiscals and during the current Fiscal. We cannot assure you that our Company will be in a position to pay dividends in the future.***

Our Company has not paid dividends on Equity Shares for Fiscal 2023, Fiscal 2022, Fiscal 2021 and during the current Fiscal. In terms of our Dividend Policy, our Company will pay dividends in the future depending on a variety of factors including profitable growth of our Company and specifically, profits earned during the financial year as compared with the previous year and internal budgets, our Company's liquidity and cash flow position, capital expenditures, cost of external financing and overall financial position, applicable Indian legal restrictions, our Articles of Association, and other factors considered relevant by our Board. We may retain all future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Further, our Promoter will continue to hold a significant portion of our post-Issue paid-up Equity Share capital and will have a significant ability to control the payment and, or, the rate of dividends. Therefore, we cannot assure you that our Company will be able to declare dividends, of any particular amount or with any frequency in the future. For further details, see '*Dividend Policy'* at page 260.

44. ***This Draft Red Herring Prospectus contains information from an industry report prepared by Anarock which we have commissioned and paid for.***

This Draft Red Herring Prospectus includes industry related information that is derived from the Anarock Report, prepared by Anarock, which has been commissioned, and paid for, by our Company. Anarock has advised that it has taken due care and caution in preparing the Anarock Report, in an independent and objective manner based on information obtained from sources generally believed to be reliable, accurate and complete (**Information**). However, the Information is subject to various limitations and is based upon certain assumptions that are subjective in nature including that the Anarock Report is not based on comprehensive market research of the overall market for all possible situations, and that changes in socio-economic and political conditions could result in a substantially different situation than those presented. Further, the forecasts, estimates and other forward-looking statements in the Anarock Report depend on factors like the recovery of the economy, evolution of consumer sentiments, the competitive environment, amongst others, leading to significant uncertainty, all of which cannot be reasonably and accurately accounted for. Actual results and future events could differ materially from such forecasts, estimates, or such statements. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such estimates and, or, assumptions may change based on various factors. We cannot assure you that Anarock's estimates and, or, assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Given the scope and extent of the Anarock Report, disclosures herein are limited to certain excerpts and the Anarock Report has not been reproduced in its entirety in this Draft Red Herring Prospectus. Accordingly, investors should read the industry-related disclosure in this Draft Red Herring Prospectus in this context. Our Company, Subsidiaries, Promoters, Directors, Key Managerial Personnel, Senior Management and the Book Running Lead Manager are not related to Anarock.

Additionally, some of the data and information in the Anarock Report may also be based on discussions / conversations with industry sources. Industry sources and publications are also prepared based on information as of specific dates and may not be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ significantly from those included in this Draft Red Herring Prospectus. Further, the Anarock Report is not a recommendation to invest or disinvest in our Company.

45. ***We have included certain non-GAAP financial and operational measures related to our operations and financial performance that may vary from any standard methodology that may be applicable across the industry in which we operate, and which may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by similar companies.***

Certain non-GAAP– financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, Net Debt – Equity ratio, and Net Debt - EBITDA ratio have been included in this Draft Red Herring Prospectus. These non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. These non-GAAP financial measures and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

External Risk Factors

46. ***The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, there will be liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue.

The market price of the Equity Shares after the Issue can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global real estate industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares.

General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

47. ***The requirements of being a publicly listed company may strain our resources.***

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and, or, we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

48. ***Any further issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding.***

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

49. ***Sale of Equity Shares by our Promoter in future may adversely affect the market price of the Equity Shares.***

After the completion of the Issue, our Promoter will still own a significant percentage of our issued Equity Shares. Sale of a large number of the Equity Shares by our Promoter could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoter will not dispose of, pledge or encumber his Equity Shares in the future.

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

Following the Issue, our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian Stock Exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares beyond the circuit breaker limit set by the Stock Exchanges. As a result of this circuit breaker, we cannot give you any assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

51. ***The determination of the Price Band and the Issue Price is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.***

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLM. Furthermore, the Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLM through the Book Building Process. These will be based on numerous factors, including factors as described under '*Basis for the Issue Price*' on page 104 and may not be indicative of the market price for the Equity Shares after the Issue. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, our financial performance and results post-listing, and other factors beyond our control. We cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

52. ***There is no guarantee that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all.***

There is no guarantee that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all. In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and the NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

53. ***You may not be able to immediately sell any of the Equity Shares you subscribe to in this Issue on an Indian Stock Exchange.***

The Equity Shares are proposed to be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of the investor's demat accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. The Allotment of Equity Shares in the Issue and the credit of Equity Shares to the investor's demat account with the relevant depository participant and listing is expected to be completed within the period as may be prescribed under applicable law. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares.

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

The structure of the Indian economy has undergone considerable changes in the last decade. These include the increasing importance of external trade and of external capital flows. Any slowdown in the growth of the Indian economy or real estate sector or any future volatility in global process could adversely affect our business, financial condition and results of operations. India's economy could be adversely affected by a general rise in interest rates, fluctuations in currency exchange rates, adverse conditions affecting commodity prices or various other factors. The prevailing debt crisis, which has been triggered majorly by rising policy rates resulting in a rise in cost of funds, could continue or worsen, and may also adversely affect the Indian economy.

Further, conditions outside India, such as slowdowns in the economic growth of other countries, could have an impact on the growth of the Indian economy and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States, France, Europe or China or Asian emerging market countries, may have an impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss of investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets, and could have an adverse effect on our business, financial condition and results of operations and the price of the Equity Shares.

55. ***Increasing employee compensation in India may erode some of our competitive advantage and may reduce our profit margins, which may have a material adverse effect on our business, financial condition, cash flows and results of operations.***

Employee compensation in India has historically been significantly lower than employee compensation in the United States and Western Europe for comparably skilled professionals. However, compensation increases in India may erode some of this competitive advantage and may negatively affect our profit margins. Employee compensation in India is increasing at a faster rate than in the United States and Western Europe, which could result in increased costs relating to managers and other mid-level professionals. We may need to continue to increase the levels of our employee compensation to remain competitive and manage attrition. Compensation increases may have an adverse effect on our business, financial condition, cash flows and results of operations.

56. ***Adverse geopolitical conditions such as an increased tension between India and its neighbouring countries, Russia-Ukraine conflict, could adversely affect our business, results of operations and financial condition.***

Adverse geopolitical conditions such as increased tensions between India and its neighbouring countries, resulting in any military conflict in the region could adversely affect our business and operations. Such events may lead to countries including the Government of India imposing restrictions on the import or export of products or components, among others, and affect our ability to procure raw materials required for our business operations. We could also be affected by the introduction of or increase in the levy of import tariffs in India, or changes in trade agreements between countries. For instance, the government of India has imposed additional tariffs in the nature of countervailing duty and anti-dumping duty on a number of items imported from China. Any such measure or reciprocal duties imposed on Indian products by China or other countries may adversely affect our results of operations and financial condition. Further, prolonged Russia-Ukraine conflict that is currently impacting, *inter alia*, global trade, prices of oil and gas could have an inflationary impact on the Indian economy.

57. ***Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.***

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. We currently carry out real estate development only in India and, as a result, are dependent on prevailing economic conditions in India. Our results of operations and cash flows are significantly affected by factors influencing the Indian economy.

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

a. high rates of inflation in India could increase our costs without proportionately increasing our revenue, and as such decrease our operating margins;

b. high rates of interest could result in an increase in cost of funds for us as well as our customers;

c. any slowdown in economic growth or financial instability in India;

d. any exchange rate fluctuations;

e. any scarcity of credit or other financing, resulting in an adverse impact on economic conditions and scarcity of financing for our expansions or undertaking new real estate projects;

f. prevailing income conditions among customers;

g. volatility in, and actual or perceived trends in trading activity on, the relevant market's principal stock exchanges;

h. changes in existing laws and regulations in India;

i. political instability, terrorism or military conflict in the region or globally, including in various neighbouring countries;

j. occurrence of natural or man-made disasters;

k. any downgrading of debt rating of India by a domestic or international rating agency; and

l. instability in financial markets.

58. ***Governmental actions and changes in policy could adversely affect our business.***

The Government of India and the State Governments in India have broad powers to affect the Indian economy and our business in numerous ways. Additionally, we operate our business in several countries and any change in policies in such countries may affect our business. Any change in the existing policies of Government of India and, or, State Government, or foreign government policies, or new policies affecting the economy of India or any foreign country, where we operate our business, could adversely affect our business operations. Moreover, we also cannot assure you that the Central Government or State Governments in India, or foreign government in countries where we operate will not implement new regulations and policies which will require us to obtain additional approvals and licenses from the Government and other regulatory bodies or impose onerous requirements and conditions on our operations. We cannot predict the terms of any new policy, and we cannot assure you that such policy will not be onerous. Such new policy may also adversely affect our business, cash flows, financial condition and prospects.

59. ***The Government of India or state governments may exercise rights of compulsory purchase or eminent domain over our land, which could adversely affect our business operations.***

The right to own property in India is subject to restrictions that may be imposed by the Government of India. In particular, the Government of India, under the provisions of the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (**Land Acquisition Act**) has the right to compulsorily acquire any land if such acquisition is for a 'public purpose', after providing compensation to the owner. However, the compensation paid pursuant to such acquisition may not be adequate to compensate the owner for the loss of such property. The likelihood of such acquisitions may increase as central and state governments seek to acquire land for the development of infrastructure projects such as roads, railways, airports, and townships. Additionally, we may face difficulties in interpreting and complying with the provisions of the Land Acquisition Act due to limited jurisprudence on them or if our interpretation differs from or contradicts any judicial pronouncements or clarifications issued by the government. In the future, we may face regulatory actions, or we may be required to undertake remedial steps. Any such action in respect of any of the projects in which have invested or may invest in the future may adversely affect our business, financial condition or results of operations including delays in commissioning schedule of our projects.

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

The Competition Act, 2002, of India, as amended (**Competition Act**) regulates practices having an appreciable adverse effect on competition (**AAEC**) in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and results in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, shares the market by way of geographical area or number of guests in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC in the relevant market in India and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On March 4, 2011, the Government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (**CCI**). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are currently not a party to an outstanding proceeding, nor have we received any notice in relation to non-compliance with the Competition Act and the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and prospects.

61. ***A downgrade in ratings of India, may affect the trading price of the Equity Shares.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating is Baa3 with a 'negative' outlook (Moody's), BBB– with a 'stable' outlook (S&P) and BBB– with a 'negative' outlook (Fitch). Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. 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.

62. ***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, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

63. ***Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Consolidated Financial Information prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus***

We have not attempted to quantify the impact of U.S. GAAP or any other system of accounting principles on the financial data, prepared and presented in accordance with Ind AS for Fiscal 2023, Fiscal 2022 and Fiscal 2021 included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or any other accounting principles. U.S. GAAP differs in significant respects from Ind AS. Accordingly, the degree to which the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS and SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Prospectus should accordingly be limited. Additionally, Ind AS differs in certain respects from IFRS and therefore financial statements prepared under Ind AS may be substantially different from financial statements prepared under IFRS.

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

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

65. ***Financial difficulty and other problems in certain financial institutions in India could have a material adverse effect on our business, results of operations, future cash flows and financial condition.***

Indian financial system may be affected by financial difficulties faced by all or some of the Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as 'systemic risk', may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. The Income Tax Act levies taxes on such long-term capital gains exceeding ₹ 0.1 million arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such equity shares subject to specific conditions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of a securities transaction tax (**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. Any gain realized on the sale of Equity Shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempted from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

67. ***Investors may have difficulty enforcing foreign judgments against us or our management.***

We are incorporated under the laws of India and all our Directors and Key Managerial Personnel reside in India. A majority of our assets, and the assets of our Directors and officers, are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Code of Civil Procedure, 1908, of India (**Civil Code**). Further, the Civil Code only permits enforcement of monetary decrees not being in the nature of any amounts payable in respect of taxes or, other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards. Judgments or decrees from jurisdictions not recognised as a reciprocating territory by India cannot be enforced or executed in India. Even if a party were to obtain a judgment in such a jurisdiction, it would be required to institute a fresh suit upon the judgment and would not be able to enforce such judgment by proceedings in execution. Further, the party which has obtained such judgment must institute the new proceedings within three years of obtaining the judgement.

As a result, you may be unable to: (i) effect service of process outside of India upon us and such other persons or entities; or (ii) enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment, and any such amount may be subject to income tax in accordance with applicable laws.

68. ***Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of Fiscals 2008 and 2009 adversely affected market prices in the global securities markets, including India. Following the United Kingdom's exit from the European Union (**Brexit**), there still remains significant uncertainty around the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. Further, the recent collapse of the Silicon Valley Bank also caused economic downturn. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

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

Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of the Equity Shares.

69. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted, subject to certain exceptions, if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. In addition, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all. For further details, see '*Restrictions on Foreign Ownership of Indian Securities*' on page 434.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT and the FEMA Rules, any investment, subscription, purchase or sale of equity instruments by entities, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, in a timely manner or at all.

70. *Our ability to raise foreign capital or borrowings may be constrained by Indian law.*

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

71. *If security or industry analysts do not publish research, or publish unfavourable or inaccurate research about the business of our Company, the price and trading volume of the Equity Shares may decline.*

The trading market for the Equity Shares may depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We may be unable to sustain coverage by established and, or, prominent securities and industry analysts. If either none or only a limited number of securities or industry analysts maintain coverage of our Company, or if these securities or industry analysts are not widely respected within the general investment community, the trading price for our Equity Shares would be negatively impacted. In the event we obtain securities or industry analyst coverage, if one or more of the analysts downgrade our Equity Shares or publish inaccurate or unfavourable research about our business, our Equity Shares price may decline. If one or more of these analysts cease coverage of our Company or fail to publish reports on us regularly, demand for our Equity Shares could decrease, which might cause the price and trading volume of our Equity Shares to decline.

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

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our 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. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

73. ***QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is required to complete Allotment pursuant to the Issue within 6 Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

74. ***A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors or shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted.

SECTION III: INTRODUCTION

THE ISSUE

The following table summarises the details of the Issue:

Issue of Equity Shares *(1)*	Up to [●] Equity Shares, aggregating to ₹ 4,300.00 million
which includes	
Employee Reservation Portion(6)(7)	Up to [●] Equity Shares, aggregating up to ₹ [●] million
The Issue consists of:	
A. QIB Portion(2)(3)	Not more than [●] Equity Shares
of which:	
(1) **Anchor Investor Portion(2)**	Up to [●] Equity Shares
(2) **Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming the Anchor Investor Portion is fully subscribed)**	[●] Equity Shares
of which:	
(a) **Available for allocation to Mutual Fund only (5% of the Net QIB Portion)**	[●] Equity Shares
(b) **Balance of the Net QIB Portion for all QIBs including Mutual Funds**	[●] Equity Shares
B. Non-Institutional Portion(3) (4) (5)	Not less than [●] Equity Shares
of which:	
(i) **One-third of the Non-Institutional Portion reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1 million**	[●] Equity Shares
(ii) **Two-third of the Non-Institutional Portion reserved for applicants with an application size of more than ₹ 1 million**	[●] Equity Shares
C. Retail Portion(3)(4)	Not less than [●] Equity Shares
Pre and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue (as at the date of this Draft Red Herring Prospectus)	152,000,000 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
Utilization of Net Proceeds	See '*Objects of the Issue*' on page 91 for information about the utilization of Net Proceeds.

(1) *The Issue has been authorised by our Board pursuant to the resolution passed at its meeting dated August 18, 2023 and has been authorised by our Shareholders pursuant to the shareholders' resolution dated August 18, 2023. Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Specified Securities allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Issue.*

(2) *Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs Bidders (other than Anchor Investors), including*

Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see 'Issue Procedure' on page 415.

(3) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category would be allowed to be met with spill- over from any other category or combination of categories, as applicable, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law. Undersubscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see 'Issue Procedure' on page 415.*

(4) *Allocation to Bidders in all categories, except in Anchor Investor Portion, Non-Institutional Portion and Retail Individual Investor Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price. The allocation to each Retail Individual Investor Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than ₹ 0.2 million, subject to availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For details, see 'Issue Procedure' on page 415.*

(5) *Not less than 15% of the Issue shall be available for allocation to Non-Institutional Investors of which: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 0.2 million and up to ₹ 1 million; and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹ 1 million , provided that the unsubscribed portion in either of the subcategories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders in accordance with the SEBI ICDR Regulations.*

(6) *In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of the Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of the Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹ 0.50 million, as applicable), shall be added to the Net Issue. For further details, see 'Issue Structure' on page 409.*

(7) *Our Company may, in consultation with the BRLM, offer a discount of up to [●]% of the Issue Price (equivalent of ₹ [●] per Equity Share) to the Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least 2 Working Days prior to the Bid / Issue Opening Date.*

For further details, including in relation to grounds for rejection of Bids, see '*Issue Structure*' and '*Issue Procedure*' on pages 409 and 415, respectively. For further details of the terms of the Issue, see '*Terms of the Issue*' on page 403.

SUMMARY OF FINANCIAL INFORMATION

RESTATED CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES

(All amounts are ₹ in millions unless otherwise stated)

Particulars		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Assets				
Non-current assets				
(a)	Property, plant and equipment	19.11	18.28	3.46
(b)	Intangible assets	2.49	-	-
(c)	Financial assets			
	(i) Investments	169.73	163.75	159.90
	(ii) Loans	-	-	-
	(iii) Other financial assets	63.72	11.00	6.50
(d)	Non-current tax assets (net)	10.80	0.54	8.83
(e)	Deferred tax assets (net)	6.59	2.70	2.26
(f)	Other non-current assets	0.83	-	-
Total non-current assets		**273.26**	**196.28**	**180.95**
Current assets				
(a)	Inventories	5,005.26	2,990.08	2,040.89
(b)	Financial assets			
	(i) Investments	-	231.63	976.46
	(ii) Trade receivables	37.05	52.60	126.13
	(iii) Cash and cash equivalents	166.20	25.21	49.39
	(iv) Bank balances other than (ii) above	9.52	70.03	66.58
	(v) Loans	0.91	0.15	0.23
	(vi) Other financial assets	26.77	1.88	2.56
(c)	Other current assets	34.07	131.82	54.19
Total current assets		**5,279.78**	**3,503.39**	**3,316.43**
Total assets		**5,553.04**	**3,699.67**	**3,497.38**
Equity and liabilities				
Equity				
(a)	Equity share capital	20.00	20.00	20.00
(b)	Other equity	1,982.11	1,474.95	971.41
Total attributable to owners of the parent company		**2,002.11**	**1,494.95**	**991.41**
Total attributable to Non- Controlling Interest		0.52	(1.98)	9.41
Total Equity		**2,002.63**	**1,492.97**	**1,000.82**
Liabilities				
Non-current liabilities				
(a)	Financial liabilities			
	(i)Borrowings	787.54	11.99	-
	(ii) Other financial liabilities	-	-	-
(b)	Provisions	10.91	9.12	6.79

Particulars		As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(c)	Deferred Tax Liabilities (Net)	-	-	-
Total non-current liabilities		**798.45**	**21.11**	**6.79**
Current liabilities				
(a)	Financial liabilities			
	(i) Borrowings	702.41	632.14	136.94
	(ii) Trade payables			
	- Total outstanding dues to small and micro enterprises	79.66	32.54	60.91
	- Total outstanding dues of creditors other than small and micro enterprises	155.53	104.77	162.01
	(iii) Other financial liabilities	137.29	77.08	73.78
(b)	Other current liabilities	1,648.01	1,308.11	2,032.11
(c)	Provisions	29.05	30.95	24.01
(d)	Current tax liabilities (net)	-	-	-
Total current liabilities		**2,751.95**	**2,185.60**	**2,489.76**
	Total equity and liabilities	**5,553.04**	**3,699.67**	**3,497.38**

The above statement should be read with the Notes to the Restated Consolidated Financial Information- Significant Accounting Policies appearing in Annexure V, Notes to the Restated Standalone Financial information - Other Information appearing in Annexure VI; and Restatement Adjustments to Restated Standalone Financial information appearing in Annexure VII.

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All amounts are ₹ in millions unless otherwise stated)

Particulars			For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
I	Revenue from operations		2,201.52	2,289.34	1,082.70
II	Other income		38.61	82.48	49.15
III	**Total income (I + II)**		**2,240.13**	**2,371.82**	**1,131.85**
IV	**Expenses**				
	(a)	Cost of construction	3,344.28	2,548.79	585.16
	(b)	Changes in inventories of finished goods and work in progress	(2,015.19)	(949.19)	79.04
	(c)	Employee benefit expense	170.83	79.46	61.30
	(d)	Finance costs	12.81	43.29	12.98
	(e)	Depreciation and amortisation expense	2.71	0.71	1.09
	(f)	Other expenses	98.69	65.83	95.25
	Total expenses (IV)		**1,614.14**	**1,788.89**	**834.81**
V	**Profit before tax and share of profit (loss) from associates (III - IV)**		**625.99**	**582.93**	**297.04**
	Share of profit / (loss) from associates		41.74	72.79	(6.10)
VI	**Profit before tax**		**667.73**	**655.72**	**290.95**
VII	**Tax expense**				
	(1)	Current tax	165.01	147.73	76.89
	(2)	Deferred tax expense/ (credit)	(3.89)	(0.45)	(3.13)
	Total tax expense (VI)		**161.12**	**147.28**	**73.76**
VIII	**Profit for the year (V -VI)**		**506.61**	**508.44**	**217.18**
	(i) Owners of the company		506.78	504.73	211.90
	(ii) Non controlling interest		(0.17)	3.71	5.28
IX	**Other comprehensive income**				
	(A)	Items that will not be reclassified to profit or loss			
		(a) (Loss)/Gain on remeasurement of the defined benefit plan	(0.38)	1.19	0.40
		(b) Income tax on above			
	Total other comprehensive (loss)/income for the year		**(0.38)**	**1.19**	**0.40**
	(i) Owners of the company		(0.38)	1.19	0.40
	(ii) Non controlling interest		-	-	
X	**Total comprehensive (loss)/income for the year (VII+VIII)**		**506.99**	**507.25**	**216.78**
	(i) Owners of the company		507.16	503.54	211.50
	(ii) Non controlling interest		(0.17)	3.71	5.28
XI	**Earnings per equity share (Face value of ₹ 10/- per share)**				
	(1)	Basic (₹)	3.33	3.32	1.39
	(2)	Diluted (₹)	3.33	3.32	1.39

The above statement should be read with the Notes to the Restated Consolidated Financial Information Significant Accounting Policies appearing in Annexure V, Notes to the Restated Standalone Financial information - Other Information appearing in Annexure VI; and Restatement Adjustments to Restated Standalone Financial information appearing in Annexure VII.

RESTATED CONSOLIDATED STATEMENT OF CASH FLOW

(All amounts are ₹ in millions unless otherwise stated)

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Cash flows from operating activities			
Profit before tax	667.73	655.72	290.95
Adjustments for:			
Finance costs	12.81	43.29	12.98
Interest income	(4.55)	(6.51)	(8.00)
Loss/(Gain) on disposal of property, plant and equipment (net)	-	0.03	-
Fair value (gain) on investments (net)	-	(1.16)	(5.11)
Loss/(gain) on sale of current investments (net)	(7.27)	(30.43)	(1.05)
Depreciation and amortisation expenses	2.71	0.71	1.09
Operating profit before working capital changes	**671.43**	**661.65**	**290.86**
Adjustments for:			
(Increase)/decrease in operating assets			
Trade receivables	15.55	73.53	205.88
Inventories	(2,015.18)	(949.19)	79.11
Other financial assets (Non-Current and Current)	(77.62)	(3.82)	(3.30)
Loans to staff	(0.75)	0.08	(0.25)
Other assets (Non-Current and Current)	96.93	(77.63)	(16.56)
Increase/(decrease) in operating liabilities			
Trade payables	97.87	(85.61)	(77.33)
Provisions (Non-Current and Current)	(0.10)	9.27	8.80
Other financial liabilities (Non-Current and Current)	60.21	3.30	-
Other current liabilities	339.89	(724.00)	1,022.00
Changes in Working Capital	**(1,483.21)**	**(1,754.06)**	**1,218.34**
Cash generated from operations	**(811.78)**	**(1,092.41)**	**1,509.21**
Income taxes paid (Net of Refund)	(175.27)	(139.42)	(58.91)
Net cash generated by operating activities	**(987.04)**	**(1,231.83)**	**1,450.30**
Cash flows from investing activities			
(Investment in) / Proceeds from Bank Deposits	60.51	(3.45)	-
(Investment) / withdrawal from investments in subsidiary & associates firms	(5.97)	(3.85)	(30.23)
(Investment in) / Proceeds from current investments	238.90	776.43	(954.67)
Purchase of property, plant and equipment and other intangible assets	(6.03)	(18.14)	(0.19)
Interest Income	4.55	6.51	8.00
Proceeds from disposal of property, plant and equipment and other intangible assets	-	2.55	
Net cash used in investing activities	**291.96**	**760.05**	**(977.09)**
Cash flows from financing activities			
Proceeds from long term borrowings	778.33	11.99	
Repayment of long term borrowings	(2.77)	-	
Proceeds from short term borrowings (net)	70.27	495.21	(481.08)
Interest paid	(12.81)	(43.29)	(12.98)
Net cash (used in) / generated by financing activities	**833.01**	**463.90**	**(494.06)**

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Add / Less : (Loss)/Gain on remeasurement of the defined benefit plan	0.38	(1.19)	(0.40)
Change in Non-Controlling Interest	2.68	(15.11)	(8.37)
Net increase/ (decrease) in cash and cash equivalents	**140.99**	**(24.18)**	**(29.62)**
Cash and cash equivalents at the beginning of the year	25.21	49.39	79.02
Cash and cash equivalents at the end of the year	**166.20**	**25.21**	**49.39**
Reconciliation of cash and cash equivalents with the Balance Sheet:			
Cash and cash equivalents at end of the year (Refer Note 15)	166.20	25.21	49.39
Note: The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS - 7) "Statement of Cash Flow".			

The above statement should be read with the Notes to the Restated Consolidated Financial Information- Significant Accounting Policies appearing in Annexure V, Notes to the Restated Standalone Financial information - Other Information appearing in Annexure VI; and Restatement Adjustments to Restated Standalone Financial information appearing in Annexure VII.

GENERAL INFORMATION

Our Company was originally incorporated as 'Arkade Developers Private Limited', at Mumbai as a private limited company under the Companies Act, 1956 and received a certificate of incorporation issued by the RoC, on May 13, 1986. Thereafter, our Company was converted into a public limited company, pursuant to a special resolution passed by our Shareholders on June 5, 2023, and the name of our Company was changed to its present name pursuant to a fresh certificate of incorporation issued by the RoC on July 7, 2023. For further details in relation to changes in the Registered Office of our Company, see '*History and Certain Corporate Matters*' on page 226.

Our Promoter gradually acquired control over our Company with acquisition of aggregate 31.10% of the paid-up share capital of our Company on October 20, 2001 which increased to 99.30% of the paid-up share capital of our Company on November 30, 2010. For further details, please see *Capital Structure - Notes to the Capital Structure - Equity Share capital history of our Company* on page 76.

Registered and Corporate Office of our Company

The address and certain other details of our Registered and Corporate Office is as follows:

Arkade Developers Limited
Arkade House, Opp. Bhoomi Arkade,
Near Children's Academy, A S Marg,
Ashok Nagar, Kandivali (East),
Mumbai 400101,
Maharashtra, India.
Telephone: +91 (22) 28874742
E-mail: cs@arkade.in
Website: www.arkade.in

Company registration number and corporate identity number

The registration number and corporate identity number of our Company are as follows:
Company Registration Number: 039813
Corporate Identity Number: U45200MH1986PLC039813

Registrar of Companies

Our Company is registered with the RoC, Maharashtra at Mumbai, situated at the following address:

Address of the RoC

100, Everest,
Marine Drive,
Mumbai- 400002,
Maharashtra, India.

Board of Directors

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

Name	Designation	DIN	Address
Amit Mangilal Jain	Managing Director and Chairman	00139764	501, Prangan Co.Op. Hsg. Soc. CHS, 15 Malavlya Road, Vile Parle (East), Mumbai, 400057, India
Sandeep Ummedmal Jain	Whole Time Director	02231601	B-401, Rajkamal Heights, Rajkamal Marg, Mahatma Gandhi Hospital Parel, Mumbai 400012, India.

Name	Designation	DIN	Address
Arpit Vikram Jain	Whole Time Director	06899631	602, Mahant CHSL, Mahant Road, Near Ruia School, Swapna Shilp, Mahant Road, Vile Parle (East), Mumbai 400057, India.
Hiren Mohanlal Tanna	Independent Director	10259795	Sahil Building, 2nd floor, Plot No. 38., TPS No. 5., Prarthana Samaj Road End, Madhavrao Gadkari Chowk, Vile Parle (East), Mumbai, 400057, Maharashtra, India.
Neha Huddar	Independent Director	00092245	1602, Satguru Sharan I Chaphekar Bandhu Marg near Khandoba Temple, Mulund East, Mumbai – 400081, Maharashtra, India.
Chaitya Ajay Mehta	Independent Director	02970983	501, 5th Floor, Bhoomi Bldg., 79 Nutan Laxmi Society N.S. Road, 8, Juhu Scheme, Vile Parle West, Mumbai 400056, Maharashtra, India.

For brief profiles and further details of our Directors, see ‘*Our Management*’ on page 232.

Company Secretary and Compliance Officer

Sheetal Haresh Solani is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth below:

Arkade House, Opp. Bhoomi Arkade,
Near Children’s Academy, A S Marg,
Ashok Nagar, Kandivali (East),
Mumbai 400101,
Maharashtra, India.
Telephone: +91 (22) 28874742
E-mail: cs@arkade.in

Investor Grievances

Investors can contact our Company Secretary and Compliance Officer, or the Registrar to the Issue in case of any pre-Issue or post-Issue related grievances, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode etc. For all Issue related queries and for redressal of complaints, investors may also write to the BRLM. All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediaries to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

In terms of SEBI Master Circular no. SEBI/HO/CFD/ PoD-2/P/CIR/P/2023/00094 dated June 21, 2023 (to the extent applicable), any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 months of the date of listing of the Equity Shares. In terms of the SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the BRLM are required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

Anchor Investors shall address all grievances in relation to the Issue to the BRLM.

Book Running Lead Manager

Unistone Capital Private Limited
A/305, Dynasty Business Park,
Andheri Kurla Road, Andheri East,
Mumbai- 400059, Maharashtra, India.
Telephone: +91- 9820057533
E-mail: mb@unistonecapital.com
Investor grievance e-mail: compliance@unistonecapital.com
Website: www.unistonecapital.com
Contact Person: Brijesh Parekh
SEBI Registration No.: INM000012449

Statement of Inter-se Allocation of Responsibilities

There is one BRLM to the Issue and thus, there are no *inter se* allocation of responsibilities.

Syndicate Members

[●]

Legal Counsel to the Issue

Bharucha & Partners
13th Floor, Free Press House,
Free Press Journal Marg, Nariman Point
Mumbai – 400 001,
Maharashtra, India.
Tel: +91 22 2289 9300

Statutory Auditors of our Company

M/s. Mittal & Associates
6th Floor, B-603, Raylon Arcade,
RK Mandir Road, Kondivita, Andheri East,
Mumbai – 400059.
Tel: 022 26832311
Contact Person: Hemant R Bohra
Website: www.mittal-associates.com
Email: mm@mittal-associates.com
Firm Registration Number: 106456W
Peer review certificate no: 013088.

Changes in auditors

Except as disclosed below, there has been no change in the Statutory Auditors of our Company during the last 3 years preceding the date of this Draft Red Herring Prospectus:

Particulars	Date of Change	Reasons for Change
M/s. Mittal & Associates	April 11, 2023	Appointed as the Statutory Auditors of the Company for Fiscal 2023 to fill the casual vacancy
Kevin Shah & Associates	April 3, 2023	Do not hold a Peer Review Certificate required for the proposed Initial Public Offer (IPO) of the Company

Registrar to the Issue

Bigshare Services Private Limited
S6 -2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri East, Mumbai – 400093.
Tel: +91-22-62638200
E-mail: ipo@bigshareonline.com
Website: www.bigshareonline.com
Investor grievance e-mail: investor@bigshareonline.com
Contact Person: Jibu John
SEBI Registration Number: INR000001385

Banker to the Issue

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Issue Account Bank(s)

[●]

Sponsor Bank(s)

[●]

Bankers to our Company

ICICI Bank Limited
Shop No. 54, Thakur Complex, Kandivali East – 400101
Telephone: +91 8879769539
Email: prashant.kumarrai@icicibank.com
Website: www.icicibank.com
Contact Person: Prashant Rai

Union Bank of India
Shop no. 2 & 3, Trinity Square, Mongibai Road,
Vile Parle East, Mumbai – 400057.
Telephone: +91 9372431970
Email: ubin0531979@unionbankofindia.bank
Website: unionbankofindia.co.in
Contact Person: Avinash Maghade.

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Bidder (other than UPI Bidders using the UPI Mechanism), not bidding through Syndicate/ Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Issue using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms from Bidders at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Expert

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

Our Company has received written consent dated August 31, 2023 from our Statutory Auditors namely, M/s. Mittal & Associates, Chartered Accountants, holding a valid peer review certificate from ICAI to include their name as required under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditors, and in respect of their examination report, dated July 21, 2023, on our Restated Consolidated Financial Information; and the statement of special tax benefits dated August 31, 2023 included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Our Company has received written consent dated August 31, 2023 from the practicing company secretary, Kala Agarwal, to include its name as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in its capacity as practicing Company Secretary and in respect of the certificate dated August 31, 2023 issued by it in connection with *inter alia* certain corporate records which are untraceable and filings and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Our Company has received written consent dated August 31, 2023 Sher Singh B. Chilotra from the independent chartered engineer, to include its name as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent chartered engineer and in respect of the certificate dated August 31, 2023 issued by it in connection with *inter alia* various land and project details and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Our Company has received written consent dated August 31, 2023 Kalakruti Architect & Planners from the independent architect, to include its name as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent architect and in respect of the certificate dated August 31, 2023 issued by it in connection with *inter alia* certain aspects pertaining to our Ongoing Project and Upcoming Projects and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Our Company has received written consent dated August 31, 2023 A R Design Studio from the independent architect, to include its name as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent architect and in respect of the certificate dated August 31, 2023 issued by it in connection with certain aspects pertaining to our Upcoming Projects and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Monitoring Agency

Our Company shall in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a Monitoring Agency, prior to filing of the Red Herring Prospectus, for monitoring the utilization of the Net Proceeds. For further details in relation to the proposed utilisation of the Net Proceeds, see ‘*Objects of the Issue*’ on page 91.

Appraising Entity

None of the objects of the Issue for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity has been appointed in relation to the Issue.

Grading of the Issue

No credit rating agency registered with SEBI has been appointed for grading the Issue.

Credit Rating

As this is an Issue consisting only of Equity Shares, there is no requirement to obtain credit rating for the Issue.

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Issue.

Filing

A copy of this Draft Red Herring Prospectus is being filed electronically through the SEBI intermediary portal at https://siportal.sebi.gov.in/intermediary/index.html in accordance with SEBI Circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 (as superseded by SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023) and has been emailed to SEBI at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to ‘Easing of Operational Procedure – Division of Issues and Listing – CFD’.

It will also be filed with the SEBI at the following address:

Securities and Exchange Board of India

SEBI Head Office
SEBI Bhavan Plot No. C4-A
“G” Block Bandra Kurla Complex
Bandra (East) Mumbai – 400 051
Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act will be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act will be filed with the RoC.

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band which will be decided by our Company, in consultation with the BRLM and, if not disclosed in the Red Herring Prospectus will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and regional edition of [●] (a widely circulated Marathi regional daily newspaper, Marathi being the regional language in Maharashtra where our Registered Office is located), at least 2 Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective website. The Issue Price shall be determined by our Company and the BRLM after the Bid/Issue Closing Date. For details, see ‘*Issue Procedure*’ on page 415.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Bank, as the case may be. UPI Bidders may participate in the Issue through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and the Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to the Anchor Investors will be on a discretionary basis, while allocation to QIBs (other than Anchor Investors) will be on a proportionate basis.

For further details on the method and procedure for Bidding and book building procedure, see ‘*Terms of the Issue*, ‘*Issue Structure*’ and ‘*Issue Procedure*’ on pages 403, 409 and 415, respectively.

The Book Building Process under the SEBI ICDR Regulations and the Bidding process are subject to change from time to time. Investors are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Issue is also subject to: (i) obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of Prospectus with the RoC.

Each Bidder, by submitting a Bid in the Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue.

Underwriting Agreement

Our Company may, either prior to the filing of the Red Herring Prospectus with the RoC or after the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued through the Issue which shall not be at a price lower than the Issue Price. The extent of underwriting obligations and the Bids to be underwritten in the Issue shall be as per the Underwriting Agreement. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed either before filing the Red Herring Prospectus or the Prospectus, as the case maybe, with the RoC.).

Name, address, telephone number and e-mail address of the Underwriters	**Indicative Number of Equity Shares to be Underwritten**	**Amount Underwritten (in ₹ million)**
[●]	[●]	[●]

The abovementioned underwriting commitment is indicative only and will be finalised after determination of Issue Price and finalisation of Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered as merchant bankers with SEBI or as stock brokers with Stock Exchange(s). Our Board, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. The Underwriting Agreement has not been entered into as on the date of this Draft Red Herring Prospectus and will be entered into on or after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Issue shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Draft Red Herring Prospectus is set forth below:

(in ₹ million, except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price*
A	**AUTHORIZED SHARE CAPITAL^**		
	185,000,000 Equity Shares of face value of ₹ 10 each	1,850.00	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		
	152,000,000 Equity Shares of face value of ₹ 10 each	1,520.00	-
C	**PRESENT ISSUE**		
	Issue of up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 4,300.00 million(1)(2)	[●]	[●]*
	Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million@	[●]	[●]
	Net Issue of up to [●] Equity Shares aggregating up to ₹ [●] million	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE#**		
	[●] Equity Shares of face value ₹ 10 each*	[●]	-
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	Nil	
	After the Issue*	[●]	

^*For further details of changes to our authorised share capital in the past 10 years, see 'History and Certain Corporate Matters' on page 226.*

@*Our Company may, in consultation with the BRLM, offer a discount of up to [●]% of the Issue Price (equivalent of ₹ [●] per Equity Share) to the Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least 2 Working Days prior to the Bid / Issue Opening Date.*

**To be included upon finalization of the Issue Price.*

#*Assuming full subscription in the Issue.*

(1) The Issue has been authorised by our Board pursuant to the resolution at its meeting held on August 18, 2023 and by our Shareholders pursuant to the special resolution at their meeting held on August 18, 2023.

(2) Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR The Pre-IPO Placement shall not exceed 20% of the size of the Issue.

(The remainder of this page has been intentionally left blank)

Notes to the Capital Structure

1. **Equity Share capital history of our Company**

The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Reasons / Nature for allotment	Cumulative number of Equity Shares
May 13, 1986	60	Subscription to Memorandum of Association by issuance of 10 Equity Shares each to (i) Ramesh Devidas Kasbekar; (ii) Kalpana Ramesh Kasbekar; (iii) Devidas Shamrao Kasbekar; (iv) Nita Uday Ralkar; (v) Vijay Kumar D Prabhu Walavalkar; and (vi) Sandeep D. Prabhu Walavalkar.	10	10	Cash	Subscription to the Memorandum of Association	60
December 17, 1990	20	Allotment of 10 Equity Shares each to (i) Umankant Ramrao Mayenkar, and (ii) Sarojini Umakant Mayenkar*	10	10*	Cash*	Rights Issue in the ratio of 1 Equity Shares for every existing 1 Equity Share held*	80
June 16, 1993	920	Allotment of (i) 830 Equity Shares to Ramesh Devidas	10	10**	Cash**	Rights Issue in the ratio of 23 Equity Shares for every	1,000

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Reasons / Nature for allotment	Cumulative number of Equity Shares
		Kasbekar, and (ii) 10 Equity Shares each to Rajendrakumar Pyarelal Arora, Premlata Rajendrakumar Arora, Amitha Rajendrakumar Arora, Vinodkumar Rakhalchand Biswas, Vikramkumar Ratanchand Jain, Sajjan Mangilal Jain, Kala Vikramkumar Jain, Mangilal Ratanchand Jain, and Puranmal Champaklal Parekh.				existing 2 Equity Share held**	
October 20, 2001	9,000	Allotment of 3,000 Equity Shares each to (i) Mangilal Ratanchand Jain, (ii) Amit Mangilal Jain, and (iii) Sajjan Mangilal Jain.	10	10	Cash	Preferential Issue	10,000
November 30, 2010	970,000	Allotment of 970,000 Equity	10	60	Cash	Preferential Issue	980,000

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Reasons / Nature for allotment	Cumulative number of Equity Shares
		Shares to Amit Jain					
June 29, 2011	100,000	Allotment of (i) 9,600 Equity Shares to Diamond Barter Private Limited, (ii) 10,400 Equity Shares to Prominent Dealer Private Limited, (iii) 40,000 Equity Shares to Gracier Commodities Private Limited, and (iv) 40,000 Equity Shares to Action Vinimay Private Limited.	10	500	Cash	Preferential Issue	1,080,000
March 14, 2014	41,800	Allotment of 41,800 Equity Shares to Amit Mangilal Jain	10	108.50	Cash	Preferential Issue	1,121,800
March 14, 2014	376,200	Allotment of 376,200 Equity Shares to Amit Mangilal Jain	10	108.50	Cash	Preferential Issue	1,498,000
March 23, 2015	502,000	Allotment of 502,000 Equity Shares to Amit Mangilal Jain	10	108***	Other than cash***	Private placement***	2,000,000
July 6, 2023	150,000,000	Allotment of (i) 149,977,875 Equity Shares to	10	N.A.	N.A.	Bonus issue in the ratio of 75 Equity Shares for every	152,000,000

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Reasons / Nature for allotment	Cumulative number of Equity Shares
		Amit Mangilal Jain; (ii) 21,750 Equity Shares to Ketu Jain; (iii) 75 Equity Shares each to Arpit Vikram Jain, Sandeep Ummedmal Jain, Aarin Ambavat, Simran Arpit Jain and Sneha Sandeep Jain.				existing 1 Equity Share held	

**All the existing Shareholders of the Company were offered Equity Shares pursuant to the letter of offer dated November 13, 1990. Our Board did not receive any response to the letter of offer from the existing shareholders of the Company. Accordingly, in terms of our Articles of Association, our Company allotted 10 Equity Shares each to Umankant Ramrao Mayenkar and Sarojini Umakant Mayenkar pursuant to the application form received from them.*

*** All the existing Shareholders of the Company were offered Equity Shares pursuant to the letter of offer dated May 15, 1993. Our Board did not receive any response to the letter of offer from the existing shareholders of the Company. Accordingly, in terms of our Articles of Association, our Company allotted 920 Equity Shares each to (i) 830 Equity Shares to Ramesh Devidas Kasbekar, and (ii) 10 Equity Shares each to Rajendrakumar Pyarelal Arora, Premlata Rajendrakumar Arora, Amitha Rajendrakumar Arora, Vinodkumar Rakhalchand Biswas, Vikramkumar Ratanchand Jain, Sajjan Mangilal Jain, Kala Vikramkumar Jain, Mangilal Ratanchand Jain, and Puranmal Champaklal Parekh pursuant to the application form received from them.*

****Allotment of 502,000 Equity Shares to Amit Mangilal Jain on March 23, 2015 pursuant to a private placement offer, approved by our Board in its meeting held on February 2, 2015 and our Shareholders in their meeting held on February 27, 2015, which was open from March 2, 2015 till March 17, 2015. The allotment of Equity Shares was against conversion of an unsecured loan aggregating ₹ 54.22 million advanced by Amit Mangilal Jain to our Company.*

We have been unable to trace the challans for some of the statutory forms filed with the RoC in relation to allotment of some of our Equity Shares. Our Company had engaged an independent practicing Company Secretary, Kala Agarwal, to trace certain RoC forms and certain RoC payment challans in relation to certain of our corporate actions which were not traceable by our Company. While the independent practicing Company Secretary, was able to trace the RoC forms, as set out in its certificate dated August 31, 2023, certain RoC payment challans are not traceable by the independent practicing Company Secretary, including those in relation to allotment of some of our Equity Shares. See 'Risk Factors - Our Company has made delayed filings with the RoC and certain forms filed with RoC and certain payment challans in relation to the corporate filings made by our Company are not traceable.' on page 44.

2. **Details of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves**

Except as set forth below, we have not issued Equity Shares for consideration other than cash or by way of bonus issue or out of revaluation reserves:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Reasons for allotment	Benefits if any that have accrued to our Company
March 23, 2015	502,000	10	108*	Other than cash*	Private placement*	Conversion of an unsecured loan advanced to our Company
July 6, 2023	150,000,000	10	N.A.	N.A.	Bonus issue in the ratio of 75 Equity Shares for every existing 1 Equity Share held	N.A.

** Allotment of 502,000 Equity Shares to Amit Mangilal Jain on March 23, 2015, pursuant to a private placement offer, approved by our Board in its meeting held on February 2, 2015 and our Shareholders in their meeting held on February 27, 2015, which was open from March 2, 2015 till March 17, 2015. The allotment of Equity Shares was against conversion of an unsecured loan aggregating ₹ 54.22 million advanced by Amit Mangilal Jain to our Company.*

3. Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR The Pre-IPO Placement shall not exceed 20% of the size of the Issue.

4. Our Company does not have any preference share capital as of the date of this Draft Red Herring Prospectus.

5. Our Company has not revalued its assets since incorporation and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves except as disclosed in '*Details of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves'* on page 80.

6. Our Company has not allotted any Equity Shares pursuant to any scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956, or Sections 230-234 of the Companies Act.

7. Our Company has not issued any Equity Shares pursuant to an employee stock option scheme till the date of this Draft Red Herring Prospectus. For further details in relation to our employee stock option plan, see '*Capital Structure - Employee Stock Option Plan*' on page 90.

8. Except for the allotment of Equity Shares pursuant to a bonus issue as disclosed in '*Capital Structure - Details of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves*' on page 80 our Company has not issued any Equity Shares at a price that may be lower than the Issue Price during a period of 1 year preceding the date of this Draft Red Herring Prospectus.

9. All transactions in Equity Shares by our Promoter and the members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the Bid/ Issue Closing Date shall be reported to the Stock Exchanges within 24 hours of such transactions.

10. None of the Equity Shares held by our Shareholders are pledged or otherwise encumbered as on the date of this Draft Red Herring Prospectus.

11. Except for any employee stock options that may be granted pursuant to the ESOP Plan, there are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Red Herring Prospectus.

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Shareholding Pattern of our Company

The table below sets out the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of partly paid-up Equity Shares held (V)	No. of shares underlying depository receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of Equity Shares (calculate as per SCRR) (VIII) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities (IX)				No. of Equity Shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	No. of locked-in Equity Shares (XII)		No. of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								No. of Voting Rights										
								Class (Equity Shares)	Class (others)	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter and Promoter Group	5	151,999,696	0	0	151,999,696	0	151,999,696	0	151,999,696	100.00	0	0	0	0	0	0	0
(B)	Public	4	304	0	0	304	0	304	0	304	0.00	0	0	0	0	0	0	0
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying depository receipts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by employee trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total (A+B+C)		**9**	**152,000,000**	**0**	**0**	**152,000,000**	**0**	**152,000,000**	**0**	**152,000,000**	**100.00**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

12. **Other details of Shareholding of our Company**

a. As on the date of the filing of this Draft Red Herring Prospectus, our Company has 9 Shareholders.

b. Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Amit Mangilal Jain	126,137,732	82.99
2.	Sajjan Mangilal Jain	12,919,924	8.50
3.	Mangilal Ratanchand Jain	12,919,924	8.50
Total		**151,977,580**	**99.99**

c. Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of 10 days prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Amit Mangilal Jain	151,977,580	99.98
Total		**151,977,580**	**99.98**

d. Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of the date 1 year prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Amit Mangilal Jain	1,999,710	99.98
Total		**1,999,710**	**99.98**

e. Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of the date 2 years prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Amit Mangilal Jain	1,956,350	97.82
Total		**1,956,350**	**97.82**

13. Except for issue of Equity Shares pursuant to any employee stock options under the ESOP Plan, our Company presently does not intend or propose to alter its capital structure for a period of 6 months from the Bid/Issue Opening Date, by way of sub-division or consolidation of the denomination of the Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for the Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

14. **Details of Shareholding of our Promoter and the members of our Promoter Group in our Company**

a. As on the date of this Draft Red Herring Prospectus, our Promoter holds 126,137,732 Equity Shares constituting 82.99% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth below:

Sr. No.	Name of the Promoter	Pre-Issue No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)	Post-Issue No. of Equity Shares	Percentage of the post-Issue Equity Share capital
1.	Amit Mangilal Jain	126,137,732	82.99	[●]	[●]
Total		**126,137,732**	**82.99**	**[●]**	**[●]**

Build-up of the Promoter's shareholding in our Company

The build-up of the equity shareholding of our Promoter since incorporation of our Company is set forth in the tables below:

Amit Mangilal Jain's shareholding

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)
Transfer of (i) 10 Equity Shares from Ramesh Devidas Kasbekar HUF; and (ii) 100 Equity Shares from Ramesh Devidas Kasbekar	December 5, 1994	110	10	10	Cash	Negligible	
Preferential Issue	October 20, 2001	3,000	10	10	Cash	Negligible	
Preferential Issue	November 30, 2010	970,000	10	60	Cash	0.64	
Transfer by way of gift of 3,000 Equity Shares from Mangilal Ratanchand Jain	January 6, 2011	3,000	10	Nil	N.A.	Negligible	
Preferential Issue	March 14. 2014	41,800	10	108.50	Cash	0.03	
Preferential Issue	March 14. 2014	376,200	10	108.50	Cash	0.25	
Private	March 23,	502,000	10	108*	Other than	0.33	

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)
placement *	2015				Cash*		
Transfer by way of gift of (i) 130 Equity Shares from Kala Vikramkumar Jain; and (ii) 110 Equity Shares from Vikramkumar Jain	August 24, 2016	240	10	Nil	N.A.	Negligible	
Transfer by way of gift of 60,000 Equity Shares from Vikram Ratanchand Jain	November 2, 2020	60,000	10	Nil	N.A.	0.04	
Transfer by way of gift of 40,000 Equity Shares from Ummedmal Jain	March 3, 2022	40,000	10	Nil	N.A.	0.03	
Transfer by way of gift of 3,360 Equity Shares from Sajjan Jain	March 15, 2022	3,360	10	Nil	N.A.	Negligible	
Transfer by way of gift of 1 Equity Share each to (i)	April 11, 2023	(5)	10	Nil	N.A.	Negligible	

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)
Sandeep Jain; (ii) Arpit Jain; (iii) Sneha Jain; (iv) Simran Jain and (v) Aarin Amit Ambavat							
Bonus issue in the ratio of 75 Equity Shares for every existing 1 Equity Share held	July 6, 2023	149,977,875	10	Nil	N.A.	98.67	
Transfer by way of gift of 12,919,924 Equity Share each to (i) Mangilal Jain and (ii) Sajjan Mangilal Jain	August 22, 2023	(25,839,848)	10	Nil	N.A.	17.00	
Total	**126,137,732**					**82.99**	

**Allotment of 502,000 Equity Shares to Amit Mangilal Jain on March 23, 2015 pursuant to a private placement offer, approved by our Board in its meeting held on February 2, 2015 and our Shareholders in their meeting held on February 27, 2015, which was open from March 2, 2015 till March 17, 2015. The allotment of Equity Shares was against conversion of an unsecured loan aggregating ₹ 54.22 million advanced by Amit Mangilal Jain to our Company.*

b. All the Equity Shares held by our Promoter were fully paid-up on the respective dates of acquisition of such Equity Shares.

c. All Equity Shares held by our Promoter are in dematerialized form as on the date of this Draft Red Herring Prospectus.

d. None of the Equity Shares held by our Promoter are pledged or otherwise encumbered as on the date of this Draft Red Herring Prospectus.

e. Except as set forth below, no member of the Promoter Group holds Equity Shares in our Company:

Sr. No.	Name of the member of our Promoter Group	No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Mangilal Ratanchand Jain	12,919,924	8.50
2.	Sajjan Mangilal Jain	12,919,924	8.50
3.	Ketu Amit Jain	22,040	0.01
4.	Aarin Amit Ambavat	76	Negligible
Total		**25,861,964**	**17.01**

f. Except as disclosed above in the '*Capital Structure - Details of Shareholding of our Promoter and the members of our Promoter Group in our Company*' on page 83, neither our Promoter nor the members of our Promoter Group or their relatives have purchased or sold any specified securities of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus. Further, none of our Directors (other than our Promoter) or their relatives have purchased or sold any specified securities of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.

g. There have been no financing arrangements whereby our Promoter, the members of our Promoter Group, our Directors and their relatives have financed the purchase, by any other person of securities, of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.

15. **Details of shareholding of our Directors, Key Managerial Personnel and Senior Management**

Other than as disclosed under '*Our Management - Shareholding of Directors in our Company*', '*Our Management - Shareholding of Key Managerial Personnel and Senior Managerial Personnel in our Company*' on pages, 238 and 254, respectively, none of our Directors, Key Managerial Personnel and Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

16. **Details of price at which Equity Shares were acquired by our Promoter, the members of our Promoter Group, and Shareholders with right to nominate Directors or other rights in the last 3 years preceding the date of this Draft Red Herring Prospectus**

Save and except for below, our Promoter and the members of our Promoter Group, have not acquired any specified securities in the last 3 years preceding the date of this Draft Red Herring Prospectus:

Name	Date of Acquisition	Face Value (in ₹)	Number of Equity Shares Acquired	Acquisition price per Equity Share
Promoter				
Amit Mangilal Jain	November 2, 2020	10.00	60,000	Nil
Amit Mangilal Jain	March 3, 2022	10.00	40,000	Nil
Amit Mangilal Jain	March 15, 2022	10.00	3,360	Nil
Amit Mangilal Jain	July 6, 2023	10.00	149,977,875	Nil
Promoter Group				
Ketu Amit Jain	January 6, 2011	10.00	290	Nil
Ketu Amit Jain	July 6, 2023	10.00	21,750	Nil
Aarin Amit Ambavat	April 11, 2023	10.00	1	Nil
Aarin Amit Ambavat	July 6, 2023	10.00	75	Nil
Mangilal Ratanchand Jain	August 22, 2023	10.00	12,919,924	Nil
Sajjan Mangilal Jain	August 22, 2023	10.00	12,919,924	Nil

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023

There are no Shareholders who are entitled to nominate Directors or have any other special rights.

17. **Details of Promoters' contribution and lock-in**

a. Pursuant to Regulation 14 and Regulation 16(1) SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoter shall be locked-in for a period of 3 years as minimum promoter's contribution from the date of Allotment (**Minimum Promoters' Contribution**) in the Issue and our Promoter's shareholding in excess of 20% of the fully diluted post-Issue Equity Share capital shall be locked-in for a period of 1 year from the date of Allotment in the Issue.

b. The details of the Equity Shares held by our Promoter, which shall be locked-in for a period of 3 years as Minimum Promoters' Contribution from the date of Allotment are set forth in the following table:

Name of Promoter	Number of Equity Shares held	No. of Equity Shares locked-in*	Date of allotment / acquisition and when made fully paid up**	Nature of transaction	Face value (₹)	Issue / acquisition price per Equity Share (₹)	Percentage of pre-Issue paid-up capital (%)	Percentage of post-Issue paid-up capital* (%)	Date up to which Equity Shares are subject to lock-in*
Amit Mangilal Jain	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

**To be updated at Prospectus stage.*

***** All Equity Shares were fully paid up on the respective dates of allotment / acquisition, as the case maybe, of such Equity Shares.*

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

d. Our Company undertakes that the Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Minimum Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In this regard, we confirm that:

   i. the Equity Shares offered as part of the Minimum Promoters' Contribution do not include Equity Shares acquired during the immediately 3 preceding years:

      - for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or

      - resulting from a bonus issue out of revaluation reserves or unrealised profits of our Company, or from a bonus issue against Equity Shares that are otherwise ineligible for computation of Minimum Promoters' Contribution;

   ii. The Minimum Promoters' Contribution does not include Equity Shares acquired during the immediately preceding 1 year at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;

iii. Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm, and, consequently, the Minimum Promoters' Contribution does not include Equity Shares issued pursuant to conversion of partnership firm or a limited liability partnership firm; and

iv. The Equity Shares held by our Promoter and offered as part of the Minimum Promoters' Contribution are not subject to any pledge.

18. **Details of Equity Shares held by other Shareholders which will be locked-in for 6 months**

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Issue Equity Share capital held by persons other than our Promoter will be locked-in for a period of 6 months from the date of Allotment in the Issue, except for the Equity Shares held by any other category of shareholders which are exempted under Regulation 17 of the SEBI ICDR Regulations.

19. **Lock-in Requirements**

Pursuant to the SEBI ICDR Regulations, the entire pre-Issue capital of our Company shall be locked-in for a period of 6 months from the date of Allotment, except for (i) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least 6 months from the date of purchase by such shareholders; and (ii) as otherwise permitted under the SEBI ICDR Regulations.

20. **Lock-in of Equity Shares Allotted to Anchor Investors**

50% percent of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment and the remaining portion shall be locked-in for a period of 90 days from the date of Allotment.

21. **Recording on non-transferability of Equity Shares locked-in**

In accordance with Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

22. **Other requirements in respect of lock-in**

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

a. With respect to the Equity Shares locked-in for 1 year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

b. With respect to the Equity Shares locked-in as Minimum Promoter's Contribution for 3 years from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Issue, which is not applicable in the context of this Issue.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In accordance with Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the SEBI Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoter prior to the Issue and locked-in for a period of 6 months, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in with the transferee and compliance with the provisions of the SEBI Takeover Regulations.

23. **Employee Stock Option Plan**

    Our Company has formulated an employee stock option plan namely, Arkade Developers – Employees Stock Option Scheme, 2023 (**ESOP Scheme**) pursuant to a resolution passed by our Shareholders on August 18, 2023, with a maximum pool of 40,000 options. The ESOP Plan has been framed in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**ESOP Regulations**). As on the date of this Draft Red Herring Prospectus, our Company has not granted any options pursuant to the ESOP Scheme.

24. Our Company, our Directors and the BRLM have no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.

25. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. All Equity Shares transferred pursuant to the Issue shall be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

26. As on the date of this Draft Red Herring Prospectus, the BRLM and its associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLM and its affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or our Subsidiary, for which they may in the future receive customary compensation.

27. Neither our Promoter nor the members of our Promoter Group will participate in the Issue.

28. Neither the (i) BRLM or any associate of the BRLM (other than mutual funds sponsored entities which are associates of the BRLM or insurance companies promoted by entities which are associates of the BRLM or AIFs sponsored by the entities which are associates of the BRLM or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLM or pension funds sponsored by entities which are associates of the BRLM; nor (ii) any person related to the Promoter or Promoter Group can apply under the Anchor Investor Portion.

29. Except for (i) issuance of Equity Shares pursuant to exercise of employee stock options pursuant to the ESOP Plan; and (ii) the Pre-IPO Placement which our Company may undertake in consultation with the BRLM, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded on account of non-listing, under-subscription etc, as the case may be.

30. Our Company will ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

31. No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner whatsoever, whether in cash or kind or service or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

SECTION IV: PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Issue

The Issue comprises of a fresh issue of up to [●] Equity Shares aggregating up to ₹ 4,300.00 million. The proceeds of the Issue, after deducting the Issue related expenses, are estimated to be ₹ [●] million (**Net Proceeds**).

The Objects of the Issue

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

1. Funding a part of the costs to be incurred in the development of our Ongoing Projects (viz. *Arkade Nest*), and our Upcoming Projects (**Funding Development Expenses**); and
2. Funding acquisition of yet-to-be identified land for real estate projects and general corporate purposes,

(collectively, the **Objects**).

In addition, our Company expects to receive the benefits of listing of our Equity Shares on the Stock Exchanges including enhancing our Company's visibility and brand image in MMR, Maharashtra and creating a public market for our Company's Equity Shares in India.

The main objects and objects incidental and ancillary to the main objects, as set out in our Company's Memorandum of Association, enable our Company to undertake our existing business activities and the activities proposed to be funded from the Net Proceeds.

Net Proceeds

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

(in ₹ million)

Particulars	Estimated amount
Gross proceeds from the Issue(1)	Up to 4,300.00
(Less) Issue related expenses in relation to the Issue(2)	[●]
Net Proceeds	**[●]**

(1) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken by our Company, in consultation with the BRLM, for an aggregate amount not exceeding ₹ 200.00 million. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. Our Company shall utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects.

(2) To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

Utilisation of Net Proceeds

(in ₹ million)

Sr. No.	Particulars	Estimated utilisation from Net Proceeds
1.	Funding Development Expenses(1)	2,700.00
2.	Funding acquisition of yet-to-be identified land for real estate projects and general corporate purposes(1)(2)	[●]
	Net Proceeds(3)	**[●]**

(1) To be determined upon determination of Issue Price. Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO

Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. Our Company shall utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects.

(2) *The amount utilised for acquisition of future real estate projects and general corporate purposes shall not exceed 35% of the Gross Proceeds. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

(3) *To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

Schedule of implementation and deployment of Net Proceeds

Our Company proposes to deploy the Net Proceeds for the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

Particulars		Amount proposed to be funded from Net Proceeds (in ₹ million)	Schedule of Implementation (in ₹ million)	
			Fiscal 2024	Fiscal 2025
Funding Development Expenses	Arkade Nest	1,400.00	850.00	550.00
	Prachi CHSL	850.00	550.00	300.00
	C Unit	450.00	190.00	260.00
Sub total		***2,700.00***	***1,590.00***	***1,110.00***
Funding acquisition of yet-to-be identified land for real estate projects and general corporate purposes(1)		[●]	[●]	[●]
Total(1) (2)(3)		[●]	[●]	[●]

(1) *The amount utilised for acquisition of future real estate projects and general corporate purposes shall not exceed 35% of the Gross Proceeds. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

(2) *To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

(3) *Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. Our Company shall utilise the proceeds from such Pre-IPO Placement towards one or more of the Objects.*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our Company's current business plan, management estimates, prevailing market conditions and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. See '*Risk Factor - The objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution and are based on management estimates'* on page 49. Our Company may have to revise its funding requirements and deployment on account of a variety of factors such as financial and market conditions, the conditions prevailing in the real estate market in the MMR and India, change in the legal and regulatory landscape affecting the real estate industry, macro-economic factors, change in government policy, changes in business and strategy, competition, and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our Company's management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our Company's management, subject to compliance with applicable laws.

In the event that the estimated utilisation of the Net Proceeds in a scheduled fiscal year is not completely met, such unutilised amounts shall be utilised (in part or full) in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. We may, however, utilize the proceeds prior to the specific periods mentioned in the schedule of deployment, in accordance with the requirements of our Company. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of funding means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards general corporate purposes, provided that the total amount to be utilised towards general corporate purposes and acquisition of future real estate projects will not exceed 35% of the Gross Proceeds in accordance with Regulation 7(3) of the SEBI ICDR Regulations.

Details of the Objects of the Issue

1. ***Funding a part of the costs to be incurred in the development of our Ongoing Projects, and our Upcoming Projects***

We are in the business of developing real estate projects and are, currently, developing 5 Ongoing Projects. Additionally, we have recently executed development agreements for the redevelopment of 2 Upcoming Projects.

Arkade Nest is a residential project located at Mulund West, MMR, Maharashtra (plot bearing CTS No. 704 of Village Nahur, Mulund, Asha Nagar, Mulund West, Mumbai situated in T ward) which we are currently developing, and it is one of our 5 Ongoing Projects. Arkade Nest is a gated community project which was launched by our Company in 2023 and when completed will have 351 units for sale out of which 81 residential units registered under RERA. In accordance with the RERA filings. The project is scheduled to be completed by June 30, 2027. Arkade Nest is currently in the initial stages of construction and our Company has obtained the necessary approvals to begin construction including the commencement certificate. For further details see '*Government and Other Approvals*' on page 384.

We are also proposing to redevelop 2 properties viz. Deep Shikar C Wing Co-operative Housing Society (**C-Unit**) located at C.T.S. No. 33/6 of Village Chinchavali, Sundar Nagar, Malad (West) Mumbai 400 064 and Prachi CHSL located at C.T.S. No. 418/A (Pt.) of Village Vile Parle, at Shahaji Raje Road, Vile Parle (East), Mumbai - 400057, K/East Ward (**Prachi CHSL**). We have, accordingly, entered into development agreements dated March 31, 2023 and May 6, 2023, respectively. We are in the process of obtaining approvals for our Upcoming Projects and have made the application to obtain the permission for cutting / transplant of existing tress for Prachi CHSL and provisional chief fire officer no objection certificate for C Unit.

<u>*Estimated Cost*</u>

We propose to utilise a sum of ₹ 2,700.00 million from the Net Proceeds towards meeting a portion of the total project cost for the identified Ongoing Project and for the Upcoming Projects. The funds from the Net Proceeds will be utilised towards obtaining necessary government and statutory approvals and construction cost for Arkade Nest, Deep Shikhar C Unit CHSL and Prachi CHSL. We will not purchase any second-hand/pre-used equipment/machinery for this project.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds towards our Funding Development Expenses are based on our management estimates, current, valid quotations and work orders from suppliers/vendors, and other commercial and technical factors. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution.

Set out below is a break-up of the estimated cost:

Project Name	Particulars	Total Project Cost (in ₹ million)	Cost incurred (in ₹ million)	Balance Project Cost (in ₹ million)	Proceeds from the Issue (in ₹ million)
Arkade Nest	Land	1,045.20	1,044.54	0.66	-
	Cost towards obtaining government and statutory approvals	941.70	57.66	884.04	700.00
	Cost towards construction	2,277.90	22.59	2,255.31	700.00

Project Name	Particulars	Total Project Cost (in ₹ million)	Cost incurred (in ₹ million)	Balance Project Cost (in ₹ million)	Proceeds from the Issue (in ₹ million)
Sub-Total (A)		*4,264.80*	*1,124.79*	*3,140.01*	*1,400.00*
Prachi CHSL	Monthly compensation to tenants towards alternate accommodation, and hardship compensation for a period of 33 months.	223.10	33.15	189.95	-
	Cost towards obtaining government and statutory approvals	646.00	77.35	568.65	500.00
	Cost towards construction	907.80	1.65	906.15	350.00
Sub-total (B)		*1,776.90*	*112.15*	*1,664.75*	*850.00*
C-Unit	Monthly compensation to tenants towards alternate accommodation, and hardship compensation for a period of 39 months.	62.10	12.08	50.02	-
	Cost towards obtaining government and statutory approvals	247.50	1.82	245.68	150.00
	Cost towards construction	631.50	0.02	631.48	300.00
Sub-total (C)		*941.10*	*13.92*	*927.18*	*450.00*
Total (A+B+C)		**6,982.80**	**1,250.86**	**5,731.94**	**2,700.00**

Set out below are schedule of deployment of the Net Proceeds towards Funding Development Expenses.

Project Name	Particulars	Proceeds from the Issue (in ₹ million)	Fiscal 2024 (in ₹ million)	Fiscal 2025 (in ₹ million)
Arkade Nest	Cost to be incurred towards obtaining government and statutory approvals	700.00	700.00	-
	Cost to be incurred towards construction	700.00	150.00	550.00
Sub-Total (A)		*1,400.00*	*850.00*	*550.00*
Prachi CHS	Cost to be incurred towards obtaining government and statutory approvals	500.00	500.00	-
	Cost to be incurred towards construction	350.00	50.00	300.00
Sub-total (B)		*850.00*	*550.00*	*300.00*
C-Unit	Cost to be incurred towards obtaining government and statutory approvals	150.00	150.00	-
	Cost to be incurred towards construction	300.00	40.00	260.00

Project Name	Particulars	Proceeds from the Issue (in ₹ million)	Fiscal 2024 (in ₹ million)	Fiscal 2025 (in ₹ million)
Sub-total (C)		*450.00*	*190.00*	*260.00*
Total (A+B+C)		**2,700.00**	**1,590.00**	**1,110.00**

Set out below is a detailed break up of each aspect of our Funding Development Expenses.

i. *Making payments for obtaining government and statutory approvals*

The estimated expenditure towards making payments for obtaining government and statutory approvals which we propose to deploy from the Net Proceeds is ₹ 1,350.00 million. Set out in the table below is the list of government and statutory approvals we propose to obtain for Arkade Nest, Deep Shikhar C Unit CHSL and Prachi CHSL:

Sr. No.	Name of the Approval	Issuing Authority	Purpose	Estimated Amount (in ₹ million)*
Arkade Nest				
1.	Scrutiny Fees	BMC – Building Proposal	BMC Premium	6.99
2.	I.O.D. Deposit	BMC – Building Proposal	BMC Premium	0.27
3.	Debris Deposit	BMC – Building Proposal	BMC Premium	0.05
4.	Development Charges	BMC – Building Proposal	BMC Premium	70.75
5.	Labour Cess	BMC – Building Proposal	BMC Premium	18.23
6.	Staircase, Lift, Lift Lobby Premium	BMC – Building Proposal	BMC Premium	90.57
7.	Open Space Deficiency	BMC – Building Proposal	BMC Premium	39.50
8.	Premium for additional FSI	BMC – Building Proposal	BMC Premium	126.04
9.	Premium for Fungible FSI	BMC – Building Proposal	BMC Premium	212.02
10.	Development Cess	BMC – Building Proposal	BMC Premium	28.23
11.	Infrastructure Development Charges	BMC – Building Proposal	BMC Premium	10.73
12.	Sewerage Tax	BMC – Water Works Dept.	For Sewerage Tax on Total Area	17.17
13.	TDR General	Private Party	For Additional Floor Built Up Area	117.60
14.	TDR Slum	Private Party	For Additional Floor Built Up Area	47.60
15.	CFO NOC	BMC – Fire Dept.	Scrutiny for Project & Fire Service Fee	5.90
16.	Assessment tax	BMC – Assessment Dept.	For Assessment	70.00
17.	LUC Charges	BMC – Assessment Dept.	For Assessment	80.00
Prachi CHSL				
1.	Scrutiny Fees	BMC – Building Proposal	BMC Premium	1.87

Sr. No.	Name of the Approval	Issuing Authority	Purpose	Estimated Amount (in ₹ million)*
2.	I.O.D. Deposit	BMC – Building Proposal	BMC Premium	0.13
3.	Debris Deposit	BMC – Building Proposal	BMC Premium	0.05
4.	Development Charges	BMC – Building Proposal	BMC Premium	58.59
5.	Labour Cess	BMC – Building Proposal	BMC Premium	4.87
6.	Staircase, Lift, Lift Lobby Premium	BMC – Building Proposal	BMC Premium	52.22
7.	Open Space Deficiency	BMC – Building Proposal	BMC Premium	80.46
8.	Premium for additional FSI	BMC – Building Proposal	BMC Premium	104.97
9.	Premium for Fungible FSI	BMC – Building Proposal	BMC Premium	108.18
10.	Development Cess	BMC – Building Proposal	BMC Premium	23.51
11.	Infrastructure Development Charges	BMC – Building Proposal	BMC Premium	3.39
12.	Sewerage Charges	BMC – Water Works Dept.	For Sewerage Tax on Total Area	6.41
13.	TDR General	Private Party	For Additional Floor Built Up Area	118.10
14.	TDR Slum	Private Party	For Additional Floor Built Up Area	60.46
15.	CFO Fees	BMC – Fire Dept.	Scrutiny for Project & Fire Service Fee	0.95
16.	Assessment tax	BMC – Assessment Dept.	For Assessment	20.70
17.	Fitness Centre Development Charges	BMC – Building Proposal	BMC Premium	1.08
C Unit				
1.	Scrutiny Fees	BMC – Building Proposal	BMC Premium	1.61
2.	I.O.D. Deposit	BMC – Building Proposal	BMC Premium	0.10
3.	Debris Deposit	BMC – Building Proposal	BMC Premium	0.05
4.	Development Charges	BMC – Building Proposal	BMC Premium	23.91
5.	Labour Cess	BMC – Building Proposal	BMC Premium	4.19
6.	Staircase, Lift, Lift Lobby Premium	BMC – Building Proposal	BMC Premium	38.61
7.	Open Space Deficiency	BMC – Building Proposal	BMC Premium	3.90
8.	Premium for additional FSI	BMC – Building Proposal	BMC Premium	46.40
9.	Premium for Fungible FSI	BMC – Building Proposal	BMC Premium	41.54
10.	Development Cess	BMC – Building Proposal	BMC Premium	8.91

Sr. No.	Name of the Approval	Issuing Authority	Purpose	Estimated Amount (in ₹ million)*
11.	Infrastructure Development Charges	BMC – Building Proposal	BMC Premium	2.07
12.	Sewerage Charges	BMC – Water Works Dept.	For Sewerage Tax on Total Area	4.90
13.	TDR General	Private Party	For Additional Floor Built Up Area	39.24
14.	TDR Slum	Private Party	For Additional Floor Built Up Area	20.79
15.	CFO Fees	BMC – Fire Dept.	Scrutiny for Project & Fire Service Fee	1.70
16.	Assessment tax	BMC – Assessment Dept.	For Assessment	9.12
17.	Fitness Centre Development Charges	BMC – Building Proposal	BMC Premium	0.44
Total				1,835.07

As certified by Sher Singh B Chilotra, independent chartered engineer pursuant to certificate dated August 31, 2023

**As certified by Kalakruti Architect & Planners, independent architect pursuant to certificate dated August 31, 2023.*

ii. Construction Cost

The estimated Construction Cost which we propose to deploy from the Net Proceeds is ₹ 1,350.00 million. Set out in the table below is a break-up of the estimated construction cost:

Sr. No.	Particulars	Estimated cost^ (in ₹ million)	Vendor	Date of Quotation	Validity
Arkade Nest					
1.	**Concrete**				
	M40 Grade Normal Concrete	139.88*	Concretech India	August 08, 2023	6 months
	M35 Grade Free Flow Concrete	59.08*			
2.	**Steel**				
	8 mm/ 10 mm/ 12 mm/ 16 mm/ 20 mm/ 25 mm/ 32 mm. Length 12 Mtr.	325.51**	Landmark Realty	August 08, 2023	180 days
3.	**Civil Contractor**				
	Labour charges for entire RCC work up to podium level using conventional shuttering including labour charges for block masonry, internal and external plastering etc. complete, all as per required structural drawings and design with standard specification for proposed residential building. Work shall include all types of surface preparation and required scaffolding wherever required for all work	168.10**	Mahan Buildcon LLP	February 27, 2023	September 01, 2029

Sr. No.	Particulars	Estimated cost^ (in ₹ million)	Vendor	Date of Quotation	Validity
	including internal and external plastering work.				
	Labour charges for entire RCC above podium using Aluminium shuttering for external side walls including accessories required. Scope includes all type of masonry as per approved GFC, internal plastering at design location as per approved specification and as directed by Engineer in charge.	199.09**			
Prachi CHSL					
4.	**Concrete**				
	M35 Grade of Concrete	101.59*	Relcon Infraprojects Ltd.	August 28, 2023	6 months
5.	**Steel**				
	08/10/12/16/20/25/32 mm Length 12 Mtr	102.92**	Landmark Realty	August 09, 2023	180 days
6.	Civil work on labour basis	163.76**	Infibuilt Consultations LLP	August 09, 2023	6 months
C Unit					
7.	**Concrete**				
	M35 Grade (Normal)	78.23*	Relcon Infraprojects Limited	August 28, 2023	6 months
8.	**Steel**				
	08/10/12/16/20/25/32 mm Length 12 Mtr	74.64**	Landmark Realty	August 08, 2023	180 days
9.	Civil work on labour basis	121.77**	Infibuilt Consultations LLP	August 09, 2023	6 months
	Total	**1,534.57**			

**Inclusive of goods and services tax @18% p.a. and pumping charges.*
*** Inclusive of goods and services tax @18% p.a.*
^Rounded off.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. Our Company has awarded a work order to one of the vendors in relation to civil work. The work order commenced on December 31, 2022 and will be completed on September 01, 2029. Except for this work order, we cannot assure you that the vendors would be engaged to eventually supply the equipment or at the same costs. Further, the purchase of equipment/machinery and the proposed deployment is subject to final terms and conditions agreed with the supplier including the finalization of price, payment/credit terms, delivery schedule, technology advancement and other market factors prevailing at that time. The quantity of equipment to be purchased is based on the current management estimates. Any increase in costs in excess of the estimated cost shall be funded from the general corporate purpose, debt arrangements or through internal accruals.

Our Promoter, the members of our Promoter Group, Directors, Key Managerial Personnel and the Group Companies do not have any interest in the proposed acquisition of the equipment/machinery or in the entity from whom we have obtained quotations for such proposed acquisition of the equipment/machinery and our Company has confirmed that such entities do not form part of the members of our Promoter Group or Group Companies.

Government approvals

Save and except for the government approvals set out below, our Company has not obtained any approval for the Projects namely, Prachi CHSL, Deep Shikhar C Unit CHSL and Project Arkade Nest.

Sr. No.	Name of the Approval	Name of the Issuing Authority	Stage at which approval is required
Arkade Nest			
1.	Provisional CFO (Chief Fire Officer) NOC.	Consultant	Before Concession
2.	Parking/ Traffic NOC.	Consultant	Before Concession
3.	Concession.	BMC	1st Approval
4.	EC (Environment Clearance)	MOEF	After Concession
5.	C to E (Consent to Establish)	MPCB	After Concession
6.	IOD (Intimation of Disapproval).	BMC	After Concession
7.	CC (Commencement Certificate) Compliances	BMC	After IOD
8.	CC (Commencement Certificate)	BMC	After CC Compliances
9.	FCC (Further Commencement Certificate)	BMC	After FCC Compliances
Prachi CHSL			
1.	Provisional CFO (Chief Fire Officer) NOC.	Fire Dept – BMC	Before Concession
2.	Parking/ Traffic NOC.	Consultant	Before Concession
3.	Concession.	BMC	1st Approval
4.	IOD (Intimation of Disapproval).	BMC	After Concession

Means of finance

Our Company proposes to utilise ₹ 2,700 million from the Net Proceeds to part fund our aggregate project cost of ₹ 6,982.80 million (towards the aforementioned Ongoing Project viz. Arkade Nest, and our Upcoming Projects). Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VIII and Regulation 7(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals.

2. Funding acquisition of yet-to-be identified land for real estate projects and general corporate purposes

We propose to utilise up to ₹ [●] million of the Net Proceeds towards funding our land acquisition costs (*Land acquisition*) for our future real estate projects and for the business requirements of our Company as approved by the Board, from time to time, subject to such utilisation for funding for land acquisition and general corporate purposes not exceeding 35% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

Land is one of the critical to the development of new real estate projects. Mumbai, where our operations are based is the most expensive real estate market in India, and, scarcity of land, coupled with the difficultly in acquiring suitable land at affordable prices is a significant constraint in Mumbai (*Source: Anarock Report*). During last 3 Fiscals we have purchased 3 land parcels aggregating 176,004 square feet for our projects Arkade Prime, Arkade Nest and Arkade Aspire. Currently, we are in the process of executing 5 Ongoing Projects spread across different micro geographies of the MMR, of which 3 are new projects for which we have acquired land. To continue our growth trajectory and to remain competitive we will need to undertake new projects consistently which will require us identify and acquire land. Further, once suitable land is identified, time may be of the essence in completing the sale given the scarcity of land and the competition, and we may be required to make a significant capital outlay quickly. Accordingly, we are proposing to acquire land for our future operations in the MMR region by deploying a part of the Net Proceeds. In compliance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we propose to deploy not more than 35% of the Issue Proceeds towards acquisition of unidentified land in the MMR region and general corporate purposes, of which we will deploy not more than ₹ [●] million, towards acquisition of unidentified land.

The general corporate purposes for which our Company proposes to utilise the Net Proceeds include, without limitation, meeting ongoing general corporate contingencies, meeting our business requirements, funding growth opportunities, including funding any new or proposed projects, payment of commission and/or fees to consultants, and any other purpose, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act. In the event our Company is unable to utilise the Net Proceeds towards any of the Objects of the Issue for any of the reasons as aforementioned, our Company may utilise such Net Proceeds towards general corporate purposes, provided that the aggregate amount deployed towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and the business requirements of our Company, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such unutilised amount(s) in the subsequent Fiscals.

Issue related expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] million. The expenses of this Issue include, among others, listing fees, underwriting fees, selling commission, fees payable to the BRLM, fees payable to legal counsel, Registrar to the Issue, Bankers to the Issue, processing fee to the SCSBs for processing Bid cum Application Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The break-up of the estimated Issue expenses is set forth below:

(in ₹ million)

Activity	Estimated expenses*	As a % of the total estimated Issue expenses	As a % of the total Issue size
Fees payable to the BRLM and commissions (including underwriting commission, brokerage and selling commission, as applicable)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Banks and Bankers to the Issue and fee payable to the Sponsor Bank for Bids made by RIBs. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs (1)(2)(3)(4)(5)	[●]	[●]	[●]
Fees payable to Registrar to the Issue	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fee payable to auditors, consultants and market research firms	[●]	[●]	[●]
Others (i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses; (ii) Printing and distribution of stationery; (iii) Fees payable to legal counsel; and (iv) Miscellaneous.	[●]	[●]	[●]

Activity	Estimated expenses*	As a % of the total estimated Issue expenses	As a % of the total Issue size
Total estimated Issue expenses	[●]	[●]	[●]

* *Issue expenses include GST, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.*

(1) *Selling commission payable to SCSBs, on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured by the SCSBs, would be as follows:*

*Portion for Retail Individual Investors**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*[●]% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price. Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE. No additional uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.*

(2) *No processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

Portion for Retail Individual Investors	*₹[●] per valid application (plus applicable taxes)*
Portion for Non-Institutional Investors	*₹[●] per valid application (plus applicable taxes)*

(3) *Uploading charges/processing fees for applications made by UPI Bidders would be as follows:*

Members of the Syndicate / RTAs / CDPs / Registered Brokers	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank(s)	*₹[●] per valid Bid cum Application Form (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable law*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement

(4) *Selling commission on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

*Portion for Retail Individual Investors**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*[●]% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ [●] per valid Bid cum Application Form (plus applicable taxes). The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

Interim use of the Net Proceeds

Our Company, in accordance with the applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described in this section, our Company may temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

Appraising entity

None of the Objects for which the Net Proceeds will be utilised have been appraised by any agency.

Bridge financing facilities

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

Monitoring of utilisation of funds

Our Company will appoint a monitoring agency to monitor utilisation of proceeds from the Fresh Issue prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Net Proceeds, including interim use, under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds, which shall discuss, monitor and approve the use of the Net Proceeds along with our Board. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement prepared on an annual basis for utilisation of the Net Proceeds shall be certified by the Auditors.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects. This information will also be published on our website.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, any material deviation in the Objects of the Issue will require our Company to obtain the approval of the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (**Postal Ballot Notice**) shall specify the prescribed details and be published in accordance with the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Marathi, the vernacular language of the jurisdiction where our Registered Office is situated. Pursuant to the Companies Act, our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such material deviation of the Objects, subject to the provisions of the

Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act and provisions of Schedule XX of the SEBI ICDR Regulations.

Other confirmations

No part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of our Promoter Group, our Directors, or Key Managerial Personnel, Senior Management or Group Companies. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with our Directors, our Promoters, the members of our Promoter Group, or the Key Managerial Personnel in relation to the utilization of the Net Proceeds of the Offer. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects of the Fresh Issue as set out above.

BASIS FOR THE ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLM on the basis of assessment of market demand for the Equity Shares issued in the Issue through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Cap Price shall be minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price.

Investors should also see '*Risk Factors', 'Our Business', 'Management's Discussion and Analysis of Financial Condition and Results of Operations',* '*Restated Consolidated Financial Information'* and '*Summary of Financial Information*' on pages 28, 198, 338, 261 and 62, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the following business strengths allow us to successfully compete in the industry:

- Strategic location of projects in micro markets of MMR, Maharashtra with entry barriers;
- We are a leading player in select micro markets of, and an established developer in, the MMR, Maharashtra;
- Experienced Promoter and strong and technically proficient management team;
- Strong in-house resources;
- Timely completion of projects.

For further details, see '*Our Business –Strengths'* on pages 203.

Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Consolidated Financial Information prepared in accordance with the SEBI ICDR Regulations. For details, see 'Restated Consolidated Financial Information' on page 261.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

1. Basic and Diluted Earnings Per Equity Share (EPS), as adjusted for change in capital:

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial year ended 31March, 2023	3.33	3.33	3
Financial year ended 31March, 2022	3.32	3.32	2
Financial year ended 31March, 2021	1.39	1.39	1
Weighted Average*	3.00	3.00	-

Note:
EPS has been calculated in accordance with the Indian Accounting Standard 33 – 'Earning per share' notified under the Companies (Indian Accounting Standards) Rules, 2015. The above statement should be read with significant accounting policies and notes on Restated Consolidated Financial Information.
** Weighted Average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights*
The face value of equity shares of the Company is ₹ 10.
Basic Earnings per share = ₹ 3.33
Diluted Earnings per share =₹ 3.33

2. Price Earning Ratio (P/E) in relation to Issue Price of ₹ [●] per Equity Share:

Particulars	P/E at lower end of the Price Band	P/E at higher end of the Price Band	P/E at Issue Price (no. of times)
Basic EPS as per the Restated Consolidated Financial Information for the year ended 31 March 2023	[●]	[●]	[●]
Diluted EPS as per the Restated Consolidated Financial Information for the year ended 31 March 2023	[●]	[●]	[●]

3. Industry P/E ratio*

a. Highest: 77.11

b. Lowest: 33.07

c. Average: 64.09

**Peer Group includes Keystone Realtors Limited, Godrej Properties Limited, Macrotech Developers Limited and Kolte-Patil Developers Limited. P/E Ratio has been computed based on the closing market price of equity shares on August 17,2023, on www.bseindia.com / www.nseindia.com, divided by the Diluted EPS as on 31 March 2023 as disclosed in audited financials submitted by the respective entity with the stock exchange for the year ended 31 March 2023. Peer Group set out above has been identified on the basis of the peers of the Company set out in the chapter titled 'Industry Overview' of the Draft Red Herring Prospectus for the Issue.*

4. Average Return on Net Worth (RoNW):

As per Restated Consolidated Financial Information of the Company:

Period	RoNW* (%)	Weight
Financial year ended 31March 2023	28.97	3
Financial year ended 31March 2022	40.90	2
Financial year ended 31March 2021	24.53	1
Weighted Average**	32.21	-

** RoNW is calculated as Restated Profit for the year of the company divided by Average Net Worth of Company. Net worth means the aggregate of paid-up equity share capital and other equity (all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account) as per the Restated Consolidated Financial Information.*
***The weighted average is a product of RoNW and respective assigned weight dividing the resultant by total aggregate weight.*

5. Net Asset Value (NAV) per Equity Share:

a. As on 31 March 2023 as per Restated Consolidated Financial Information: ₹ 13.17 per Equity Share
b. After the Issue as per Restated Consolidated Financial Information:

i. At the Floor Price: ₹ [●]

ii. At the Cap Price: ₹ [●]

iii. At the Issue Price: ₹ [●]

Note: Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equities shares outstanding at the end of the year. Net worth represents the aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Consolidated Financial Information.

6. Comparison with Listed Industry Peers

Name of Company	Latest financial year	Face Value (₹ per share)	Total Income (in ₹ million)	EPS (₹ per share)		NAV (₹ per share)	P/E	RONW (%)
				Basic	Diluted			
Arkade Developers Limited	Consolidated	10	2,240.13	3.33	3.33	13.17	NA	28.97
Keystone Realtors Limited	Consolidated	10	7,249.00	7.67	7.67	161.06	77.11	6.11%
Godrej Properties Limited	Consolidated	5	30,390.00	20.55	20.55	333.20	75.33	6.92%
Macrotech Developers Limited	Consolidated	10	96,111.60	10.10	10.09	262.56	70.85	3.95%
Kolte-Patil Developers Limited	Consolidated	10	15,210.20	13.48	13.48	137.67	33.07	11.31%

Source:

1. *All the financial information for the Company mentioned above is based on the Restated Consolidated Financial Statements for the year ended 31 March 2023.*

2. *All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the audited consolidated financial statements of the respective companies for the financial year ended March 31, 2023 available on the website of BSE Limited at www.bseindia.com.*

Notes:

1. *NAV is computed as the closing net worth (sum of equity share capital, other equity and non-controlling interest) divided by the weighted average outstanding number of equity shares as on 31 March 2023.*

2. *P/E Ratio has been computed based on the closing market price of equity shares on 17 August 2023, on www.bseindia.com, divided by the Diluted EPS as on 31 March 2023.*

3. *RoNW is computed as net profit after tax and minority interest divided by average net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus. In case the net worth is negative for a particular year, the same has not been considered.*

7. Key Performance Indicators

A list of Key Performance Indicators for Fiscal 2023, Fiscal 2022 and Fiscal 2021 is set out below:

Particulars	Financial Year ended 31 March 2023	Financial Year ended 31 March 2022	Financial Year ended 31 March 2021
Revenue From operations (₹ in million)	2,201.52	2,289.34	1,082.70
EBIT (₹ in million)	680.54	699.01	303.92
EBIT (%) of Revenue from operations	30.91	30.53	28.07
Profit after tax (₹ in million)	506.61	508.44	217.18

Particulars	Financial Year ended 31 March 2023	Financial Year ended 31 March 2022	Financial Year ended 31 March 2021
PAT Margin (%)	23.01	22.21	20.06
Debt To Equity Ratio	0.74	0.43	0.14
EBITDA (₹ in million)	683.25	699.72	305.01
EBITDA Margin (%)	31.04	30.56	28.17
Basic EPS (₹)	3.33	3.32	1.39
Diluted EPS (₹)	3.33	3.32	1.39
Interest Coverage Ratio	53.12	16.15	23.41
Return on Equity (ROE) (%)	28.97	40.90	24.53
Adjustable Return on Capital Employed (ROCE) (%)	24.30	46.17	30.16
Sales (in terms of number of units booked by customers)	258	87	105
Sales (in terms of area booked by customers) (in million square feet)	0.19	0.06	0.07
Completed Developable Area (in million square feet)	0.26	0.30	0.55
Collection (₹ million)	2,584.03	1,700.64	2,351.36
Voluntary employee attrition ratio (A/B) (%)	10.26	11.11	25.00

Notes:

(1) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Information.*
(2) *EBIT refers to earnings before interest, taxes, gain or loss from discontinued operations.*
(3) *EBIT Margin refers to EBIT during a given period as a percentage of revenue from operations during that period.*
(4) *Net Profit Ratio/Margin quantifies efficiency in generating profits from revenue and is calculated by dividing net profit after taxes by revenue from operations.*
(5) *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).*
(6) *EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items.*
(7) *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
(8) *EPS has been calculated in accordance with the Indian Accounting Standard 33 - 'Earning per share' notified under the Companies (Indian Accounting Standards) Rules, 2015. The above statement should be read with significant accounting policies and notes on Restated Consolidated Financial Information.*
(9) *Interest Coverage Ratio measures ability to make interest payments from available earnings and is calculated by dividing EBIT by finance cost.*
(10) *Return on equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*
(11) *Adjusted RoCE (Adjusted Return on Capital Employed) (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as total assets reduced by current liabilities.*
(12) *Voluntary employee attrition ratio (A/B) (%) = No of employees that voluntarily left during the year / period divide No of employees at the beginning of the year / period + No of employees joined during the year / period*
(13) *Sales in terms of units booked is calculated by counting the total number of units that customers have committed to purchasing or renting within a specific time frame.*
(14) *Sales in terms of area booked is calculated by measuring the total area of properties or spaces that customers have committed to.*
(15) *Completed Developable area is the area of the projects delivered by the Company in a particular period.*
(16) *Collection refers to the amount of money received from customers in a particular time frame.*
(17) *Voluntary Employee Attrition Ratio (A/B) represents the percentage of employees who have left the company voluntarily (A) compared to the total number of employees (B).*

Explanation for the Key Performance Indicators metrics

The list of our Key Performance Indicators along with brief explanation of the relevance of the Key Performance Indicators for the business operations of our Company is set out below:

Particulars	Explanation
Revenue From operations (₹ in million)	Revenue from Operations is used by management to track the revenue profile of the business and in turn helps assess the overall financial performance of Company and sizeof business.
EBIT (in million)	EBIT is a measure of a company's operating profitability. It shows how well a company's core operations are performing. Companies use EBIT to analyze their operational efficiency and profitability without the influence of financial structure and tax rates.
EBIT (%) of Revenue from operations	This metric is the percentage of EBIT in relation to the revenue from operations. It gives insight into how efficiently a company is converting its revenue into operating profit.
Profit after tax (₹ in million)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of business.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company’s financial leverage.
EBITDA (₹ in million)	EBITDA provides a clearer view of a company's operating profitability by excluding non-operating expenses like depreciation and amortization. It helps assess a company's ability to generate cash from its core operations.
EBITDA Margin (%)	his metric is the percentage of EBITDA in relation to the total revenue. It indicates the portion of revenue that translates into EBITDA and is a measure of operating efficiency.
Basic EPS and Diluted EPS (₹)	These metrics represent the earnings generated for each outstanding share of the company's stock. They are used to assess the company's profitability on a per-share basis.
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.
Return on Equity (ROE) (%)	RoE provides how efficiently Company generates profits from shareholders’ funds.
Adjustable Return on Capital Employed (ROCE) (%)	ROCE provides how efficiently Company generates earnings from the capital employed in the business.
Sales (in terms of number of units booked by customers)	This metric quantifies the success of a real estate business by counting the total number of units (properties, spaces, or projects) that customers have committed to purchasing or renting within a specific time frame. It helps gauge customer demand, assess the effectiveness of the sales process, predict revenue, and evaluate the impact of marketing efforts.
Sales (in terms of area booked by customers in million square feet)	This KPI evaluates real estate sales by measuring the total area of properties or spaces that customers have committed to. It provides insights into the types of properties preferred by customers, assists in optimizing land and resource allocation, guides property development strategies, and highlights market trends based on area preferences.
Completed Developable Area in million square feet	This metric indicates the scale of a real estate company's projects and its progress in developing properties.
Collection	In real estate, collection refers to the amount of money received from customers for products or services sold. It's crucial for assessing cash flow and financial stability.
Voluntary Employee Attrition Ratio (A/B)	This ratio represents the percentage of employees who have left the company voluntarily (A) compared to the total number of employees (B). It helps HR department understand employee satisfaction and retention.

8. Comparison of the Key Performance Indicators with Listed Industry Peers

Particulars	Arkade Developers Limited	Keystone Realtors Limited	Godrej Properties Limited	Macrotech Developers Limited	Kolte-Patil Developers Limited
	As of and for the Fiscal	As of and for the Fiscal	As of and for the Fiscal	As of and for the Fiscal	As of and for the Fiscal
	2023	2023	2023	2023	2023
Revenue From operations (₹ in million)	2,201.52	6,856.60	22,522.60	94,703.60	14,884.30
EBIT (in ₹ million)	680.54	282.20	9,695.00	9,315.20	2,103.00
EBIT (%) of Revenue from operations	30.91	4.12%	43.05%	9.84%	14.13%
Profit after tax (₹ in million)	506.61	795.00	6,206.00	4,894.20	1,133.80
PAT Margin (%)	23.01%	11.59%	27.55%	5.17%	7.62%
Debt To Equity Ratio (%)	0.74	0.62	0.69	0.72	0.54
EBITDA (₹ in million)	683.25	1,483.20	9,936.40	10,243.30	2,218.60
EBITDA Margin (%)	31.04%	21.63%	44.12%	10.82%	14.91%
Basic EPS (₹)	3.33	7.67	20.55	10.10	13.48
Diluted EPS	3.33	7.67	20.55	10.09	13.48
Interest Coverage Ratio (%)	53.12	0.78	5.56	1.94	5.17
Return on Equity (ROE) (%)	28.97	6.11	6.92	3.94	11.31
Adjusted Return on Capital Employed (ROCE) (%)	24.30%	1.42%	10.40%	6.09%	13.82%
Sales (in terms of number of units sold)	259	Not available	Not available	Not available	Not available
Sales (in terms of saleable area in million square feet)	0.36	Not available	Not available	Not available	Not available

Particulars	Arkade Developers Limited	Keystone Realtors Limited	Godrej Properties Limited	Macrotech Developers Limited	Kolte-Patil Developers Limited
	As of and for the Fiscal	**As of and for the Fiscal**	**As of and for the Fiscal**	**As of and for the Fiscal**	**As of and for the Fiscal**
	2023	**2023**	**2023**	**2023**	**2023**
Completed Developable Area in million square feet	0.26	Not available	Not available	Not available	Not available
Collection	2,518.26	Not available	Not available	Not available	Not available
Voluntary Employee Attrition Ratio (A/B)	10.26	Not available	Not available	Not available	Not available

Notes:

(1) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Information.*

(2) *EBIT refers to earnings before interest, taxes, gain or loss from discontinued operations.*

(3) *EBIT Margin refers to EBIT during a given period as a percentage of revenue from operations during that period.*

(4) *Net Profit Ratio/Margin quantifies efficiency in generating profits from revenue and is calculated by dividing net profit after taxes by revenue from operations.*

(5) *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).*

(6) *EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items.*

(7) *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*

(8) *EPS has been calculated in accordance with the Indian Accounting Standard 33 – 'Earning per share' notified under the Companies (Indian Accounting Standards) Rules, 2015. The above statement should be read with significant accounting policies and notes on Restated Consolidated Financial Information.*

(9) *Interest Coverage Ratio measures ability to make interest payments from available earnings and is calculated by dividing EBIT by finance cost.*

(10) *Return on equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*

(11) *Adjusted RoCE (Adjusted Return on Capital Employed) (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as total assets reduced by current liabilities.*

(12) *Voluntary employee attrition ratio (A/B) (%) = No of employees that voluntarily left during the year / period divide No of employees at the beginning of the year / period + No of employees joined during the year / period*

9. Weighted average cost of acquisition (WACA), Floor Price and Cap Price

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

Our Company has not issued any Equity Shares or convertible securities or employee stock options during the 18 months preceding the date of this certificate, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

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

Name of Transferer	Name of Transferee	Date of transaction	Number of Equity Shares allotted	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of transaction	Form of consideration	Total consideration (₹ in million)
Ummedmal Jain	Amit Jain	March 3, 2022	40,000	10	Nil	Gift	N.A.	Nil
Sajjan Jain	Amit Jain	March 15, 2022	3,360	10	Nil	Gift	N.A.	Nil
Amit Jain	Sandeep Jain	April 11, 2022	1	10	Nil	Gift	N.A.	Nil
Amit Jain	Arpit Jain	April 11, 2022	1	10	Nil	Gift	N.A.	Nil
Amit Jain	Sneha Jain	April 11, 2022	1	10	Nil	Gift	N.A.	Nil
Amit Jain	Simran Jain	April 11, 2022	1	10	Nil	Gift	N.A.	Nil
Amit Jain	Aarin Ambavat	April 11, 2022	1	10	Nil	Gift	N.A.	Nil
Amit Jain	Mangilal Jain	August 22, 2023	12,919,924	10	Nil	Gift	N.A.	Nil
Amit Jain	Sajjan Jain	August 22, 2023	12,919,924	10	Nil	Gift	N.A.	Nil
Total			**25,883,213**					***Nil***

Weighted average cost of acquisition ₹ Nil per Equity Share

All the above-mentioned transactions are gifts of Equity Shares. Accordingly, there is no cost of acquisition for each of the transactions. Based on the above transactions, below are the details of the weighted average cost of acquisition, as compared to the Floor Price and the Cap Price:

Past Transactions	Weighted average cost of acquisition (in ₹)	Floor Price (i.e. ₹ *[●]*)	Cap Price (i.e. ₹ *[●]*)
Weighted average cost of acquisition of primary / new issue as per paragraph 9(a) above	Nil	*[●] times*	*[●] times*
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 9 (b) above.	Nil	*[●]* times	*[●]* times

Weighted Average cost of Acquisition (WACA) to Cap Price

Period	Weighted average cost of acquisition (in ₹)	Floor Price (₹*[●]*) is 'X' times the WACA	Cap Price (₹*[●]*) is 'X' times the WACA
For 3 years	*Nil*	*[●]*	*[●]*
Last 18 months	*Nil*	*[●]*	*[●]*
For 1 year	*Nil*	*[●]*	*[●]*

**To be updated at Prospectus stage*

10. Justification for Basis for the Issue Price

Detailed explanation for Issue Price/Cap Price being [●] times of WACA of past 5 primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's Key Performance Indicators and financial ratios for the Fiscals 2023, 2022 and 2021 and in view of the external factors which may have influenced the pricing of the issue, if any.

[●]*

**To be included upon finalisation of Price Band*

1. The Issue Price will be [●] times of the face value of the Equity Shares

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above information along with '*Risk Factors*', '*Our Business*', '*Restated Consolidated Financial Information*' and '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' on pages 28, 198, 261, and 338. The trading price of the Equity Shares could decline due to the factors mentioned in '*Risk Factors*' or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

Date: August 31, 2023

To,
The Board of Directors,
Arkade Developers Limited
Arkade House, Opp. Bhoomi Arkade,
Near Children's Academy, A S Marg,
Ashok Nagar, Kandivali (East),
Mumbai 400101,
Maharashtra, India.

Unistone Capital Private Limited
305, A Wing, Dynasty Business Park,
Andheri Kurla Road, Andheri East,
Mumbai 400059,
Maharashtra, India.

(Unistone Capital Private Limited is hereinafter referred to as the **Book Running Lead Manager**)

Sub: Proposed initial public offering of equity shares (Equity Shares) by Arkade Developers Limited (Company) through a fresh issue of Equity Shares (Issue).

Dear Sirs,

We, **M/s Mittal & Associates**, the statutory auditor of the Company, hereby confirm that the enclosed statement in the **Annexure "A"** prepared by the Company and initialled by us and the Company for identification purpose (**Statement**) is true and correct and sets out the possible special tax benefits available to the Company and its shareholders under direct tax and indirect tax laws presently in force in India, including the Income Tax Act, 1961, as amended by the Finance Act, 2023, read with rules, circulars and notifications issued thereunder (**Act**) i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, (**GST Act**) read with rules, circulars and notifications, the Customs Act, 1962 (**Customs Act**) and the Customs Tariff Act, 1975 (**Tariff Act**) and the Foreign Trade Policy 2015-2020(**FTP**) as amended by the Finance Act, 2023, i.e., applicable for the relevant to the assessment year 2023-24, presently in force in India (collectively the **Taxation Laws**) read with the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2024-2025 and relevant to the financial year 2023-2024.

Several of these benefits are dependent on the Company and its shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil.

This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**SEBI ICDR Regulations**). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company and its shareholders, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

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

The benefits stated in **Annexure "A"** of this certificate, for possible special tax benefits available to the Company and its shareholders and are not exhaustive and the preparation of the contents stated is the responsibility of the Company. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

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

1. The Company and its shareholders will continue to obtain these benefits in the future.

2. The conditions prescribed for availing of the benefits have been / would be met with.

3. The revenue authorities / courts will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law.

Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

We hereby consent to this certificate being used in the draft red herring prospectus to be filed with the Securities and Exchange Board of India (**SEBI**), the BSE Limited (**BSE**) and the National Stock Exchange of India Limited (**NSE** and together with the BSE, the **Stock Exchanges**), and the red herring prospectus and the prospectus to be filed with the Registrar of Companies, Maharashtra at Mumbai (**RoC**) and submitted to the SEBI, and the Stock Exchanges in connection with the Issue, and submission of this certificate as may be necessary, to any regulatory authority, statutory, judicial or governmental authorities, and in any other material used in connection with the Issue and for disclosure on the website of the Company and the Book Running Lead Manager in connection with the Issue and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

We confirm that the information herein is true, fair, correct, complete, accurate, not misleading and does not contain any untrue statement of a material fact nor omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading. We hereby consent to this certificate being disclosed by the Book Running Lead Manager, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authorities with prior intimation to us except as required in relation to the Issue or (ii) to be produced in connection with any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation related to any matter regarding issuance and listing of the Equity Shares of the Company.

We undertake to update you of any change in the above-mentioned disclosures which we are aware of until the Equity Shares allotted, pursuant to the Issue, are listed and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges, pursuant to the Issue.

We have conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India (**ICAI**) which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this certificate we have complied with the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

This certificate may be relied on by the Book Running Lead Manager, their affiliates and the legal counsel in relation to the Issue and to assist the Book Running Lead Manager in the context of due diligence procedures that the Book Running Lead Manager has to conduct and the documents in relation of their investigation of the affairs of the Company in connection with the Issue.

All capitalized terms not defined herein bear the meaning ascribed to them in the Issue Documents.

Yours sincerely,

For M/s Mittal & Associates

Chartered Accountants

Firm Registration No: 106456W

Hemant R. Bohra

Partner

Membership No.: 165667

Place: Mumbai

UDIN: 23165667BGTIIG4767

Annexure “A”

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER INCOME TAX ACT, 1961 (ACT), THE CENTRAL GOODS AND SERVICES TAX ACT, 2017, THE INTEGRATED GOODS AND SERVICES TAX ACT, 2017 AND THE APPLICABLE STATES’ GOODS AND SERVICES TAX ACTS.

I. Special Statement of possible special tax benefits available to Arkade Developers Limited, and the Company’s Shareholders

1. Special Income tax benefits available to the Group under the Income Tax Act, 1961 Lower corporate tax rate under section 115BAA

A new section 115BAA has been inserted in the Act by the Taxation Laws (Amendment) Act, 2019 (“**the Amendment Act, 2019**”) w.e.f. April 1, 2020 (A.Y. 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their ‘book profits’ under section 115JB of the Act. However, such a company will no longer be eligible to avail specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

Deduction in respect of inter-corporate dividends – Section 80M of the Act

Up to 31 March 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax (“**DDT**”), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1 April 2020 is liable to tax in the hands of the shareholder. The Group is required to deduct tax at source (“**TDS**”) at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any). With respect to a resident corporate shareholder, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. Subject to the fulfilment of prescribed conditions, the section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust which does not exceed the amount of dividend distributed by it on or before the due date. The “due date” means the date one month prior to the due date for furnishing the return of income under sub-section (1) of section 139 of the Act.

2. Special Income tax benefits available to the Shareholders of Company under the Income tax Act, 1961

(1) Section 112A of the Act provides for concessional tax rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding ₹ 1,00,000) arising from the transfer of equity shares or units of an equity-oriented fund or units of a business trust, if Security Transaction Tax (‘**STT**’) has been paid on both acquisition and transfer of such shares / units and subject to fulfilment of other prescribed conditions (including Notification No.60/2018/F.No.370142/9/2017-TPL dated 1 October 2018).

(2) Section 111A of the Act provides for concessional rate of tax @ 15% in respect of short-term capital gains (provided the short-term capital gains exceed the basic threshold limit of exemption, where applicable) arising from the transfer of a short-term capital asset (i.e. capital asset held for the period of less than 12

months) being an Equity Share in a company or a unit of an equity oriented fund wherein STT is paid on both acquisition and transfer.

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

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

(5) Separately, any dividend income received by the shareholders would be subject to tax deduction at source by the company under section 194 @ 10%. However, in case of individual shareholders, this would apply only if dividend income exceeds ₹ 5,000. Further, dividend income is now taxable in the hands of the shareholders.

3. Special Indirect tax benefits available to the Group under Integrated Goods and Services Tax Act, 2017; Central Goods and Services Tax Act, 2017; State Goods and Services Tax Act, 2017

- All new residential Projects are covered under Notification No. 3/2019 – Central Tax (Rate) dated March 29, 2019 which provides following tax Rates w.e.f. April 1, 2019 –

  The reduced effective GST rates for affordable residential apartments from 8% to 1% without availing input tax credit subject to fulfilment of the following conditions:

  - having carpet area not exceeding 60 square meters in metropolitan cities or 90 square meters in cities or towns other than metropolitan cities.

  - the gross amount charged is not more than forty-five lakhs rupees.

  For all other residential apartments, the reduced effective GST rates from 12% to 5% without availment of input tax credit.

- However, the on-going affordable projects are taxed at the rate of 8% with availment of input tax credit and for all other residential apartments are taxed at the rate of 12% (with input tax credit) based on the earlier provisions. It is pertinent to note that these old rates are applicable for such projects wherever the company has opted for such old rates. Otherwise, the new tax rates (as applicable to forthcoming projects which started on or after April 1, 2019), are applicable without availing input tax credit.

4. Special Indirect tax benefits available to the Shareholders of Company under Integrated Goods and Services Tax Act, 2017; Central Goods and Services Tax Act, 2017; State Goods and Services Tax Act, 2017

There are no special Indirect Tax benefits available to the shareholders of the Company.

SECTION V: ABOUT THE COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, the industry and market data used in this section has been obtained or extracted from the report titled 'Real Estate Industry Report' dated August 2023 prepared and issued by Anarock, appointed by us pursuant to engagement letter dated June 6, 2023, and exclusively commissioned and paid for by us in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Anarock Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. Anarock was appointed by our Company and is not connected to our Company, our Directors, our Promoters and our Key Managerial Personnel. A copy of the Anarock is available on the website of our Company at https://arkade.in/wp-content/uploads/2023/08/Industry-Report-Anarock.pdf. The data used in industry sources and publications may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. The data used in the industry sources and publication involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the 'Risk Factors' on page 28. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The investors should not construe any of the contents set out in this section as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

Overview of the economy

India recently achieved the coveted position of being the 5th largest global economy, by dislodging the United Kingdom. This has been significant progress from being in the 11th position a decade ago. Despite the IMF's downward GDP revision for India, from 6.1% to 5.9% for FY24, India continues to be the fastest-growing economy across the world and is considered as 'very strong'.

The ambitious investment plans, infrastructure development, and continued government spending on national progress have driven India's economic growth. With rapid progress, it is anticipated that India can become the 4th largest economy by 2027, by replacing Germany. Further, by the end of this decade India is expected to surpass Japan as the 3rd largest economy in the world only behind China and the United States of America.

GROSS DOMESTIC PRODUCT GROWTH & FUTURE PROJECTIONS (FY24, FY25, FY26) & IN-BOUND INVESTMENT INTO INDIA

The Indian economy has yet again emerged as a performer by maintaining its growth trajectory as the highest compared to the other nations. The final quarter of the last fiscal - Q4 FY23 - recorded economic growth of 6.1% which pushed the entire fiscal year's growth to 7.2%. This was mainly driven by the manufacturing sector's output in the fourth quarter, which grew by 4.5% year on year compared to a 1.1% contraction in the previous quarter. The farm sector output also rose to 5.5% compared to 3.7% during the above period. India's economic expansion validates the nation's growth optimism despite the global headwinds.

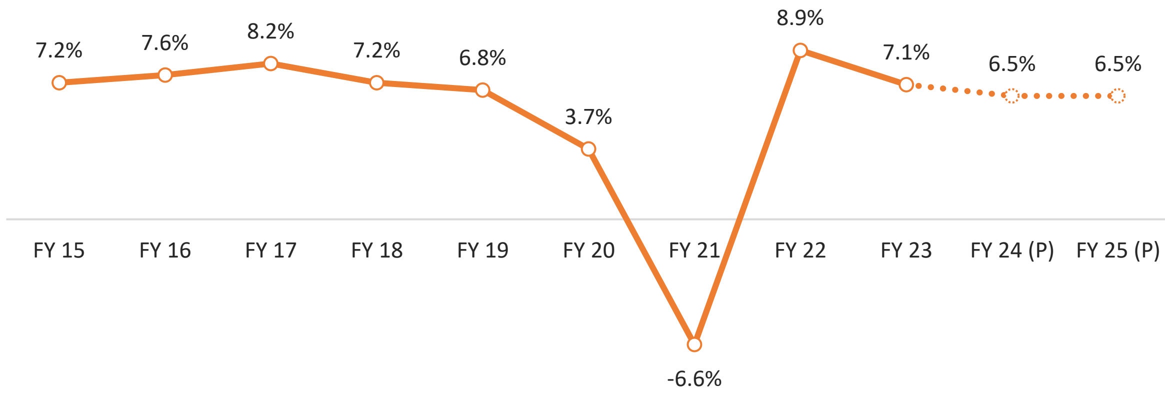


Figure 1: Real GDP Growth Rate (%)
Source: Reserve Bank of India

The quarterly growth rates for the current fiscal (FY24), as forecasted by the Reserve Bank of India (RBI) are expected to be between 5% - 8% with a strong first quarter. The optimistic projections are based on the better Rabi crop output, moderating commodity prices, the monsoon trajectory, and the government's plan for higher capital expenditure.

In the year gone by, the gross fixed capital formation also rose by 11.4% in FY23 accounting for nearly 34% of the GDP, which is also the highest since FY15. The higher the capital formation, the faster an economy can grow its aggregate income.

Though the RBI has revised the forecast and is optimistic because of the above-mentioned factors, the IMF and other global agencies appear to continue with a conservative stance for India. However, the growth momentum of the Indian economy continues and is going to be much better than the major economies. As per the IMF estimates, India is expected to lead economic growth and contribute significantly to the global GDP.

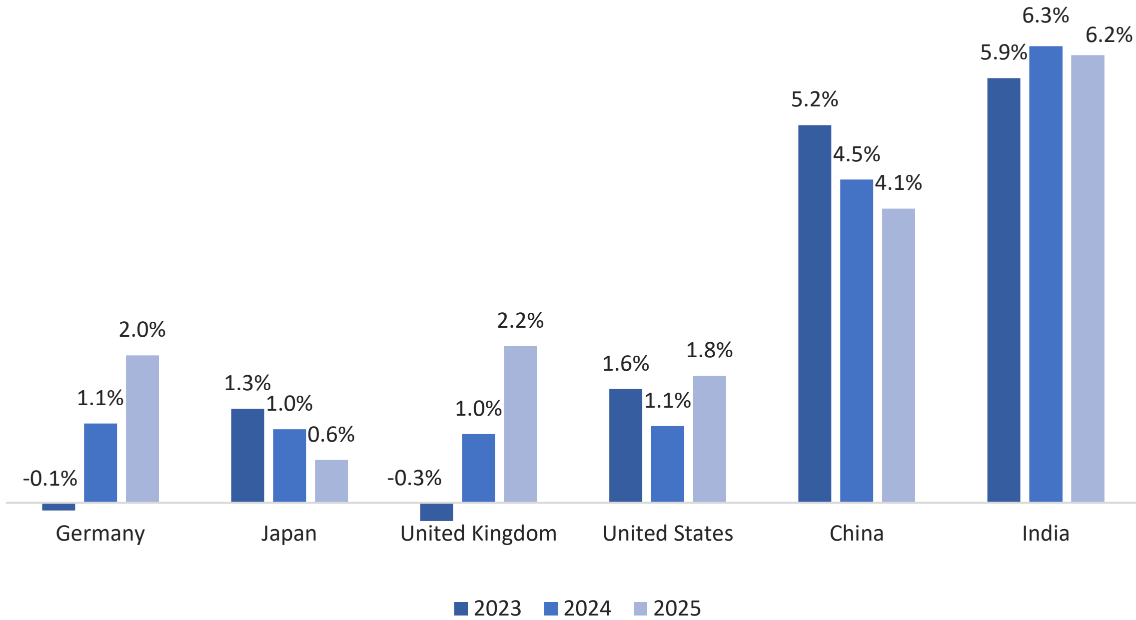


Figure 2: Projected GDP Growth Rate (%)
Source: IMF

The IMF's World Economic Outlook states that the size of the Indian economy is slated to grow from USD 3.5 trillion in 2021-22 to over USD 5.0 trillion in 2026-27. To achieve this milestone, the union government has already made concentrated efforts. Some of the initiatives such as the National infrastructure pipeline of projects, push to capital expenditure, implementation of the production-linked incentive scheme and the national monetisation pipeline of public sector assets are focussed steps to achieve the same.

Investment Scenario in India

India continues to be a strategic market for global firms in many ways owing to its multitude of offerings and intrinsic strengths that creates tremendous opportunities for greenfield and brownfield developments. An enabling policy framework with a large, competitive, and skilled labour market is a major advantage. Steadily rising income levels and the increase in non-metropolitan cities that offer large-scale employment and growth opportunities across the country offer ample prospects for investors to participate in the growth cycle.
The last decade has witnessed rising investments from many investors which led to a peak in 2021-22. However, the prevailing geopolitical turmoil and global uncertainties have cautioned many investors resulting in a slowdown in investments.

Foreign Direct Investment (FDI) For the first time in a decade, the FDI declined by 16% to USD 71 billion in FY23. This may be attributed to the high inflation and uncertain macroeconomic situation in the U.S. and the Eurozone.

The services sector comprises mainly the financial, banking, insurance, non-financial/business, outsourcing, R&D, courier, and tech. testing and analysis among others together with the computer hardware & software received the highest quantum of investments during the year. Together they accounted for USD 18,101 million, 26% of the total FDI in FY23.

FDI inflows in the construction development sector comprising Townships, housing, built-up infrastructure, and construction-development projects were USD 146 million in FY23, 17% higher than the previous year. The cumulative inflow in this sector since April 2000 has been USD 26, 356 billion and accounts for 4% of the total FDI inflows during the period.

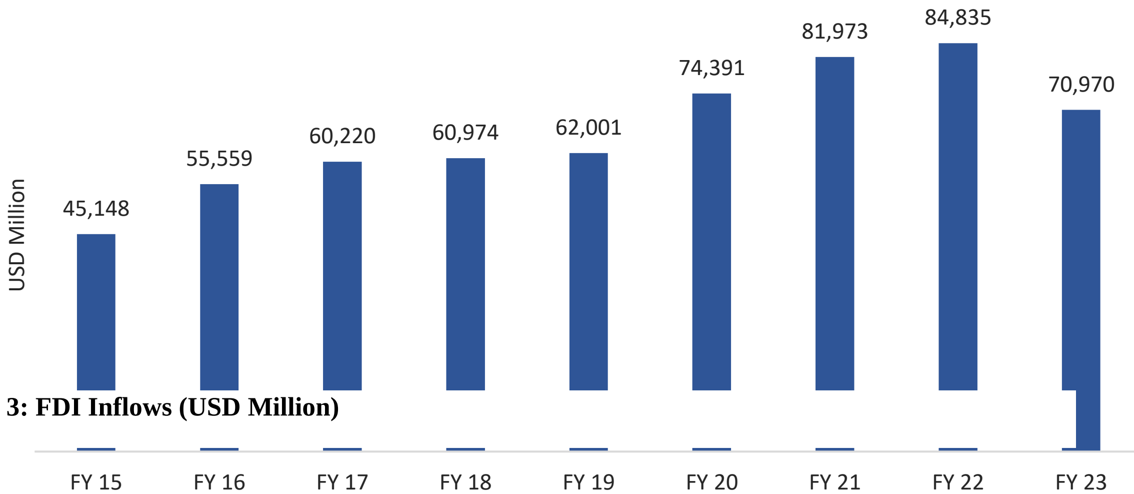


Figure 3: FDI Inflows (USD Million)

Source: DIPP; Compiled by ANAROCK Research

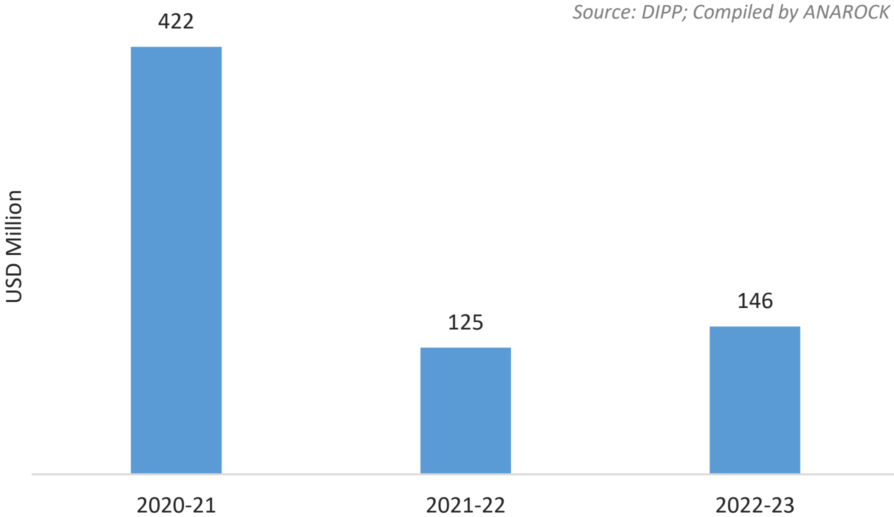


Figure 4: FDI in Construction Development
Source: DIPP; Compiled by ANAROCK Research

According to data from the DPIIT, Maharashtra, and Karnataka were the frontrunners in attracting FDI inflows in FY23. Maharashtra emerged as the top recipient of FDI with a total of US$14.80 billion, followed by Karnataka (US$10.42 billion).

Figure 5: Private Equity Investments in Real Estate (PERE)
Source: ANAROCK Research

Private Equity (PE) Investments in Indian Real Estate

Though the private equity investments in Indian real estate remained stable in FY23, compared to the previous year, domestic funds were seen to be more aggressive. The total investments during the fiscal were estimated to be USD 4.2 billion which is like the last year. Equity investments continued to dominate and accounted for 67% of the total investments during the year. The 33% accounting for debt is mainly dominated by the investments in the residential real estate segment, which is significantly higher than 20% in the previous fiscal.

The commercial office real estate segment continued to dominate the investment markets with a 40% share of the total in FY23 compared to 38% in the previous year. The residential segment received the second highest investments accounting for 29% of the share which has nearly doubled from 15% in the previous year. The industrial and logistics segment witnessed muted investments accounting for only a share of 6% from 10% in the previous fiscal. Data centres also received significant PE investments during the year as it forms an integral part of the expansion strategy of many companies operating hyper-scalers. This is mainly due to the exponential rise in data consumption expected in the coming years as the government furthers its programs in digital India.

As India's economic size continues to grow and investors continue to increase their allocations for emerging markets, the Indian PERE market is likely to receive a fair share of attention and consideration. However, the immediate term may be contingent on several headwinds like the re-surfacing of inflation and any further aggravation of the geo-political conflict.

Penetration of Housing and Home Ownership

The 2011 census shows a 28.51% rise in the number of households to 246.69 million from 191.96 million in 2001. Homeownership, during the said period, increased from 166.35 million to 213.53 million, a rise of 28.36%. Homeownership in rural areas stands at 95% indicating the rising prosperity in the area. It is also interesting to note that there has been a significant rise in rental housing in urban areas. The rented households in urban areas increased from 15.32 million in 2001 to 21.72 million in 2011, indicating the rapid urbanisation driven by the migration of the population to the cities in search of livelihood and better employment prospects.

The following graph shows the penetration of Housing and Homeownership in the years 2001 and 2011:

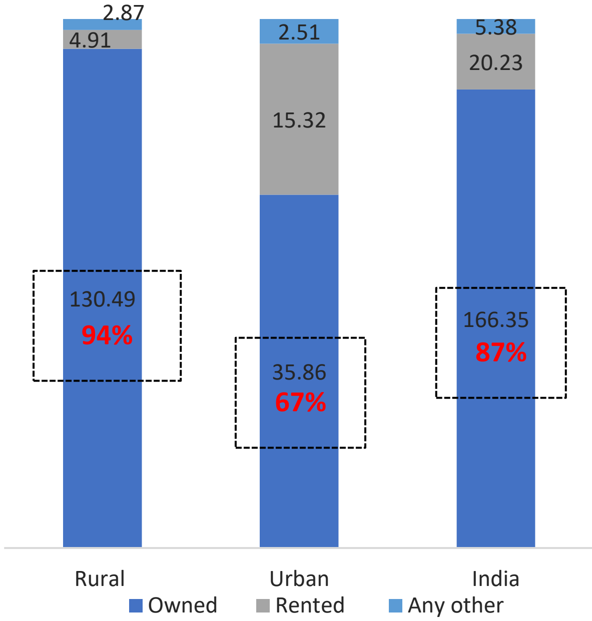


Figure 7: Home Ownership Pattern - 2001

(In Million)

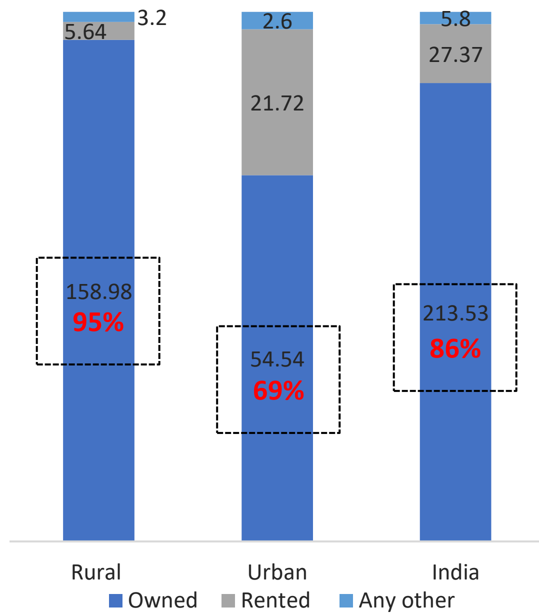


Figure 6: Home Ownership Pattern – 2011

(In Million)

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY)

Urbanization and Urban Housing Shortage

Urbanisation is seen to lead the demand for real estate in new and emerging micro markets which develop to accommodate the influx of migrants. The large consumer base in India has been instrumental in attracting many foreign entities to set up operations here to reap the benefits of a growing and aspirational market. Along with the rising population, India's urbanization rate is also increasing at a fast pace. As per UNDP projections, approximately 50% of India's population will be urban by 2046. Rapid urbanization is expected to drive the demand for housing, offices, and other real estate asset classes in the medium to long term. UNDP has projected that there will be 8 cities with a population of 10 million and above by the year 2035 in India, highlighting the unmet housing demand.

The Ministry of Housing & Urban Poverty Alleviation estimated a housing shortage of 18.78 Mn houses during the 12th-period plan with 99% in the economically weaker section (EWS) and lower income group (LIG). The following figure provides the details of the Urban Housing shortage in India.

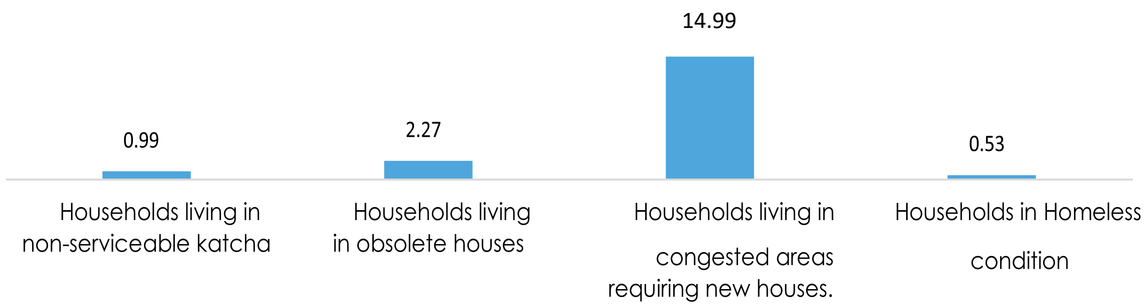


Figure 8: Category of Housing Shortage in India (in Mn.) in 2012

Source: Report of the technical group on Urban Housing Shortage (TG-12) (2012-17) by Ministry of Housing & Urban Poverty Alleviation

To address the housing shortage in the country, the Government of India has launched Pradhan Mantri Awas Yojana (PMAY). The objective of the mission is to promote housing for all, being implemented during 2015-2022, which provides central assistance to Urban Local Bodies (ULBs) and other implementing agencies through States/UTs. The scheme provides bi-fold incentives to developers as well as buyers/owners.

The aggressive stance by the Government has displayed a favourable performance as can be seen from the chart below, which shows the status of the scheme so far.

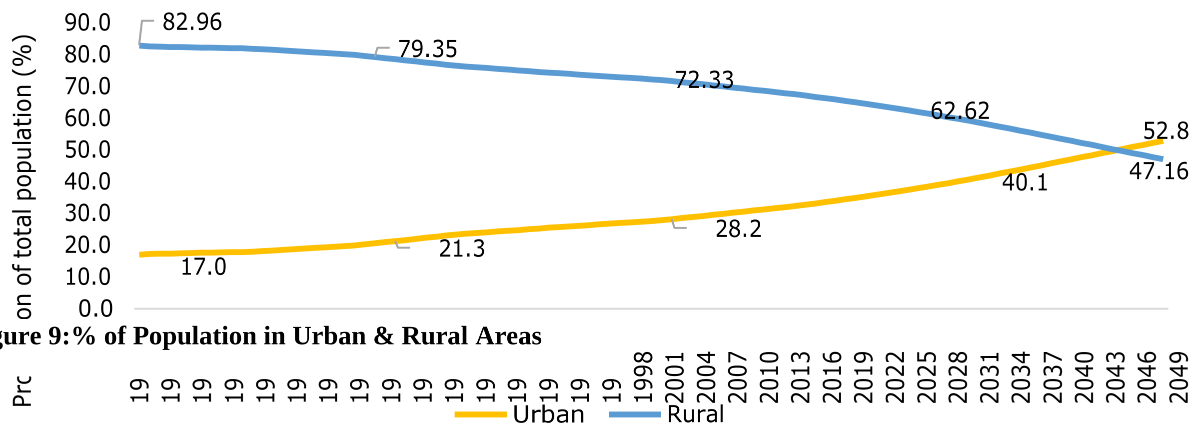
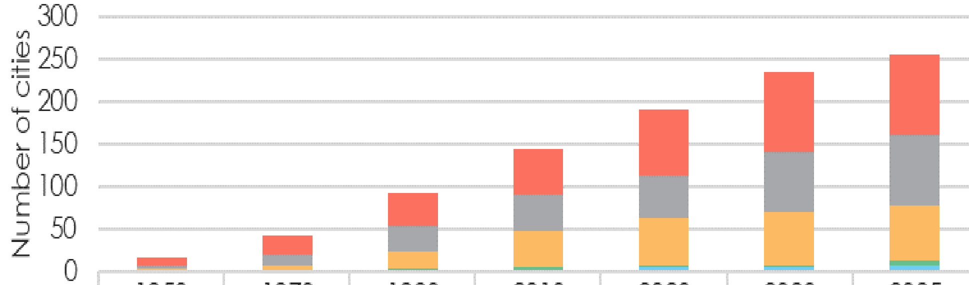


Figure 9:% of Population in Urban & Rural Areas

Source: UNDP World Urbanization Prospects 2018



	1950	1970	1990	2010	2020	2030	2035
300 000 to 500 000	9	21	40	53	77	94	94
500 000 to 1 million	4	13	30	43	51	70	83
1 to 5 million	5	7	20	41	54	62	65
5 to 10 million	0	2	2	4	3	2	5
10 million or more	0	0	2	3	6	7	8

10 million or more 5 to 10 million 1 to 5 million 500 000 to 1 million 300 000 to 500 000

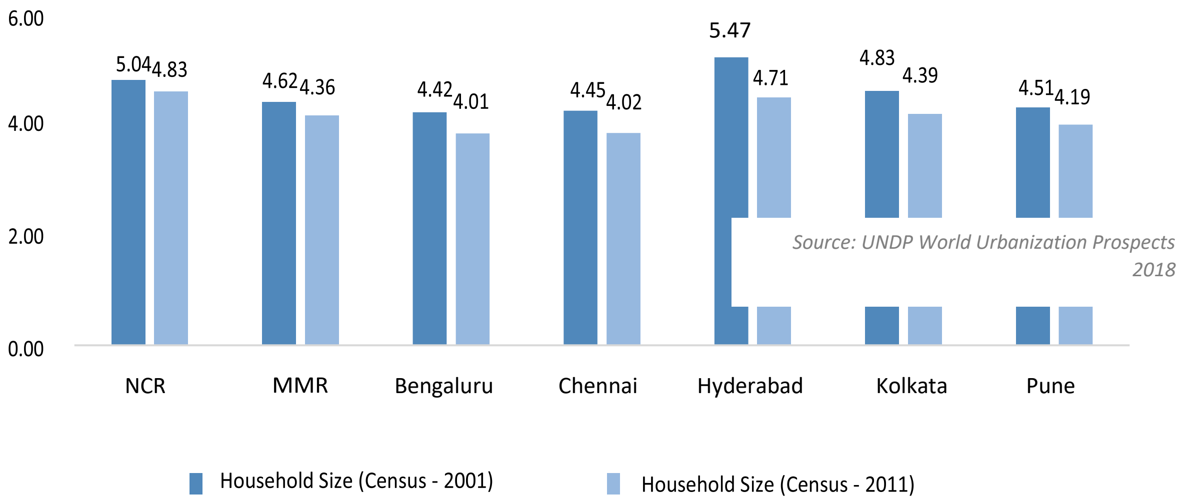
Figure 10: Urban Population by size class of urban settlement

Source: UNDP World Urbanization Prospects 2018

Nuclearization of Families

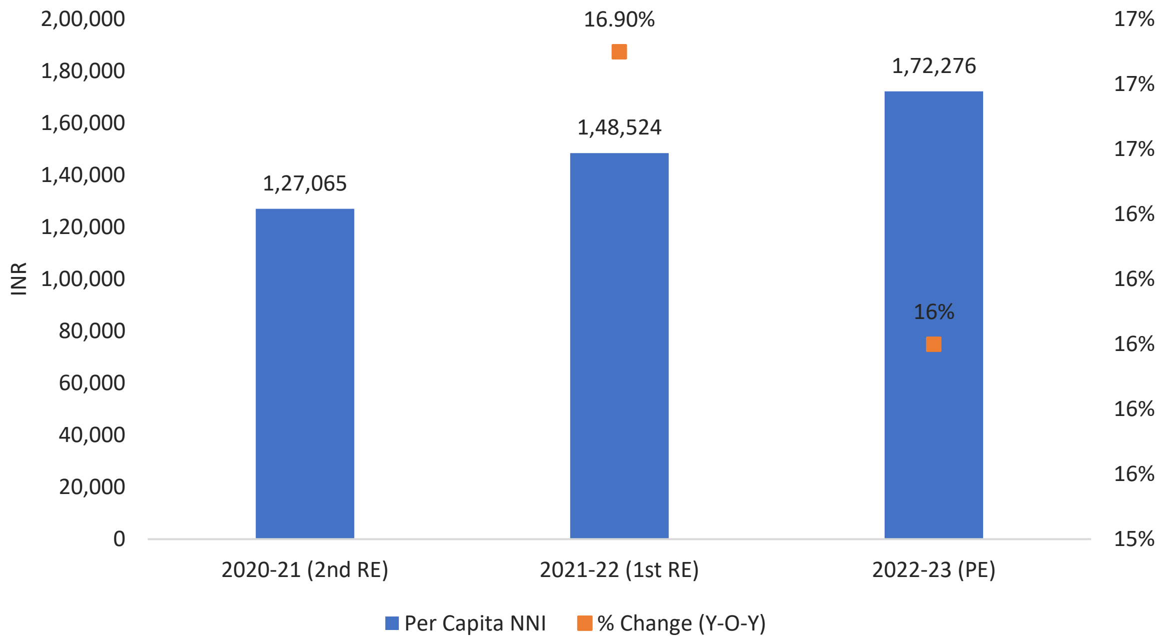
As urbanisation rises and families migrate to urban centres in pursuit of livelihood, aspirational living, or better employment prospects, family sizes are seen to disintegrate leading to their nuclearization. According to the last census in 2011, all the major cities and their urban agglomerations are witnessing a reduction in family sizes.

It can be observed that there is a reduction in the average household sizes in almost all the cities. Bengaluru has the least average household size followed by Chennai. The average household size in many of the Tier I cities is now close to 4. Reduction in average household size further leads to an increase in demand for housing.



Source: Census 2001, 2011

Figure 11: Average household size for select Indian cities



Note: All the figures in the above graph are as per Calendar Year (CY)

Income Level of Households in India

The Per Capita Net National Income of India in 2022-23 was over INR 1,72,000. While the per capita has declined during the period of the pandemic it has continuously risen ever since. Interestingly it has nearly doubled in less than a decade despite being affected by the pandemic.

Though the income levels have grown by 16% on year, the distribution of wealth is uneven across the landscape of the country with a population of over 1.4 billion. A report titled "Survival of the Richest" published at the World Economic Forum 2023 states that 40.5% of the total wealth of India in 2021 was concentrated in the top 1% while the bottom 50% had only 3% of the total wealth.

Housing Scenario in India

The housing demand in India has always been high as homeownership is an emotional decision and this asset assures safety and financial stability along with a social standing. The rapid urbanisation the country has undergone during the past few decades has also risen the housing demand.

The housing demand has also transitioned, predominantly in the urban landscape, from investors and speculators to end users. The reforms in the last decade, such as RERA, GST, IBC, and Demonetisation have been instrumental in altering the growth course of the housing market across the country.

Post the reforms, the supply-demand trend across the major markets has altered significantly. Supply exceeding sales, which was a more pronounced phenomenon in the pre-reforms regime led to high unsold inventory. This has changed to sales leading the supply in the past few years, which indicates a healthy market condition and is mostly driven by end users.

Earlier, to contain the cost, the developers were resorting to reducing the unit sizes. The pandemic challenged this and now we see bigger and more functional homes are emerging as the need. Buyers today are more discerning and are looking for homes that come with rich and diverse amenities and features for a complete living and well-being.

These trends are not only limited to tier I or the larger metropolitan centres but have spread to tier II & III cities as well. The rising income levels and increased aspirations for comfortable living in a healthy and self-sustained environment are gradually gaining momentum.

Buyers today are also seen to be patronising environment-friendly green developments. They are no longer hesitant to pay a premium for sustainable initiatives and features that can reduce the carbon footprint and reversing the ecological damage inflicted on the environment.

The residential real estate market is also witnessing the entry of large, listed, and established corporate houses. In a post reforms regime, the housing segment is now regaining the confidence of the buyers, investors, and stakeholders. It is now more transparent and accountable than before with most of the players exhibiting strong corporate governance. The rise in the market share of the large and listed players from 17% in 2016-17 to nearly one-third currently depicts the same.
The government has also taken up initiatives through the PMAY and is committed to providing housing for all. Rapid progress has been made by the government with nearly 120 lakh houses being sanctioned and over 75 lakh houses completed. The total approval by the central government for the scheme is estimated to be INR 8.19 lakh crore.

The mass migration of labourers during the pandemic and the government's resolve to ensure a constant supply of workers at all the development sites, the Affordable Rental Housing Complexes have also been announced under the PMAY. This is aimed to provide ease of living to urban migrants, Industrial workers in the non-formal urban economy to get access to dignified affordable rental housing close to their workplace.

The smart cities mission is also a major step to provide services and improved living standards to the residents. The focus is to provide data-centric solutions to improve municipal services and related infrastructure such as the development of a multi-modal transport hub, multi-level car parking, ridesharing, and renting among others. As part of the mission, 1,104 smart mobility projects worth INR 22,785 crore have been completed so far while 526 projects are at advanced stages of development. Similarly, 984 public spaces have been developed in cities for INR 5,861 crore.

The housing sector currently is on a strong foundation and the market is being run by large and listed players who are capable of creating new benchmarks. The launch pipeline appears to be healthy and the anticipated price appreciation in the coming years will continue to motivate the developers. As the end-users are driving demand and the supply has also rationalised, the market conditions are most conducive for all stakeholders.

Other Policy Level Initiatives and Observations in Housing Finance Sector

Changing Affordability Index

The rising mortgage rates and appreciating prices have been driving the affordability index in recent times. Housing affordability is measured as the ratio of the home loan payment to the income of a household.

A steady rise in incomes and range-bound prices of residential assets in the past has been the reason for the best affordability in FY22. Since May 2022, the rise in repo rates from 4.4% to 6.5% in May 2023 has caused affordability to be impacted. However, affordability is still the best in two decades even after a series of interest rate hikes.

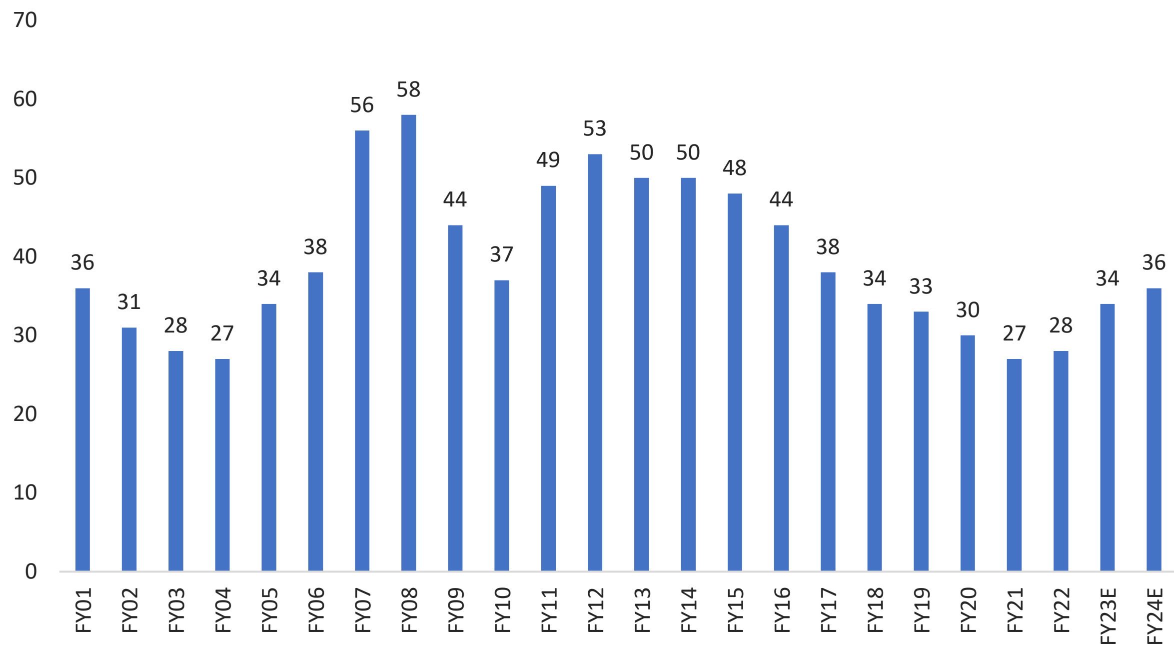


Figure 13: Affordability Index *Source: Jefferies, ANAROCK Research*

Housing Finance in India

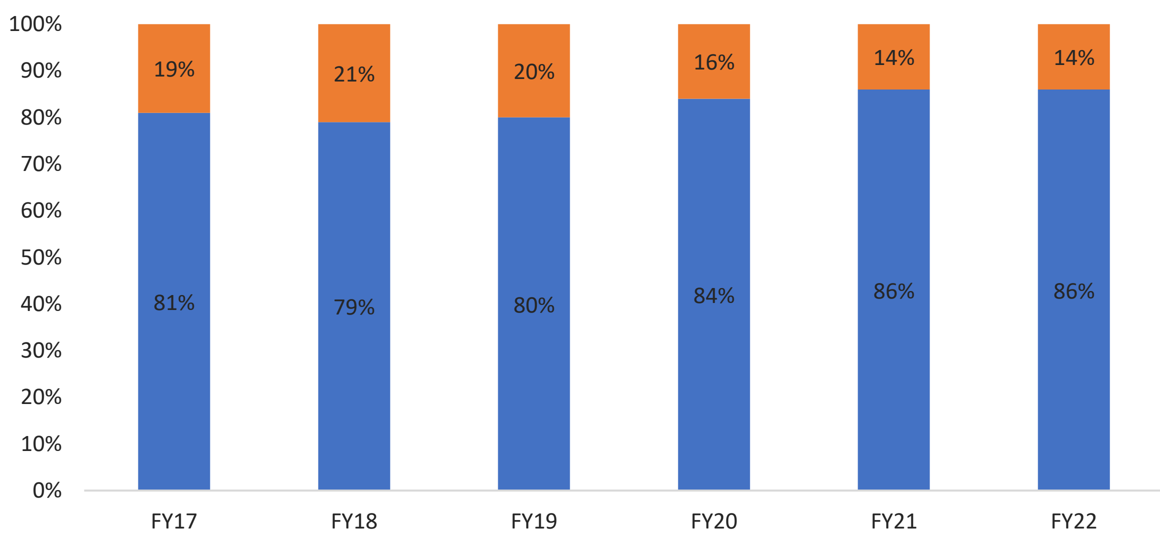


Figure 14: Housing Finance Industry
Source: AMBIT Capital; RBI, NHB; Compiled by ANAROCK Research

The mortgage industry in India is valued at INR 24 lakh crore and accounts for nearly 10.3% of the GDP. It has been on a continued growth trajectory and the compounded annual growth rate in the last 15 years has been 17%.

Note: Large HFCs include HDFC and LICHF

Compared to the advanced economies, the mortgage to GDP ratio in India is reasonably low (at around 10.3%) while China is at 18%, the US at 52%, and Singapore at 45%. This offers significant upside potential in the future as the economy grows and housing demand gains momentum.

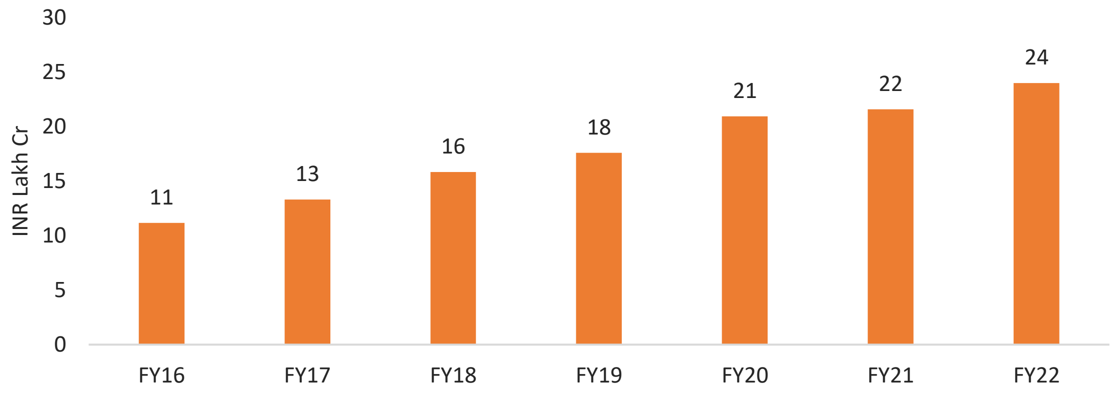
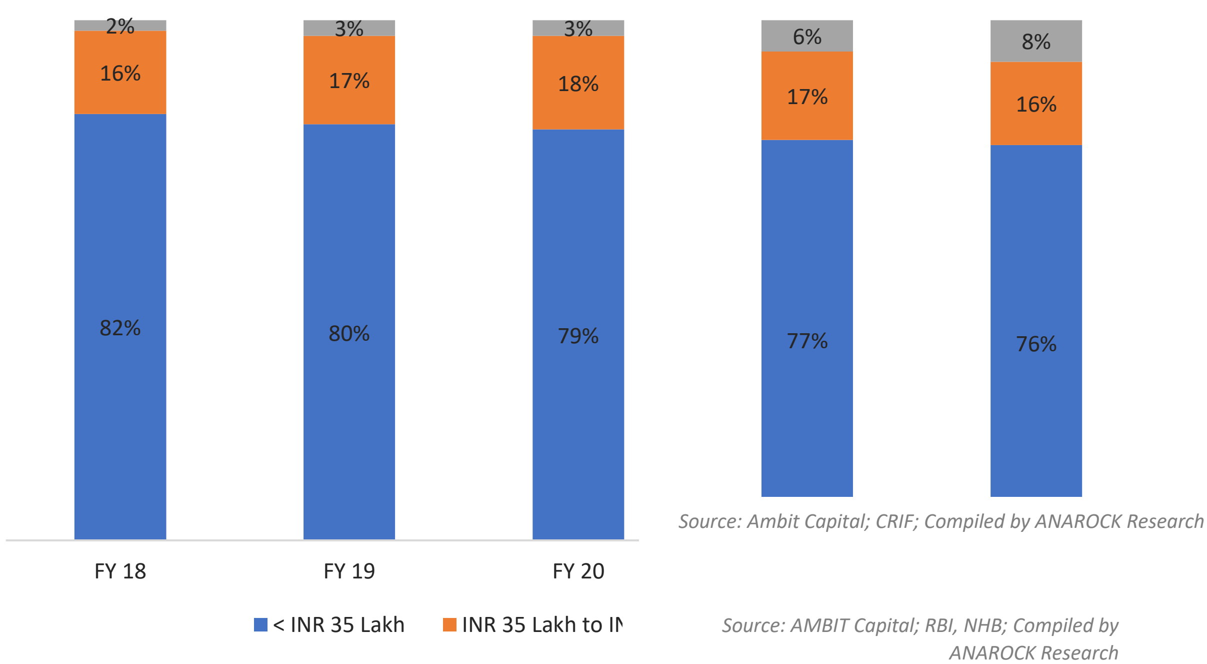


Figure 15: Share of Banks and Large HFCs
Source: AMBIT Capital; RBI; NHB; Complied by ANAROCK Research
Note: Large HFCs include HDFC and LICHF

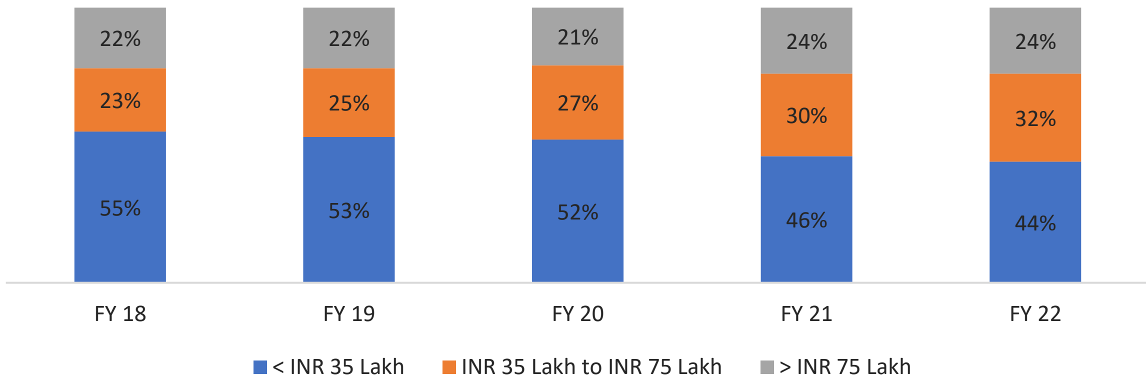
The overall housing finance sector is mainly dominated by the sub-INR 35 lakh budget segment, but it is also losing share because of the rise in prices and the sizes of residential assets that are launched across tier I, II & III cities. This segment accounts for nearly 44% of the market by value and 76% of the market by volume.
Figure 16: Home Loan by Value



As the nation progresses, aspirational demand for houses in urban and rural areas coupled with the desire for an additional residential asset will drive the housing finance industry in the future. The growth that has been recorded in the past may gain further momentum and sustain the same in the next few years. This may lead to the industry size doubling in FY25 from the base of FY19 to INR 38 lakh crore.

Other Fixed Income Products

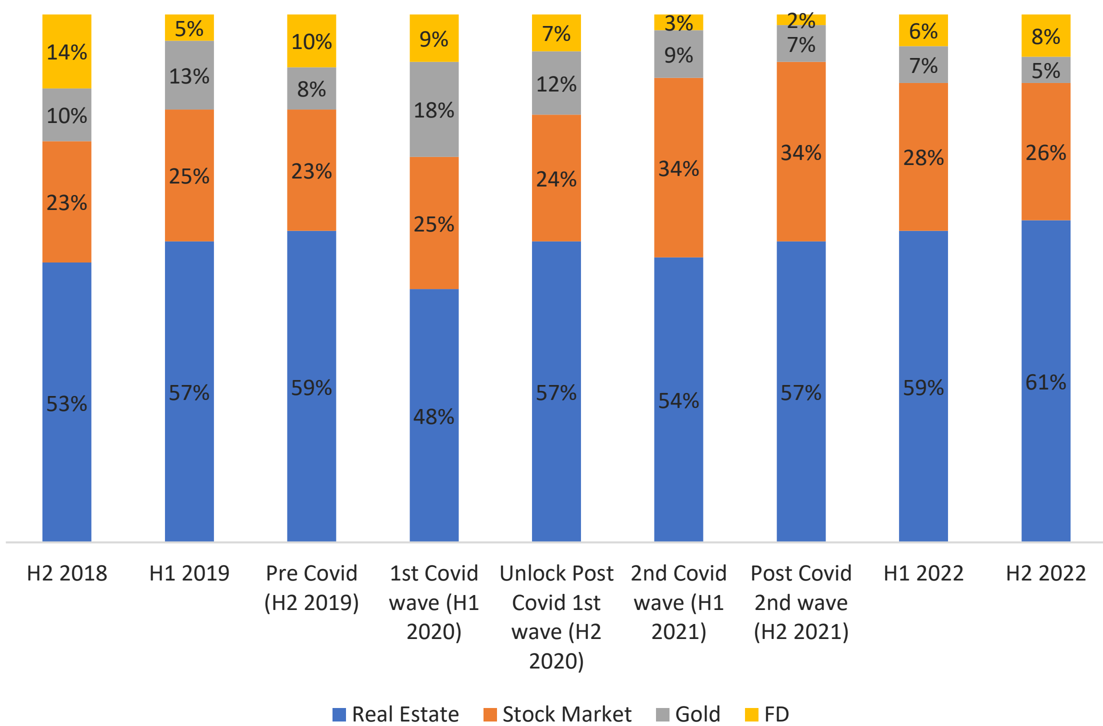
According to consumer surveys conducted by ANAROCK from 2018 to 2022, real estate emerged as the most preferred asset class compared to other investment options. Over the period there has been a gradual rise in buyers' inclination towards choosing real estate as an investment avenue.



Source: Ambit Capital; CRIF; Compiled by ANAROCK Research

Figure 17: Home Loan by Volume

The surveys indicate a significant growth in the preference for real estate as an asset class for investment, increasing from 53% in 2018 to 61% in 2022. Additionally, due to the impact of rising interest rates, Fixed Deposits have also experienced an upswing in preference over the past couple of years, climbing from 2% in the second half of 2021 to 8% in the second half of 2022.



Source: Anarock Consumer Sentiment Survey from 2018 to 2022

Figure 18: Preference of Asset classes

Note: All the figures in the above graph are as per Calendar Year (CY)

Repo Rate Movement

To enhance liquidity in the market, the Reserve Bank of India (RBI) implemented a series of measures, including a reduction of 115 basis points in the repo rate between February 2020 and December 2021. This was primarily to infuse liquidity into the system during the pandemic so that consumption could remain afloat. This reduction led to a decrease in home loan interest rates. Additionally, the combination of rising household income and stable ticket prices has contributed to an improvement in the affordability of residential units. However, as the threat of the pandemic receded, the central bank revised the repo rates upwards and cause it to rise by 150 basis points in regular intervals from May 2022 to February 2023. Despite the rise in rates leading to the firming up of the home loan rates, the demand for housing had remained buoyant.

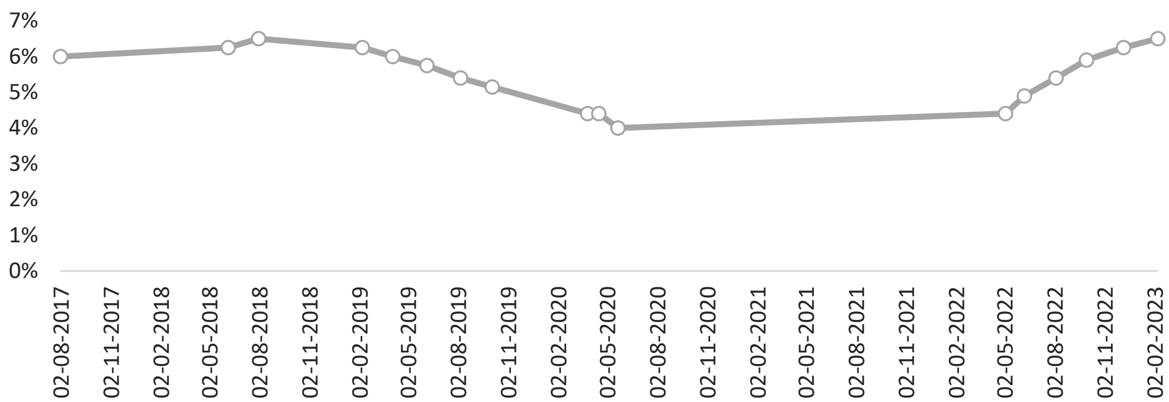


Figure 19: Repo Rate Movement *Source: RBI*

Impact of Covid-19 on Housing and Workplace Demand

Signs of revival in the backdrop of Economic Recovery and Demand

Like various other sectors, the real estate industry experienced signs of recovery in the fourth quarter of 2020 across key asset classes such as residential properties, warehousing facilities, and office spaces. The residential segment swiftly gained momentum in the last two quarters of 2020, primarily due to the increasing desire for homeownership, which was amplified by the impacts of the COVID-19 pandemic. This surge in demand was bolstered by attractive discounts and offers, low-interest rates on home loans, and temporary reductions in stamp duty in states like Maharashtra. With increasing sales, developers added new projects, leading to a 2% year-on-year increase in supply during Q4 2020 compared to the same period in 2019. Additionally, when compared to 2020, the new supply in the top seven cities of India has risen by 84% in 2021 and nearly tripled in 2022, indicating a significant overall recovery in the Indian residential real estate market.

Demand Re-Configuration

Regarding office spaces, it was expected that social distancing and hygiene regulations would lead to an increase in per capita office allocations, even though a portion of employees will continue to work from home. Over the past decade, the average allocation of office space per person has decreased from 100-125 square feet to 75-100 square feet as of January 2020.

Furthermore, there was a growing demand for township projects in the residential sector. The COVID-19 pandemic has emphasized the importance of larger and better homes for many families. As remote work has become the new norm for certain sectors, homebuyers were seeking spacious and adaptable homes within self-sufficient environments, offered at affordable prices. These homes were particularly sought after in the peripheral areas of tier-I cities and well-developed locations in tier-II cities.

Housing Demand Impact

In addition to the long-term structural drivers, the demand for housing is poised at a crucial turning point that may lead to sustained growth in both volume and pricing in the near to medium term. This can be attributed to the following factors:

- Changing Requirements: The enforced lockdowns and the ongoing trend of remote work and online schooling have shifted sentiment towards homes that can accommodate functional and flexible spaces for work and study.
- Increased Affordability: Over the years, the ratio of home loan payments to income has been decreasing, making housing more affordable for potential buyers.
- Lower Home Loan Rates: The reduction in home loan interest rates had further enhanced the purchasing capacity of prospective homeowners. The momentum is seen to be continuing even after the rising of the interest rates.
- Rental Yield vs Home Loan Rates: As the gap between rental yields and home loan rates narrows, there is a growing preference for purchasing a home rather than renting, as it becomes a more financially viable option.
- Limited Safe Savings Avenues: With significantly reduced rates on fixed deposits and other safe savings options, the attractiveness of real estate as an investment asset class has increased.

Collectively, these factors contribute to the potential for sustained growth in housing demand and pricing in the near to medium term.

Office Real Estate Market Impact

In the early stages of the COVID-19 pandemic (specifically, April and May 2020), occupiers across various sectors were adjusting to the work-from-home culture. However, from July to August 2020, certain financial institutions and manufacturing occupiers began reevaluating the concept of working from the office to enhance employee productivity. While working from home has its advantages, such as saving travel time, occupiers have also encountered drawbacks like connectivity issues. As a result, ANAROCK predicts that the coexistence of work-from-home and work-from-office arrangements is likely to be the future trend.

- Grade-A developers have observed consistent rent recovery rates from the third quarter of 2020 until the first half of the fiscal year 2023. Despite the work-from-home culture leading to a consolidation in office space demand, the COVID-19 pandemic has also generated a need for larger office spaces per employee.
- To adhere to stringent health and safety regulations, commercial buildings are anticipated to undergo a transition towards incorporating more technology-enabled features. This shift aims to address potential safety and security concerns in the future. Grade-A developers, with their resources and capabilities, are better positioned to meet these stringent health and safety guidelines.
- Office occupiers in the MMR have been exploring setting up offices in proximity to the residential hotspots. The occupiers are benefitting on three fronts:
  - i. Rents in the suburban micro-markets are low as compared to central and secondary business districts.
  - ii. Large developers have quality developments with modern amenities.
  - iii. Employees can increase productivity by saving travel time.

Overview of Indian residential market

INDIAN RESIDENTIAL REAL ESTATE DEMAND-SUPPLY DYNAMICS – CY 2017 TO 2023 (TILL Q1)

The Indian real estate sector faced challenges of adapting to various reforms and changes brought about by demonetization, RERA, GST & IBC. These measures initially posed difficulties for the sector in aligning with the new regulations. However, they ultimately proved beneficial by strengthening the industry and promoting transparency, accountability, and financial discipline over the past few years. The structural changes introduced by RERA and GST played a crucial role in enhancing the maturity and credibility of the sector, and gaining trust of various stakeholders. Despite the hurdles, the real estate sector had been on a growth trajectory, showing promising signs of emerging stronger than before. Unfortunately, the COVID-19 pandemic disrupted this growth momentum, stalling progress temporarily. Nevertheless, the sector demonstrated resilience and managed to rebound in 2022 and the top cities it surpassed the previous peak levels seen in 2014. This bounce back indicates the industry's ability to recover and adapt, showcasing its potential for future growth and stability.

The following illustration showcases the transformation journey of Indian Residential Real Estate over the past decade:

FEARLESS
(Years: 2013, 2014)

- Supply: 10 Lakh+ units
- Largely investor-driven
- Unregulated
- Localized, land-lord driven

REGULATED
(Years: 2015-2017)
RERA, Demonetization, GST, IBC

- Supply: ~ 7.9 Lakh units
- Investor-driven, end-users re-enter
- Towards being regulated
- Localized, entry of corporate houses

CONTROLLED + OUTLIER
(Years: 2018-2020)
Liquidity crisis, Scams, COVID-19

- Supply: ~ 5.6 Lakh units
- End-user driven
- Regulated
- Corporate houses rising presence

CAUTIOUS REVIVAL
(Years: 2021- till Q1 2023)

- Supply: ~ 7.03 Lakh units
- End-user driven, investors re-enter
- Regulated
- Corporate houses dominating

The number of new launches has witnessed a remarkable surge over the past few years, despite facing various headwinds, reflecting a robust growth in the industry. In 2020, due to COVID-19 pandemic, only 127,959 new units were added across the top seven cities of India. However, in 2021, the new launches increased by an impressive 185% to reach 236,693 units. This surge brought the number of launches in line with the records of 2019, indicating a recovery and an upward trajectory for the sector. The positive trend continued into 2022 as well, with a substantial improvement as the total number of new launches reached an impressive 358,000 units and witnessed record-breaking housing sales of approximately 3,64,000 units. These statistics depict a thriving market characterized by a significant increase in new launches, showcasing the sector vitality and potential for future growth.

Below is the graph showcasing the Pan India (top-seven cities) supply-absorption trends (in units) from 2017 to 2023 (till Q1).

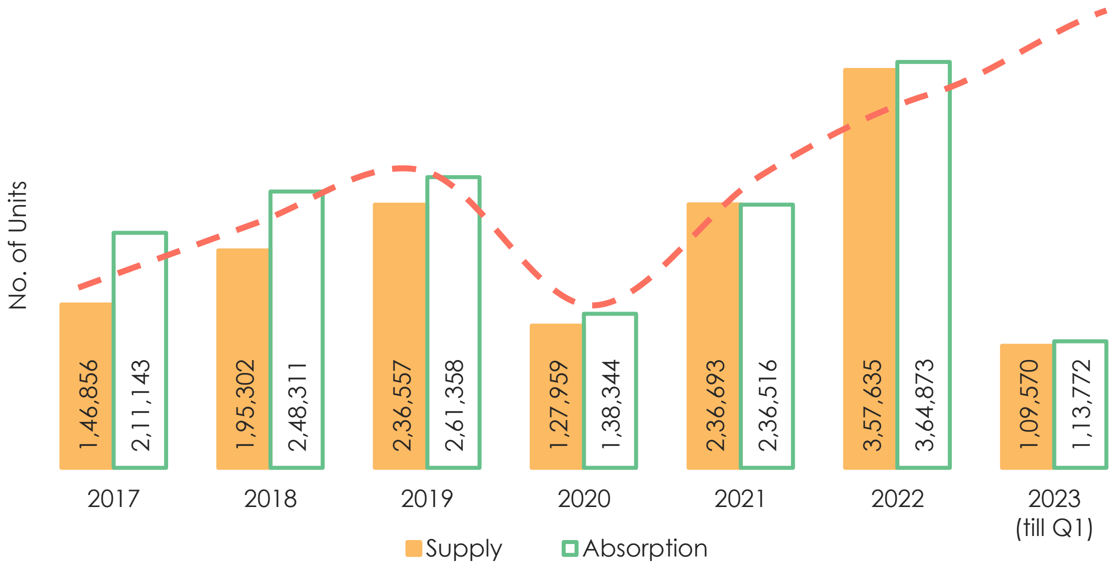


Figure 20: Pan India supply-absorption trends (in units) from 2017 to 2023 (till Q1)

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY),

Pan India – Unsold Inventory Trends – 2017 to 2023 (till Q1)

By the end of Q1 2023, the unsold inventory at the Pan India level stood at approximately 6.26 lakh units, reflecting a 14% decrease compared to the unsold inventory as of 2017.

Below is the graph showcasing the Pan India unsold inventory trends (in units) from 2017 to 2023 (till Q1).

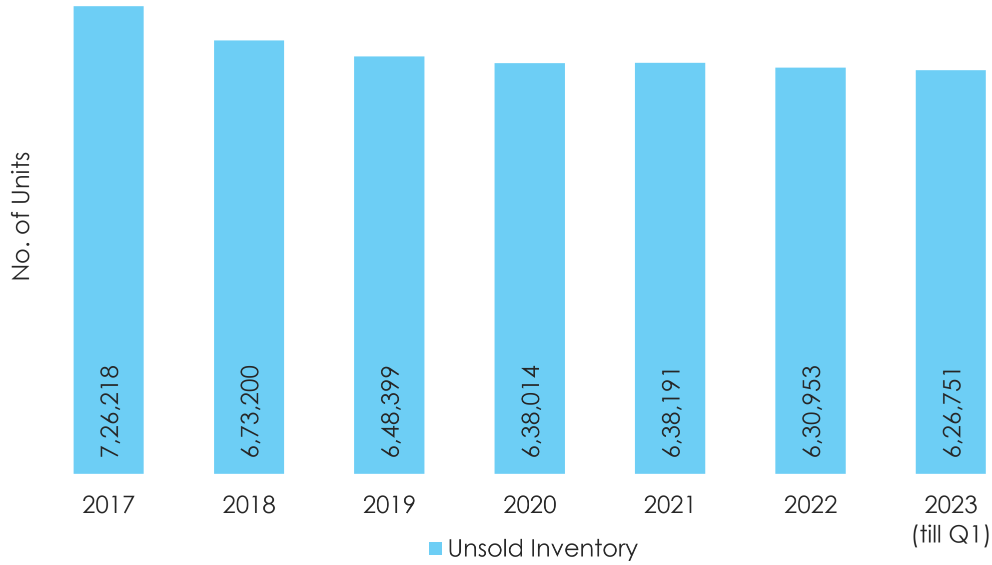


Figure 21: the Pan India unsold inventory trends (in units) from 2017 to 2023 (till Q1)

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Note: Unsold inventory is the net unsold inventory and does not include stalled projects. Units absorbed includes primary transactions only i.e., excluding resale transactions.

TOP SEVEN CITIES – SUPPLY, ABSORPTION AND UNSOLD INVENTORY TRENDS – 2017 TO 2023 (TILL Q1)

Top 7 Cities – Supply Trends – 2017 to 2023 (till Q1)

Between 2017 and Q1 2023, MMR has contributed the highest share in new residential supply compared to the remaining top 6 cities, with a range between 24% and 37%. The average residential supply during this period in MMR is 31%.

Below is the graph showcasing the year-on-year supply share (in units) of top 7 Indian cities from 2017 to 2023 (till Q1).

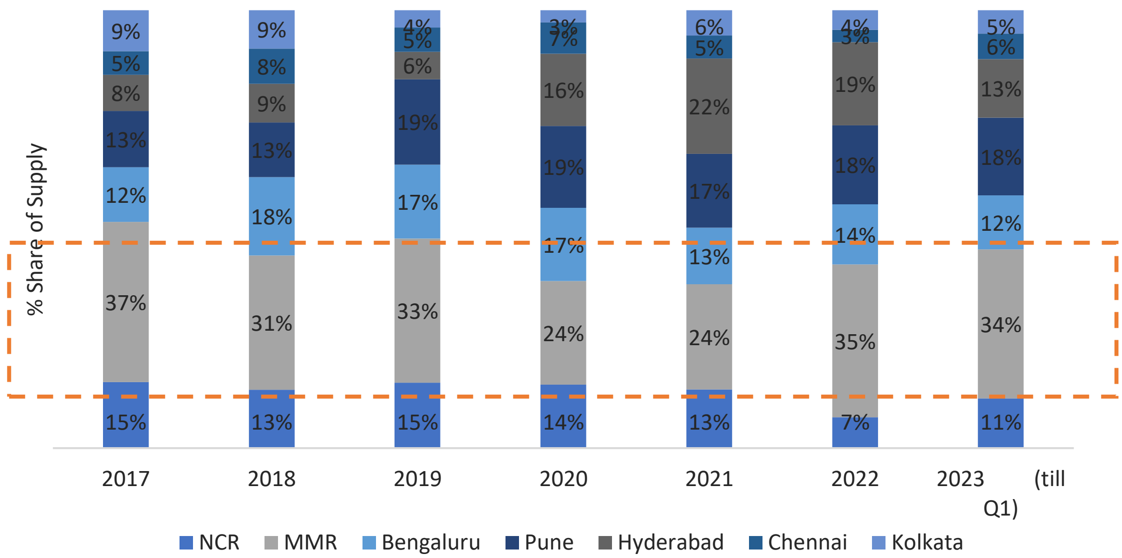


Figure 22: Year-on-Year supply trends (in units) of top 7 Indian cities from 2017 to 2023 (till Q1)

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Top 7 Cities – Absorption Trends – 2017 to 2023 (till Q1)

During the period from 2017 to Q1 2023, MMR achieved the highest annual sales share of residential units across the top seven cities of India, ranging from 27% to 32%. On average, the sales in MMR accounted for 30% of the total residential unit absorption during this time frame.

Below is the graph showcasing the year-on-year absorption trends (in units) of top 7 Indian cities from 2017 to 2023 (till Q1).

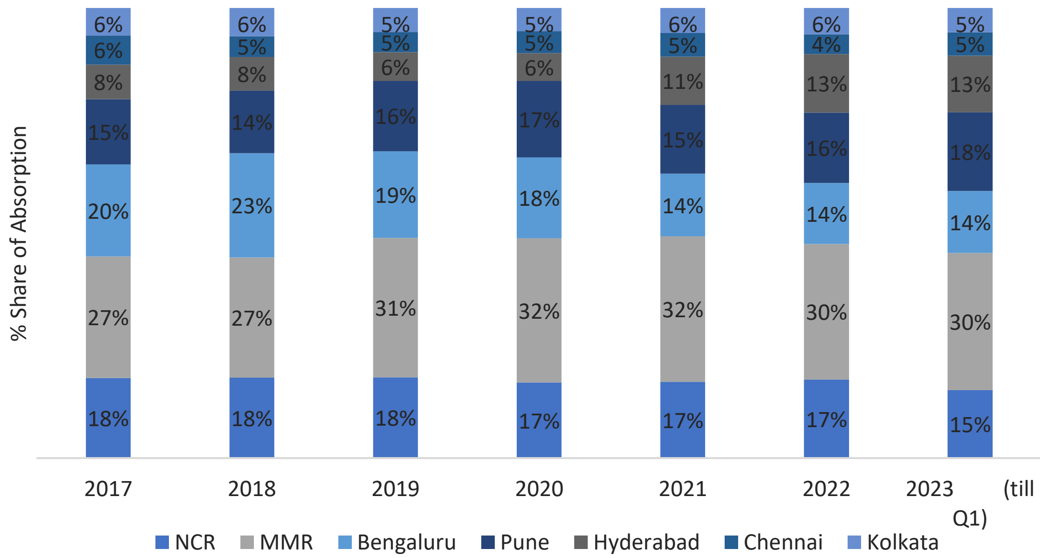


Figure 23: Year-on-Year Absorption trends (in units) of top 7 Indian cities from 2017 to 2023 (till Q1)

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Top 7 Cities – Unsold Inventory Trends – 2017 to 2023 (till Q1)

As of Q1 2023, MMR accounts for 32% of the unsold inventory among the top 7 cities in India. Over the period since 2017, MMR has experienced an 11% reduction in the unsold residential units.

Below is the graph showcasing the year-on-year unsold inventory trends (in units) of top 7 Indian cities from 2017 to 2023 (till Q1).

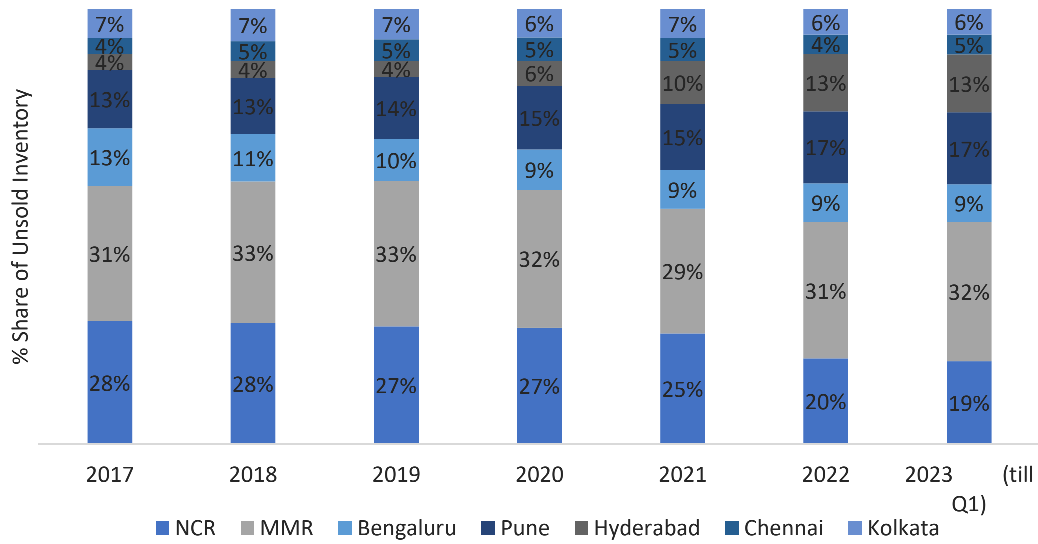


Figure 24: Year-on-Year Unsold Inventory trends (in units) of top 7 Indian cities from 2017 to 2023 (till Q1)

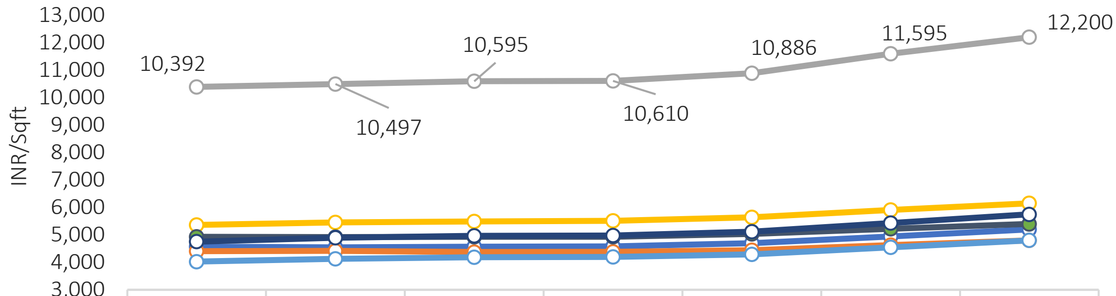
Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

CAPITAL PRICING TRENDS IN TOP SEVEN CITIES – 2017 TO 2023 (TILL Q1)

From 2017 until the first quarter of 2023, the capital values of the top seven cities in India have experienced varying levels of appreciation, ranging from 9% to 21%. Among these cities, the residential market in MMR stands out as the most expensive, with a capital value of INR 12,200/Sqft as of Q1 2023.

Below is the graph showcasing capital value movement (in units) of top 7 Indian cities from 2017 to 2023 (till Q1).



	2017	2018	2019	2020	2021	2022	2023 (till Q1)
NCR	4,568	4,546	4,569	4,580	4,700	4,939	5,200
Kolkata	4,402	4,415	4,378	4,385	4,441	4,625	4,800
MMR	10,392	10,497	10,595	10,610	10,886	11,595	12,200
Pune	5,363	5,455	5,495	5,510	5,640	5,904	6,150
Hyderabad	4,028	4,128	4,185	4,195	4,293	4,545	4,800
Chennai	4,934	4,920	4,931	4,935	5,030	5,226	5,400
Bengaluru	4,751	4,894	4,961	4,975	5,122	5,429	5,750

Figure 25: Capital value movement (in units) of top 7 Indian cities from 2017 to 2023 (till Q1)

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Note: The above-mentioned values are with respect to Basic Selling Price (BSP) on Built-Up Area (BUA).

KEY REFORMS IN THE INDIAN REAL ESTATE SECTOR

In order to address the challenges confronted by residential real estate and improve transparency in the sector, the government introduced a slew of measures at regular intervals. Following some of the key measures/policy interventions done in the last few years, transparency and regulation in the sector has improved considerably. Some of the key measures undertaken are outlined below:

Real Estate (Regulation and Development) Act, 2016

Real Estate Regulation and Development Act came into effect from May 2016. The Act was aimed to usher transparency, financial discipline, and accountability in the real estate sector. This was done to increase the confidence level of the buyers and prevent the developers from willful misuse of funds that lead to a delay in project execution. The reform came with key tenets that struck a chord with buyers as well as other stakeholders of the real estate sector. Some of the key features of the act are as follows:

- Project to be registered only after receiving all clearances
- Projects with sizes less than 500 square meters and below 8 units are exempted from RERA
- Developers can advertise a project only post RERA registration
- An escrow account for a project to avoid diversion of funds: The act stipulates "70% of the amount realized for the real estate project from the allottees, from time to time, shall be deposited into an escrow account and will be maintained in a scheduled bank to cover the cost of construction and the land cost and shall be used only for that purpose
- Timeline to be provided for project completion
- Consent of 2/3rd of the allottees to modify the layout

GST Implementation

Goods & Services Tax is one of the biggest tax reforms of India that came into force from 1st July 2017 to remove multiple taxations and transform India into one nation, one market and one tax principle. In the real estate sector, ready-to-move-in properties and land are exempt from GST. Initially, for ongoing projects, GST charged at the rate of 8% for affordable housing (under 60 sq m in non-metropolitan cities/towns and 30 sq m in metropolitan cities) and 12% for projects other than affordable with the provision to receive Input-Tax Credit (ITC).

Post the announcement on 1st April 2019, the GST rates on under-construction properties are lowered

As per the new rates, under-construction properties attract 5% GST without a provision to receive an ITC. Homebuyers of affordable housing (Under construction properties priced up to INR 45 Lakhs qualified as affordable housing projects for the purpose of GST relief both in metro as well as non-metro cities), are levied with only 1% GST without an ITC benefit.

Alternatively, for ongoing projects, where construction and actual booking both have started before 1st April 2019 and which have not been completed by 31st March 2019, GST may be charged at the old rates with the provision to receive ITC. Cost of ownership came down due to recent reduction in GST rates which is likely to boost the absorption in the affordable segment.

Benami Transactions (Prohibition) Amended Act 2016

The objective of the Benami Transactions (Prohibition) Amended Act 2016 ("**Benami Act**") was to curb the use of unaccounted cash transactions associated with properties and bring transparency in the real estate sector. While the Benami Act is still in nascent stage of implementation to estimate the impact on the overall real estate sector, it is likely to improve transparency and increase institutional investments in future.

Demonetization

The Government of India banned all INR 500 and INR 1,000 currency notes in November 2016, to curb black money and check the circulation of fake currency. In the long term, this reform along with RERA has helped in organizing the real estate sector to a certain extent, resulting in more institutional inflows in the sector.

Consolidation of Developers

The Indian real estate sector has consolidated in the past few years. With the implementation of RERA, the financially weak developers were not able to adhere to compliance norms and were, therefore, either going out of business or consolidating with larger players.

The following graph sets forth percentage decline in the number of developers in select Indian cities between 2012 and 2019:

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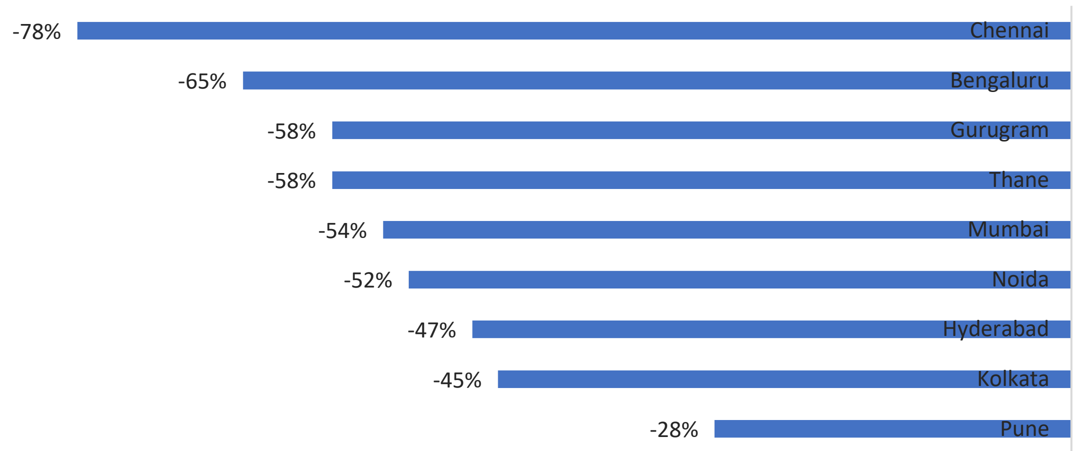


Figure 26: Percentage decline in the number of developers in select Indian cities between 2012 and 2019

Source: ANAROCK Research

According to Anarock, the consolidation of developers is likely to continue post the COVID-19 pandemic, with many weak players ceasing to exist as the country emerges from this pandemic.

Post structural changes, consolidation is on the rise and the share of organized and branded players is rising.

The graph below shows the sales share analysis of various types of developers from FY'17 to 9MFY'23. Listed (in NSE/BSE) and leading unlisted developers are showing an increase from 17% in FY'17 to 29% in FY'20. However, in FY'21, owing to the effect of pandemic, resultant financial turmoil faced by the real estate players and slowdown of construction activities, customers shifted their buying preference towards listed and leading unlisted developers. This resulted in a significant increase in sales share of these developers to 35% in FY'21. FY'22 has witnessed improvement in this situation with availability of finance to Tier 2 / non-branded developers as well which further improved the customer sentiments towards these developers. Hence, sales share of the Tier 2 / non-branded developers improved marginally therefore bringing back the share of listed and leading unlisted developers to the levels of 9M FY'23, i.e., 33%. Branded tier-1 developers are witnessing strong double-digit growth. It is likely that in the near to medium term consolidation will further accelerate and listed players will see disproportionate growth compared to the industry.

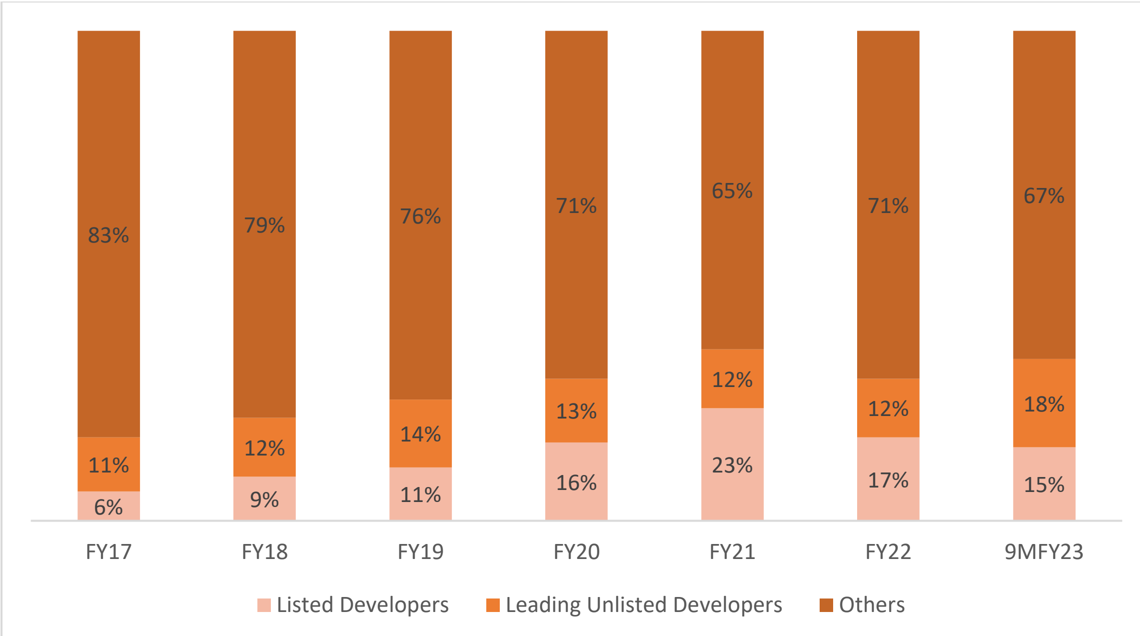


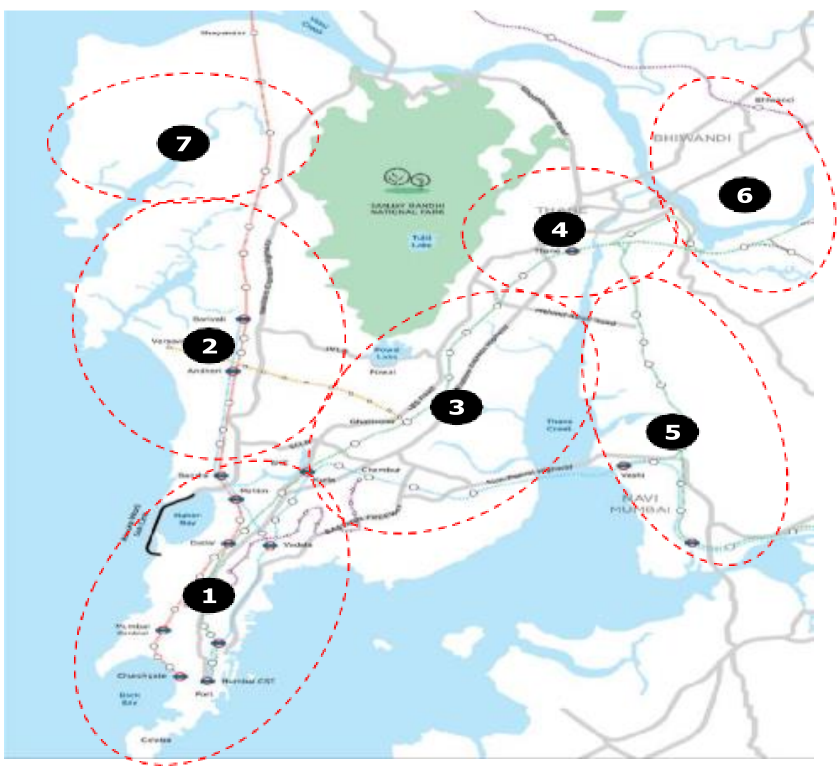
Figure 27: Sales Share Analysis

Note: Sales share based on overall area sold

Source: Companies, ANAROCK Research

Trends in Mumbai residential real estate (MMR Level)

From a residential real estate perspective, MMR can be broadly divided into seven different zones based on geography, and type of real estate development, as illustrated in the map below:



S.No.	Residential Zones in MMR	Key Locations
1.	South Central Mumbai	Cuffe Parade, Colaba, Lower Parel, Prabhadevi, Dadar, Worli, Parel, Mahim, Matunga, Mahalaxmi and Byculla
2.	Western Suburbs	Bandra, Khar, Andheri, Jogeshwari, Vile Parle, Goregaon, Malad, Kandivali and Borivali
3.	Eastern Suburbs	Kurla, Powai, LBS Marg, Ghatkopar, Vikhroli, Mulund, Sion and Bhandup
4.	Thane	Thane, Ghodbunder Road and Wagle Estate
5.	Navi Mumbai	Vashi, Airoli, Panvel, Belapur, Rabale, Mahape, Turbhe, Ghansoli, Sanpada and Kharghar
6.	Extended Eastern Suburbs	Shil Phata, Palava City, Dombivali, Kalyan, Asangaon, Badlapur, Titwala and Karjat
7.	Extended Western Suburbs	Vasai, Virar, Mira Road, Bhayander and Naigaon

OVERVIEW OF MMR

Mumbai is the commercial and financial capital of India and houses the two stock exchanges which account for most of the securities traded in the country. With the busiest single-runway airport in India and two large seaports, Mumbai accounts for over half of India's foreign trade, generates 6% of India's GDP and one-third of the country's tax revenues. Home to a flourishing media and film industry, the city also serves as the entertainment capital of the country. Its economic base is well diversified with a large presence of Banking and Financial Services Industry (BFSI), engineering, services, and IT/ITeS sectors, and logistic companies.

Mumbai is one of the biggest and most expensive real estate markets in India. It has various micro-markets along with Mumbai City, suburbs, extended suburbs and neighbouring areas such as Thane and Navi Mumbai. With the recent infrastructure projects completing such as Monorail and Metro (Line 1), Mumbai witnessed significant physical infrastructure improvements. Upcoming infrastructure projects (coastal roads, metros, etc.) in the medium term will improve connectivity further.

KEY GROWTH DRIVERS FOR MUMBAI METROPOLITAN REGION (MMR)

Mumbai boasts a wide range of industries and small to medium businesses, resulting in a diverse economic landscape. This vibrant city generates employment opportunities throughout the entire value chain, encompassing both front and back-office operations. It's worth noting that the introduction of additional office spaces in Mumbai's central and suburban areas has a consequential impact on specific residential pockets within the suburban regions, such as Ghodbunder Road, albeit with a delay of approximately 2-3 years.

Furthermore, the peripheral regions of Mumbai, including Panvel, Bhiwandi, and Kalyan, have witnessed notable growth in logistics, e-commerce, and warehousing activities. The workforce employed in these areas has significantly contributed to the demand for mid-end and affordable housing options in Extended Eastern Suburbs, Thane, and Navi Mumbai.

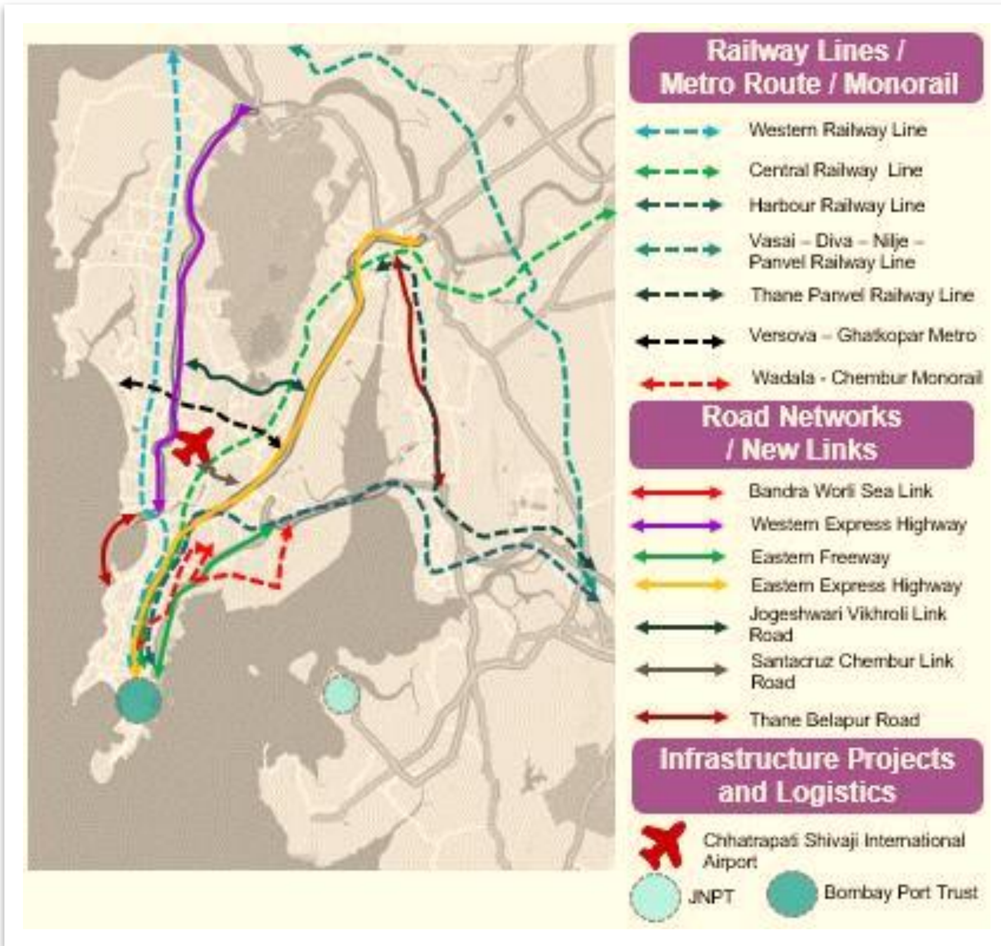
Existing, Proposed & Upcoming Key Infrastructure Projects in MMR

Mumbai being the financial hub of India is well connected with all the tier II & III cities in the country by air, road, and rail networks. Road communications with hinterlands comprise of four National Highways converging at Mumbai. These provide access to Pune (NH4), Goa (NH17), Gujarat (NH8), Nashik, Indore and Delhi (NH48).

Existing Infrastructure

Base Map: Google Maps

Several infrastructure projects are underway in Greater Mumbai and MMR so as to achieve long-term sustainability and increase the carrying capacity of the city's transportation networks and thus improve traffic and transportation capacity in Mumbai Metropolitan Region both capacity wise and quality wise. Some of the major projects are listed below.



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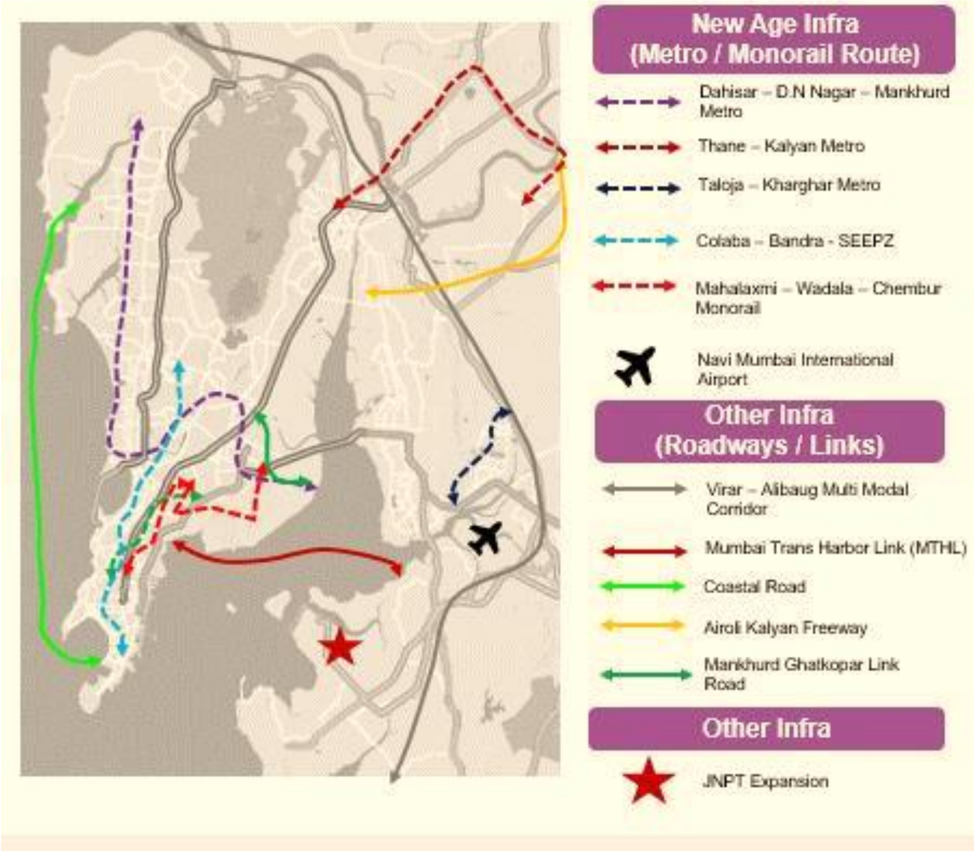
Proposed, Upcoming & Completed Key Infrastructure Projects in Mumbai



Base Map: Google Maps

Mumbai Metro Network (Underground + Elevated)

Mumbai is popular for its traffic snarls. To decongest Mumbai's roads, the Mumbai Metro Railway Corporation Limited (MMRCL) has already started the construction of Colaba-Bandra-SEEPZ corridor of Metro-3 project. This underground metro will prove to be a comfortable mode of transport. It will also lessen the crowd on the roads as well as in the local trains of Mumbai. This system of the metro will connect the major financial hubs in Mumbai such as Nariman Point, Fort, Worli, Lower Parel, BKC, Goregaon, etc. and also provide connectivity to the CSIA, SEEPZ, and MIDC. Many new real estate projects in Mumbai are now coming up in the vicinity of these localities where the metro line will provide connectivity. The underground metro will reduce travel time considerably and also provide comfort and security while traveling. Upon completion of all metro lines, the core system will comprise 13 high-capacity metro railway lines stated below.

Details of Mumbai Metro Network

Metro Line	Name of Corridor	Length (km)	Stations	Status
1	Versova–Andheri–Ghatkopar	11.4	12	Opened
2	Dahisar–Mankhurd	42.1	39	Under Construction
2A	Dahisar-DN Nagar	18.5	7	Phase 1 operational from 02.04.2022 from

Metro Line	Name of Corridor	Length (km)	Stations	Status
				Dahisar to Dahanukarwadi. Phase 2 operational too since 20.01.2023 from Dahanukarwadi to D N Nagar as a result of which entire line has become operational.
2B	DN Nagar-Mankhurd	23.6	2	Under Construction
3	Colaba - Bandra – SEEPZ	33.5	27	Under Construction
4	Wadala–Ghatkopar-Mulund–Teen Hath Naka–Kasarvadavali	32.32	32	Under Construction
4A	Kasarwadavali-Gaimukh	2.7	2	Approved
5	Thane-Bhiwandi-Kalyan	24	17	Planned
6	Lokhandwala-Jogeshwari-Kanjurmarg	14.5	13	Under Construction
7	Dahisar (East)-Andheri (East)	16.5	13	Phase 1 operational from 02.04.2022 from Dahisar to Aarey. Phase 2 operational too since 20.01.2023 from Aarey to Andheri East as a result of which entire line has become operational.
7A	Andheri-CSIA	3.17	2	Tendering
8	CSIA T2-NMIA	35	TBA	Approved
9	Dahisar (East)-Mira-Bhayander	10.41	11	Tendering
10	Gaimukh-Shivaji Chowk (Mira Road)	9	9	Approved
11	Wadala-CSMT	11.4	10	Approved
12	Kalyan-Dombivali-Taloja	25	17	Approved
13	Mira Bhayander-Virar	TBA	TBA	Planned

Source: www.mmrcl.com.

As of December 2022, Mumbai metro consisted of 1 operational line (Line 1) , 2 partial operational lines (Line 2A and 7) and 4 lines under various stages of construction. The entire stretch of Metro Line 2A and 7 have become operational from 20.01.2023.

Mumbai Monorail Project

Mumbai Monorail is a monorail system built as part of a major expansion of public transport in the city. The first phase of Line 1 that connects Chembur to Wadala Depot is already operational since February 2014 and consists of 7 stations in the neighborhood of the Harbour railway line locations. The second phase of Line 1 consists of 11 stations from Wadala Depot to Jacob Circle and the work for this phase was completed in February 2019 end.

Mumbai Trans Harbour Link

The project consists of the construction of an 8-lane bridge across the deep sea through the Mumbai Harbour and connects to local road networks through approaches/interchanges at both ends, i.e. at the Sewri end and the Nhava end. Mumbai Trans Harbour link, also called as the Sewri Nava-Sheva Trans Harbour Link is a 21.8 km freeway bridge which will connect Mumbai will Navi Mumbai. The eastern suburbs of Mumbai will connect with the mainland Mumbai through a 16.5 km sea bridge. The freeway will also be connected to the Mumbai Pune Expressway and Western Freeway. This has had a positive boost to the real estate in Mumbai. This trans Harbour Link will reduce the commuting time from Churchgate to Navi Mumbai from 40 minutes to 20 minutes. This also means that there will be super-fast connectivity to Navi Mumbai and Konkan region. With so many upcoming projects in Navi Mumbai, the demand for real estate in pockets like Panvel has seen a huge rise. The project construction started in April 2018 and estimated to be completed by November 2023.

Western Freeway Sea Link Project

The proposed Western Freeway is a north-south sea link connecting the Mumbai Western Suburbs and the island city.

- Bandra-Worli Sea Link: The Phase-I of the project, known as the Bandra-Worli Sea Link, was completed in June 2009, and links Bandra in the north and Worli in the south.

- Worli to Haji Ali Sea Link: The Phase-II of the project is at the proposal stage designed to link Worli to Haji Ali and shall cover 6.5 Km.

- Versova–Bandra Sea Link: The Phase-III of the project consist of is a 17.17 km under- construction bridge which the suburb of Andheri to the Bandra-Worli Sea Link in Bandra, as part of the West Island Freeway.

Navi Mumbai International Airport

A new airport is also proposed to be developed in the Kopra – Panvel area through PPP mode. The proposed project has been continually delayed due to serious environmental issues related to mangroves and diversion of the river channel. The project has now received some key (particularly environmental clearance) permissions. This airport will make Mumbai the first city in India to house more than one airport. This airport is still under construction with construction already in process for Phase I and is expected to complete by December 2024. After the completion of Phase I the airport is expected to handle 10 million passengers per annum. Recently, the project is taken over by Adani Group. As soon as the foundation stones of the project were laid, the demand for property in Navi Mumbai surrounding the airport saw an increase. The construction for the airport is expected to generate more than 0.4 million direct and indirect jobs in Navi Mumbai. As the development prospects are high, many real estate builders in Mumbai are planning to come up with real estate projects in Navi Mumbai.

Coastal Road, Mumbai

The Coastal Road is an under construction 8-lane, 29.2-km long freeway that would run along Mumbai's western coastline connecting Marine Lines in the south to Kandivali in the north which is divided into 2 phases. Phase I - 9.98 km section from Princess Street Flyover at Marine Lines to the Worli end of the Bandra-Worli Sea Link (BWSL) which is under construction. Phase II - 19.22 km road between the Bandra end of the BWSL and Kandivali, will be constructed by MSRDC which is proposed. The phase includes the 9.5 km Versova-Bandra Sea Link.

Excellent Social Infrastructure

Locations in Mumbai and surrounding areas provide one of the best healthcare in the country, best education opportunity, retail, recreational infrastructure. These aspects increase the quality of life & contribute to Housing demand.

Some of the prominent social infrastructures in Mumbai:

Healthcare: Breach Candy Hospital (South Central Mumbai), Dr. L. H Hiranandani Hospital (Eastern Suburbs), Jaslok Hospital (South Central Mumbai), Asian Heart Institute (Western Suburbs), Kokilaben Dhirubhai Ambani Hospital (Western Suburbs), Nanavati Hospital (Western Suburbs), Jupiter Hospital (Thane), Apollo Hospital (Navi Mumbai), Reliance Hospital (Navi Mumbai) etc.

Education: IIT Bombay (Eastern Suburbs), J. J. College of Architecture (South Central Mumbai), Mumbai University (Western Suburbs), NITIE (Powai), Mithibai College (Western Suburbs), etc.

Grade-A Malls: High Street Phoenix (South Central Mumbai), R – City Ghatkopar (Eastern Suburbs), Inorbit Mall, Malad (Western Suburbs), Infiniti Mall, Malad (Western Suburbs), Phoenix Market City, Kurla (Eastern Suburbs), Oberoi Mall, Goregaon (Western Suburbs), Inorbit, Vashi (Navi Mumbai), Viviana Mall (Thane), Lodha Experia, Dombivali (Extended Eastern Suburbs), etc.

Improved Disposable Income

Higher disposable income of the working professionals in MMR with steady residential prices has contributed to the residential demand in MMR.

Family Expansion

Family expansion/nuclear family trends have generated the demand for housing in the same or neighbouring submarkets from the current place of residence.

Investment Activity

Some demand from the investor community to invest into residential real estate has helped in improving the overall housing demand in MMR.

Reduced Rates on Home Loans & Various Schemes by the Developers

During the year 2020 there was a reduction in interest rates for home loans. Following the last rate cut by the RBI in May 2020, all major banks in India reduced their home loan rates to sub- 7% level i.e., lowest interest levels. Record low interest rates and several other measures taken by the RBI in the past, to support the real estate sector, will continue to boost demand in the residential housing segment.

Further, there are various schemes launched by Developers which include a range of freebies, cash discounts, stamp duty and GST waivers, 10:90 schemes, 5:95 schemes etc. which has further boosted the demand of housing in MMR.

REDEVELOPMENT IN MMR REGION

"In MMR, a section of the supply of residential units originates from re-development projects. These projects may originate from slum rehabilitation, MHADA layouts redevelopment, cessed buildings redevelopment or housing societies redevelopment. In our estimation (note 1), the supply for the period of 2017 to Q12023 is approximately 52,000 units. The assumptions being; a. on relative terms proportion of redevelopment projects will be more in island city of Mumbai, and less in Mumbai suburbs, and even lesser in other parts of MMR excluding the administrative jurisdiction of MCGM (Municipal Corporation of Greater Mumbai). This assumption is based on the observation that the island city of Mumbai has more older buildings than other parts of MMR and has fewer vacant land parcels to do development, b) Between western suburbs and eastern (central railway) suburbs proportion of redevelopment projects will be lower in eastern suburbs owing to availability of industrial lands getting converted into residential development, c) Rest of MMR has the least proportion owing to the age of buildings being relatively lower and more availability of vacant land."

As per Municipal Corporation of Greater Mumbai (MCGM) data for year 2022-23, there are 387 buildings falling under C1 category of dangerous and dilapidated buildings, out of which 321 buildings are private buildings and the rest owned by MCGM. These buildings are potential market for redevelopment."

"In Mumbai Metropolitan Region, and in jurisdiction of Municipal Corporation of Greater Mumbai (MCGM) Mumbai in particular, there are several old buildings which need redevelopment. Many of these old buildings fall under "cessed buildings" as defined by MHADA. In island city of Mumbai alone (South Central Mumbai) as per MHADA data there are 19,642 cessed buildings. By definition all of these buildings are constructed up to 30 Sept. 1969, which means as of June 2023, these buildings are more than 50 years old. Out of these, there are 16,502 buildings that are constructed up to 1 Sept 1940 meaning that they are more than 80 years old as of year 2023. These buildings need redevelopment and thus are potential market for real estate developers.

Note 1: A high level estimation of supply of residential units originating from redevelopment projects in MMR over last few years could be done with certain assumptions. This estimation is not representation or documentation of actual data but is only an estimation based on certain sample research and extrapolation of sample data with certain assumptions. For this estimation we have excluded supply of units from SRA projects and from MHADA layouts redevelopment.

SUPPLY, ABSORPTION, UNSOLD INVENTORY AND PRICING TRENDS IN MMR – 2017 TO 2023 (TILL Q1)

Supply & Absorption Analysis (Units: 2017 - 2022 Annual and Q1 2023)

Between 2017 and 2019, the housing market in MMR witnessed a gradual growth in both supply and absorption of housing units, with absorption numbers surpassing the new residential supply. During this period, MMR's housing supply and absorption recorded respective increases of 45% and 42%.

However, the COVID-19 pandemic brought about an unprecedented decline in new residential supply and absorption. The MMR residential market faced significant challenges due to the pandemic, as well as subsequent disruptions due to the global economic headwinds, and rising interest rates.

Nevertheless, the MMR residential market showcased a remarkable recovery post COVID, bouncing back from the impacts of the pandemic and other disruptions. Announcement of reduction in the stamp duty by the Maharashtra Government with effect from September-2020, boosted housing sales in the region during pandemic. The year 2022 turned out to be exceptional for MMR residential market since 2017, with the highest-ever recorded housing supply of 1.24 lakh units and absorption of 1.09 lakh units. This resurgence in supply and absorption indicates a positive trend in the MMR housing market, reflecting its ability to overcome adversity and regain momentum after a challenging period.

The housing supply and absorption in MMR experienced significant growth compared to 2017, with a remarkable increase of 132% in housing supply and an impressive 93% growth in absorption.

Below is the graph showcasing the supply and absorption dynamics (in units) of MMR housing market from 2017 to 2023 (till Q1).

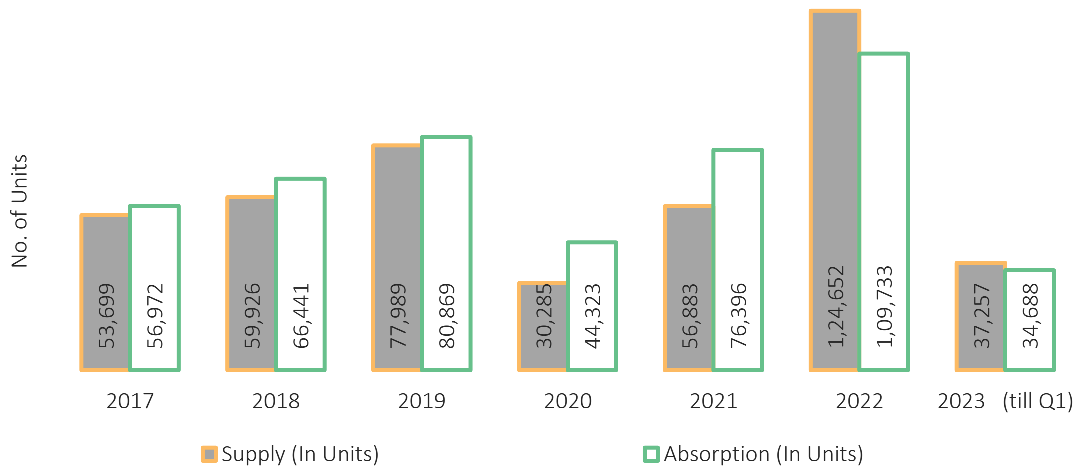


Figure 28: Supply and Absorption dynamics (in units) of MMR housing market from 2017 to 2023 (till Q1)

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Unsold Inventory (Units: 2017 - 2022 Annual and Q1 2023)

From 2017 to 2021, the housing market in MMR experienced a steady decline in unsold inventory, reaching its lowest point of 1.83 lakh units in 2021. This was primarily due to robust housing sales momentum.

As of Q1 2023, the unsold inventory of MMR stood at 2 lakh units – representing an 11% decline compared to 2017.

Below is the graph showcasing the unsold inventory trends (in units) of MMR housing market from 2017 to 2023 (till Q1).

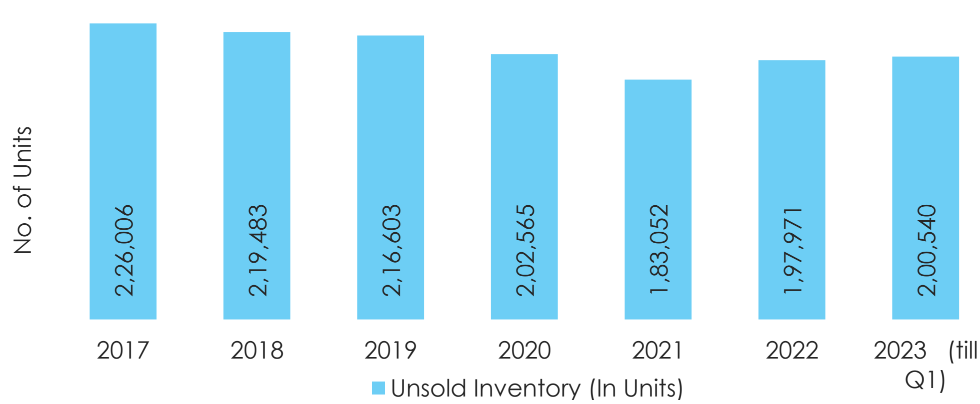


Figure 29: Unsold Inventory trends (in units) of MMR housing market from 2017 to 2023 (till Q1)

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Price Movements (Units: 2017 - 2022 Annual and Q1 2023)

MMR stands out as one of the most expensive housing markets among the top 7 cities in India, primarily due to the continued strong sentiment among home buyers and investors. Between 2017 and Q1 2023, the capital values in the MMR housing market experienced an increase of 17%. Between 2017 and 2020, property prices remained relatively stable, experiencing an average annual price appreciation of 1%. However, after the pandemic, they have begun to witness an upward trajectory from 2021 due to factors such as inflation, the escalation in construction raw material prices, and the overall surge in housing demand. During the time frame from 2021 to Q1 2023, the capital values of MMR grew by 12% approximately.

As of Q1 2023, the average basic selling price of residential properties in the MMR market stands at INR 12,200 /Sqft – an uptick by 5% as compared to 2022.

Below is the graph showcasing the capital value movement (on saleable area) of MMR housing market from 2017 to 2023 (till Q1).

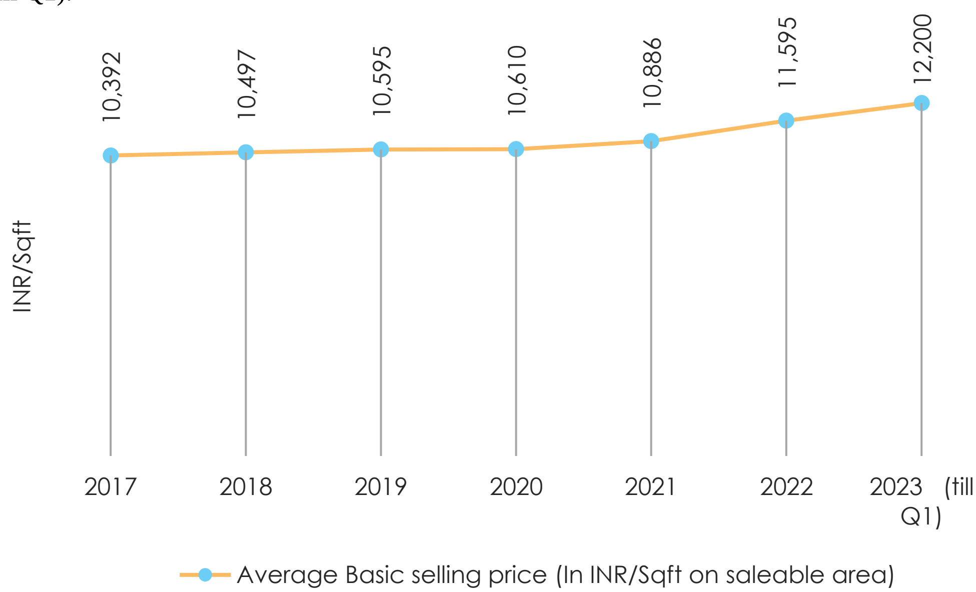


Figure 30: Capital value movement (on saleable area) of MMR housing market from 2017 to 2023 (till Q1)

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

BUDGET SEGMENTATION OF SUPPLY IN MMR

The following graph depicts budget-segmentation of supply in MMR market from 2017 to 1Q23. Majorly the supply in MMR is in "< INR 90 Lakh" which is predominantly contributed by the peripheral areas of the city. "INR 90 to INR 1.8 cr." budget-range is the second most predominant segment in MMR, this segment contributes 23% in the total supply of MMR and majorly this segment supply is from suburban areas, Thane & Navi-Mumbai area, followed by "1.8 cr. to INR 2.7 cr." budget-segment which contributes 3rd highest (8%) in the total supply of the market and this segment supply is also majorly limited to suburban areas only. The rest of the supply, which is in "INR2.7 cr. to INR 3.6 cr." and ">INR 3.6 cr." budget-range contributes 2% & 3% respectively in the total supply of MMR.

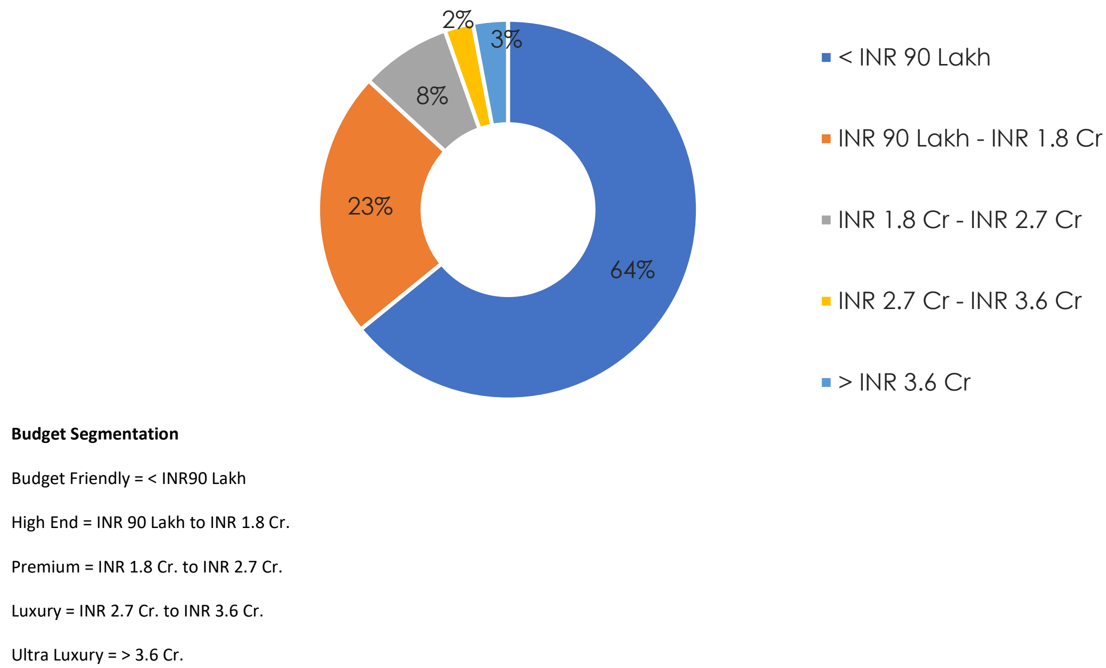


Figure 31: MMR Supply Contribution in different Price Segment (2017 to 1Q23)

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Supply, Absorption and Pricing Outlook for MMR from 2023 to 2026

Supply & Absorption Outlook - MMR (Units: 2023 to 2026)

In the current year 2023, the annual supply and absorption of residential units in MMR are likely to maintain a level similar to that of 2022. However, looking ahead, a gradual year-on-year increase in both new residential supply and absorption is anticipated until 2026. It is projected that new launches will surpass absorption until 2025, reflecting a higher supply of housing units entering the market. However, an interesting shift is expected in 2026, where the absorption of housing units is likely to outpace the new residential supply.

Below is the graph showcasing the supply and absorption outlook (in units) of MMR housing market from 2017 to 2026.

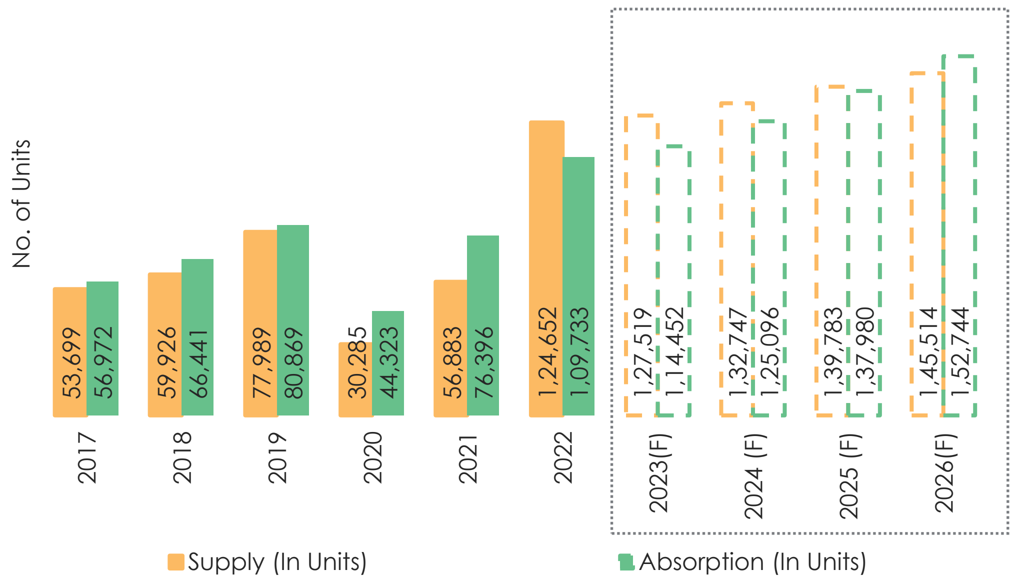


Figure 32: Supply and Absorption outlook (in units) of MMR housing market from 2017 to 2026

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY)

Note: Accuracy of forecast is subject to unforeseen situations and circumstances, real estate trends can be influenced by economic factors, government policies, infrastructure developments, and other variables that may impact the supply and demand dynamics in the residential market.

Pricing Outlook - MMR (Units: 2023 to 2026)

Property prices in MMR are likely to increase in the current year 2023. As we progress towards 2026, these prices are expected to gain momentum and rise steadily. This positive trend can be attributed to various factors such as improved infrastructure development, growing demand from homebuyers, and favourable market conditions.
Below is the graph showcasing the capital value movement outlook (on saleable area) of MMR housing market from 2017 to 2026.

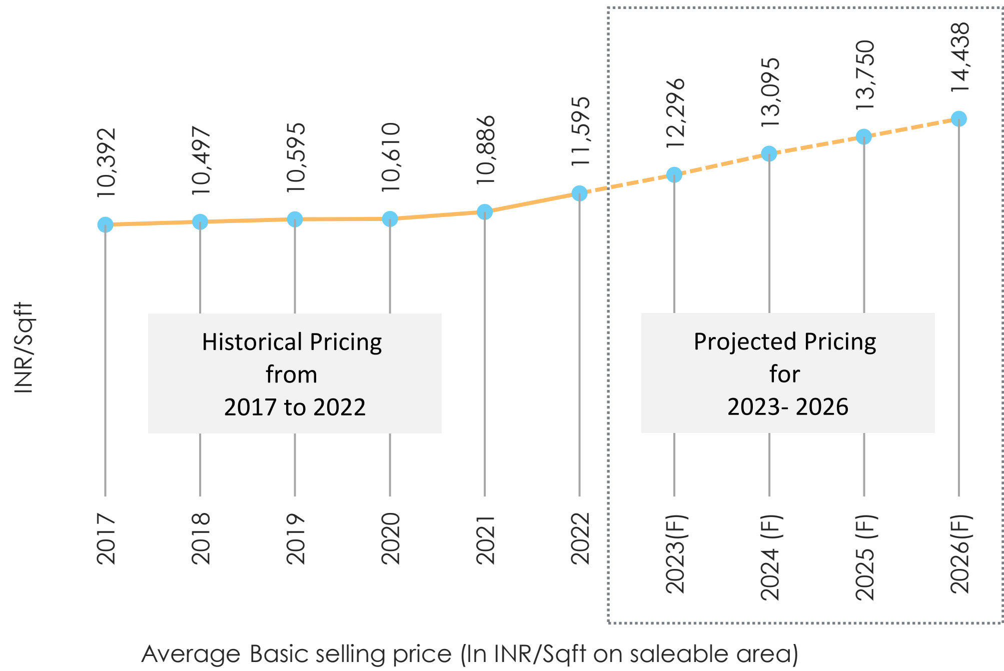


Figure 33: Capital value movement outlook (on saleable area) of MMR housing market from 2017 to 2026

Source: ANAROCK Research

Note: All the figures in the above graph are as per Calendar Year (CY)

Note: Accuracy of forecast is subject to unforeseen situations and circumstances, real estate trends can be influenced by economic factors, government policies, infrastructure developments, and other variables that may impact the capital values in the residential market.

Trends in Western Suburbs – Mumbai residential real estate (Zone level & micro-market level)

OVERVIEW OF WESTERN SUBURBS

Mumbai's Western Suburbs, also known as the Western Suburban District, is a significant part of the metropolitan city of Mumbai, India. The Western Suburbs stretch from Bandra to Dahisar and comprise several neighborhoods, each with its own unique characteristics and offerings.

Majority of them are vibrant and trendy neighbourhood known for its mix of upscale residential areas, commercial districts, and a lively nightlife. It is home to a large expatriate population and has numerous shopping destinations, restaurants, cafes, and pubs.

The Western Suburbs of Mumbai are well-connected to other parts of the city through an extensive network of local trains, buses, and major roadways. The area offers a blend of residential, commercial, and recreational options, making it a popular choice for residents and visitors alike.

Present Connectivity and Infrastructure

The Western Suburbs are well connected through roads and railways to most of the prime office submarkets and residential catchment areas. The three arterial roads – S.V. Road, Link Road and Western Express Highway have a parallel alignment and connect the western suburbs to the island city. Western Express highway is the most important feature of western suburbs as it connects both the domestic and international airport terminals to other micro markets of the city. The commercial areas of Lower Parel and Bandra Kurla Complex are also well connected, while Jogeshwari Vikhroli Link Road and Metro Line 1 have increased connectivity. It is now considerably easier to travel to and from the western suburbs with the addition of lines 2A and 7. There will be 11 additional lines in the city, totaling more than 300 km, that will connect the Western Suburbs to the rest of the city even more effectively.

Upcoming Infrastructure

The proposed large-scale infrastructure projects are likely to significantly alter the Western Suburbs' potential and connectivity to the rest of the city. The ambitious 22-kilometer coastal route will link Marine Lines to Kandivali and reduce the travel time from two to three hours to under an hour. This is expected to help decongest the already overburdened Link Road, SV road and Western Express Highway. Further, it is likely to create easy access to the commercial hubs of South Mumbai. Most importantly, it will decongest the suburban railways. This may lead to an uptick in the housing demand in the nearby suburbs resulting in appreciation of property prices.

The Goregaon Mulund Link Road (GMLR), the 12-km road is expected to significantly reduce travel time between the Western and Eastern areas and relieve congestion on the JVLR and Western Express Highway.

Social Infrastructure

The Western Suburbs' real estate boom and the quick expansion of the social infrastructure have occurred simultaneously. The Western Suburbs have some of the best alternatives in the city for multispecialty hospitals, educational institutions, shopping and entertainment hubs, sports and recreation clubs, five-star hotels, and fine dining restaurants. Micro markets like Lokhandwala and Malad west have become city's prime shopping and retail destinations in terms of Malls and High streets.

The Sanjay Gandhi National Park at one end and the Aarey Milk Colony in the center give Mumbai's Western Suburbs some of the greenest areas, giving the busy city some much-needed breathing room.

Residential Catchments

Western suburbs are home to some of the biggest residential catchments in the city. The western suburbs account for almost 60% of the market size of the total western coast of Mumbai and is one of the densely populated areas of the city. The submarket includes some of the most luxury and upmarket residential areas like Bandra, Khar, Santacruz, Juhu Tara Road, JVPD and Versova, Previously these areas were dominated by homes of Bollywood stars, however now these micro markets have become the preference of corporates and HNIs also as BKC has become the pseudo-CBD of Mumbai.

Micro markets like Andheri, Jogeshwari, Goregaon, Malad, Kandivali and Borivali are some of the prominent residential areas in Mumbai. A large chunk of Mumbai's talent pool resides here and consequently these areas have received the maximum supply of residential units and almost all major real estate developers have their presence in these areas. These factors have led to western suburbs becoming the most active real estate markets in the city.

Commercial Hubs and Centers

The suburbs are by themselves established commercial areas despite being well connected to the corporate offices / headquarters dominant business districts of BKC and Lower Parel. IT occupiers require good quality buildings, large floor plates, world class amenities like HVAC, high speed elevators and ample car parking, lower per capita space with lower rents and proximity to talent pool. All these prerequisites are offered by the buildings in both western as well as eastern suburbs. Hence, these submarkets are dominated by IT-ITeS occupiers. Recently, suburbs have emerged as major Global Capability Centre (GCC) and offshoring back-office destination for the city. Moreover, extremely low vacancies in submarkets like BKC, numerous top Indian corporates and MNCs have bases in these suburbs, whether it is the entire stretch of Andheri-Kurla Road, SEEPZ, the expansive back-office hubs in Malad West, or the string of office complexes lining the Western Express Highway from Jogeshwari to Malad. Other commercial centers in Western Suburbs include the Andheri west and film city for Bollywood and entertainment industry.

KEY GROWTH DRIVERS FOR MUMBAI WESTERN SUBURBS

- **Growth of the Information Technology Enabled Services (ITeS) and Business Process Outsourcing (BPO) Industries:** The Malad-Goregaon stretch has been synonymous with the IT-ITeS and BPO growth in Mumbai which led to the development of dense residential catchments. Increased employment opportunities in the area have successfully enabled the housing demand and the establishment of required social infrastructure.

- **Social Infrastructure:** The Malad-Goregaon stretch, due to presence of city's few of the biggest mall have led to growth of Food & Beverage, Textile, Imitation Jewelry and real estate and allied industries.

- **Proximity to business districts:** The Andheri Kurla stretch has been a hub for manufacturing, professional services and logistics firms due to the corridor's central location and proximity to the airport. High demand from companies from industries like Logistics and Airlines, Non-BFSI professional services have created employment opportunities and led to the development of the submarket.

- **The Santacruz Electronic Export Processing Zone (SEEPZ)** offers excellent facilities for IT-ITeS firms. The major driver at SEEPZ is the accessibility to both the eastern and western line. In fact, the stretch is a mix of clients from various profiles leading to a broad-based growth in the city economy.

- **Proximity to the airport:** The airport has been one of the major drivers for the growth of Hotels, Retail, office, residential development, and employment generation in west suburbs.

- **Warehousing hub & Industrial zones:** Andheri-Kurla Road and MIDC areas have emerged as centers of in-city warehousing and industrial zones for medium and small-scale industries. These activities have contributed immensely to the city economy and led to increased real estate activity and growth.

- **The film and entertainment sectors** have been one of the leaders in generating healthy revenue and contributing noticeably to the city's economy.

- **Infrastructure Development:** Completion of the coastal road and the proposed metros will give a big boost to residential developments in micro markets of Western and Eastern Suburbs, due to improved connectivity with the prime commercial hubs in the adjacent submarkets.

Western Suburbs, being a residential catchment area as well as an established commercial hub, will be the preferred choice of both the companies to set-up offices and their employees to buy homes leading to the economic development of the submarket.

SNAPSHOT OF DEVELOPER'S PORTFOLIO

Annual Supply and Absorption Trends of Arkade Developers Limited (2017-Q1 2023)

Arkade Developers Limited achieved a significant milestone in 2022 by recording the highest number of units launched and absorbed. The year witnessed an impressive supply of 439 units, marking an 82% increase compared to the supply in 2017. Furthermore, the housing absorption soared to 175 units, reflecting an 84% rise compared to the absorption figures in 2017. Arkade Developers Limited is a fast-growing real estate development company with a significant presence in Mumbai, Maharashtra. In total Arkade Developers Limited has launched 1040 residential units & sold 792 units in different markets of MMR from 2017 to 1Q23.

A closer look at the 2022 figures reveals that approximately three-fourths of the newly launched housing units were concentrated in two residential projects. The Arkade Aspire project in Goregaon accounted for 47% of the total units launched in 2022, while the Arkade Crown project in Borivali contributed 28% in 2022 total launches by Arkade Developers Limited.

Regarding housing absorption, a similar pattern was observed in 2022. Nearly 64% of the units were sold in two key projects: Arkade Prime in Andheri (accounting for 37% of the total units sold) and Arkade Aspire in Goregaon (representing 28% of the total units sold).

Below is the graph showcasing the annual supply and absorption dynamics (in units) of Arkade Developers Limited portfolio situated in Andheri, Borivali, Goregaon, Kanjurmarg, Santacruz, Malad (West), Vile Parle (East) and Carmichael Road from 2017 to 2023 (till Q1).

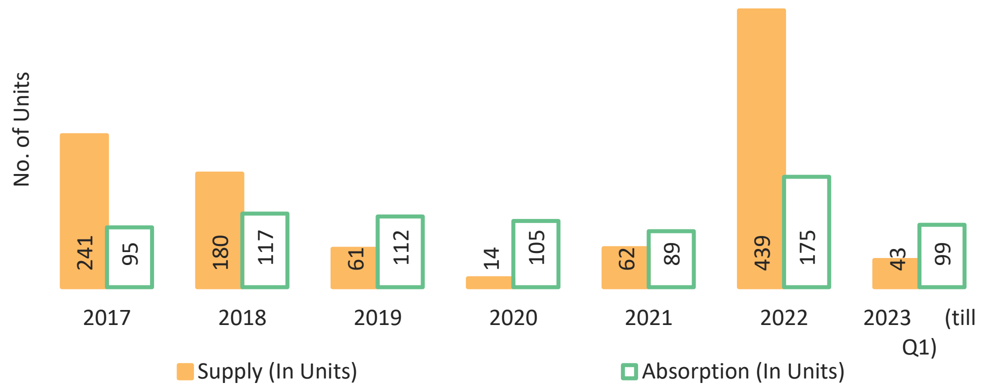


Figure 34: Annual supply and absorption dynamics (in units) of Arkade Developers Limited portfolio

Source: As provided by Arkade Developers Limited

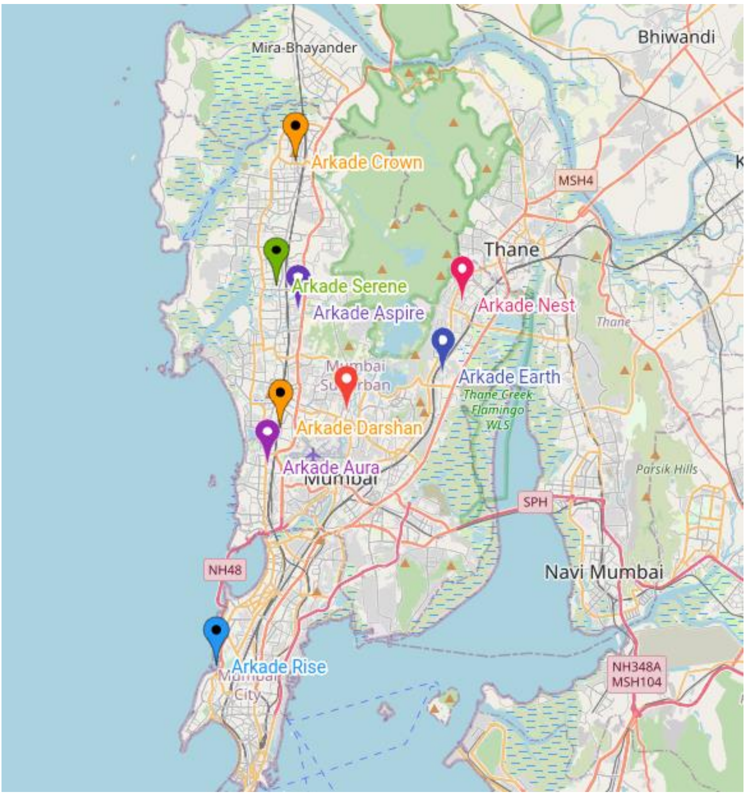
Note: All the figures in the above graph are as per Calendar Year (CY)

The following table presents the yearly sales value of units sold by Arkade Developers Limited, spanning from 2017 to the first quarter of 2023:

Calendar Year	Sales Value of Units Sold (In INR Cr) – Agreement Value
2017	130
2018	169
2019	148
2020	163
2021	135
2022	355
Q1 2023	232
Total	**1332**

Source: ANAROCK has not verified the sales value of units sold year wise from 2017 to Q1 2023 and represented the data as provided by Arkade Developers Limited. During the preparation of the industry report, neither ANAROCK does not has access to the balance sheet of Arkade Developers Limited nor ANAROCK has the expertise to review and validate the balance sheet of Arkade Developers Limited.

Mapping of Residential Projects of Arkade Developers Limited launched (2017-Q1 2023)



Snapshot of Residential Projects of Arkade Developers Limited launched (2017-Q1 2023)

S.No	Project Name	Location	Launch Year	Construction Status	Total Units Launched (No. of Units)	Total Units Sold (No. of Units)
1	Arkade Prime	Andheri	2022	Under-Construction	110	77
2	Arkade Crown	Borivali	2022	Under-Construction	123	41
3	Arkade Aspire	Goregaon	2022	Under-Construction	206	108
4	Arkade Earth	Kanjurmarg	2017	Completed	482	482
5	Arkade Aura	Santacruz	2023	Under-Construction	43	9
6	Arkade Serene	Malad (West)	2021	Completed	62	62

S.No	Project Name	Location	Launch Year	Construction Status	Total Units Launched (No. of Units)	Total Units Sold (No. of Units)
7	Arkade Darshan	Vile Parle (East)	2020	Completed	10	9
8	Arkade Rise	Carmichael Road	2020	Completed	4	4
9	Arkade Nest	Mulund (West)	2023	Up-coming	351	0

Source: As provided by Arkade Developers Limited (As on 31 March 2023)

Arkade Developers Limited has been actively involved in redeveloping housing societies within the MCGM area. From the total projects initiated since 2017, an equal proportion of 50% comprises society redevelopment endeavours, while the remaining 50% are focused on new development. Below is a table presenting the project distribution launched by Arkade Developers, categorized into redevelopment and new development ventures spanning from 2017 to 1Q23.

Tye of Development	Total no. of Projects Launched by Arkade Developers Limited	% Share
Redevelopment	4	50%
New Development	4	50%

Source: As provided by Arkade Developers Limited (As on 31 March 2023)

In total, the Arkade Group **has successfully undertaken 10 redevelopment projects (from 2003 to March 2023) within the Mumbai city: 9 in the Mumbai western-suburbs and 1 in the South-central Mumbai. These projects, amounting to a combined constructed area of 6.48 lakh square feet, were effectively completed, and delivered on time**. This track record establishes the developer as a significant contributor to the city's redevelopment landscape and has one of major player of redevelopment in the Mumbai western suburbs.

Following is the list of recently completed projects by Arkade Group in MMR. **As per the below-mentioned data table, the 100% of projects which were launched are completed well before on time (Difference between the dates mentioned in RERA by the developer and occupancy certificate received date).** Arkade Earth project (8,90,000 sq.ft. constructed area) completed & delivered 20 months before the declared date in RERA for completion, Arkade Rise projects (50,000 sq.ft. constructed area) completed & delivered 22 months before the declared date in RERA for completion. Similarly, the Arkade Serene (1,30,000 sqft constructed area) & Arkade Darshan (36,074 Sq.ft. constructed area) projects are also completed & delivered by 16 months & 7 months respectively before the declared date in RERA for completion.

Recently Completed Projects								
Project Name	**Location**	**RERA Registration Number**	**No of Floors**	**Constructed Area in Sq.ft.**	**Date of C.C.**	**Date of OC**	**RERA Completion date**	**Completed Before Time (No. of Months)**
Arkade Earth	Kanjurmarg (E)	P51800006579, P51800011586, P51800014422, P51800004440, P51800008953, P51800004750, P51800010074, P51800022666	3B + Stilt +22 Floors with 8 Wings	8,90,000	Nov-15	Phase 1 - DEFG Wing - Feb 20, Phase 2 - ABC Wing- Apr 21 H Wing - April 22	Phase 1 - DEFG Wing - Dec 22, Phase 2 - ABC Wing- Dec 23, H Wing - Dec 22	20
Arkade Darshan	Vile Parle (E)	P5220002124	4B + G +11 Floor	36,074	Oct-20	Nov-22	Jun-23	7
Arkade Rise	Carmichael Road	P51900015795	1B+ St + 6P +1 Amenity +12	50,000	Jun-17	Feb-20	Dec-21	22
Arkade Serene	Malad (W)	P51800029961	St +21 Floors	1,30,000	Jul-21	Feb-23	Jun-24	16

Source: RERA, As provided by Arkade Developers Limited (As on 31 March 2023), Anarock Research

SUPPLY, ABSORPTION, UNSOLD INVENTORY AND PRICING TRENDS IN WESTERN SUBURBS – 2017 TO 2023 (TILL Q1)

Supply & Absorption Dynamics - MMR Western Suburbs (2017-Q1 2023)

Taking 2017 as the reference year, the Western Suburbs of MMR have witnessed significant growth in both new residential supply and absorption. In 2018, new residential supply slightly increased by 8% compared to the reference year, while absorption witnessed a substantial growth of 41%.

The subsequent years exhibited varying trends due to the impact of COVID 19 on the real estate market. In 2019, there was a decline of 31% in new launch activity, but the absorption rate saw an impressive surge of 73%. The year 2020, however, witnessed a significant drop in both new launch activity and absorption, with declines of 72% and 14% respectively.

Following the challenging pandemic period, the years 2021 and 2022 brought renewed growth to the Western Suburbs. New housing unit supply increased by 20% in 2021 and experienced a remarkable surge of 170% in 2022. Simultaneously, absorption numbers also showed strong growth, with a 67% increase in 2021 and an impressive 178% increase in 2022.

In Q1 2023, the Western Suburbs of MMR witnessed a supply of approximately 7,800 units, with an absorption of around 5,400 units.
Below is the graph showcasing the supply and absorption dynamics (in units) of MMR'S Western Suburbs housing market from 2017 to 2023 (till Q1).

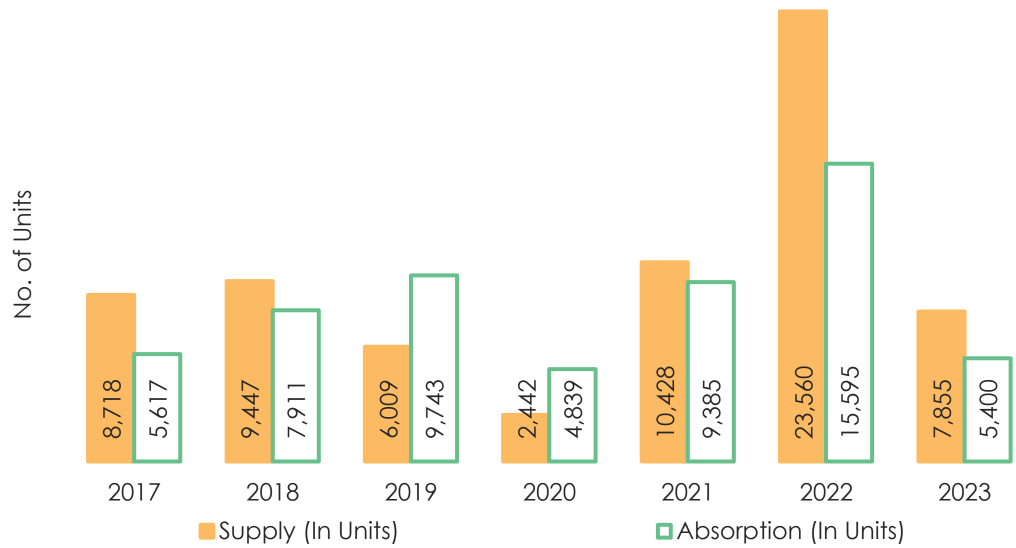


Figure 35: Supply and Absorption dynamics (in units) of MMR'S Western Suburbs housing market from 2017 to 2023 (till Q1)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Trends in Unsold Inventory - MMR Western Suburbs (2017-Q1 2023)

Taking 2017 as the reference year, the unsold inventory of the Western Suburbs in MMR experienced a 5% growth in 2018. However, the subsequent three years, from 2019 to 2021, saw a decline in unsold stock by 7%, 16% and 12% respectively due to the repercussions of the COVID-19 pandemic, which led to a reduced supply of new housing units. In 2022 and Q1 2023, there was a resurgence in the unsold inventory of Western Suburbs, with a rise of 15% and 23% respectively compared to the unsold stock in 2017.

As of Q1 2023, the unsold inventory in MMR's Western Suburbs stands at approximately 36,200 units.
Below is the graph showcasing the unsold inventory trends (in units) of MMR's Western Suburbs housing market from 2017 to 2023 (till Q1).

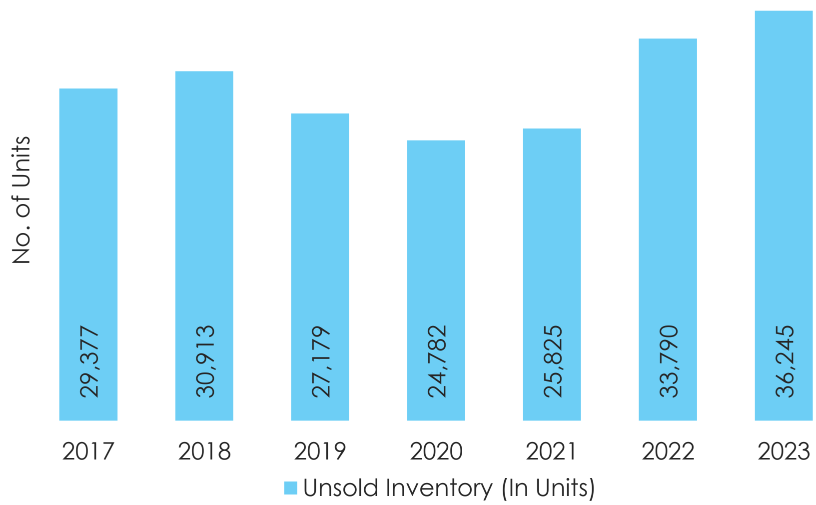


Figure 36: Unsold Inventory trends (in units) of MMR's Western Suburbs housing market from 2017 to 2023 (till Q1)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Capital Value Movement - MMR Western Suburbs (2017-Q1 2023)

Between 2017 and 2020, the capital values of Western Suburbs remained relatively stable, experiencing a modest annual price appreciation of 3%. However, starting from 2021, there has been a gradual and consistent growth in average property prices within the Western Suburbs. In 2021, prices grew by 6%, followed by a further increase of 12% in 2022. By Q1 2023, the growth continued, reaching a substantial 16% compared to the base year of 2017.

As of Q1 2023, the average basic selling price of properties in MMR's Western Suburbs stands at INR 21,733/Sqft.

Below is the graph showcasing the capital value movement (on saleable area) of MMR's Western Suburbs housing market from 2017 to 2023 (till Q1).

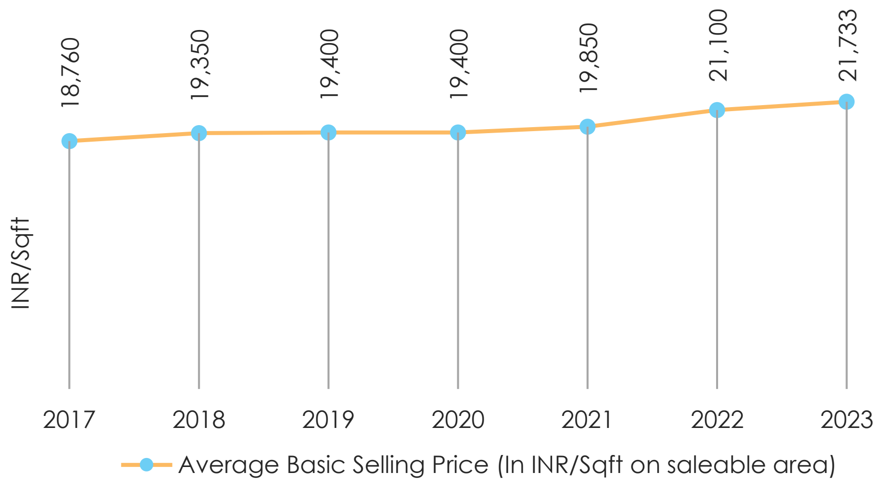


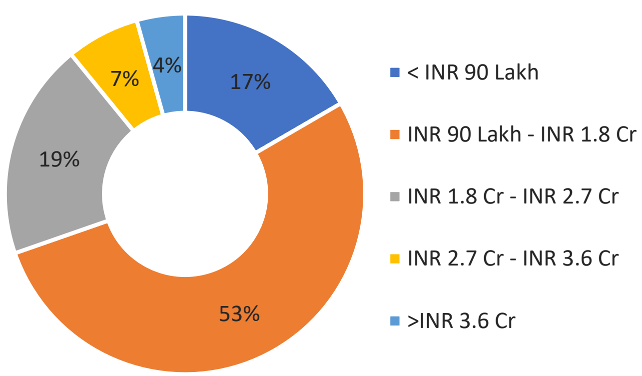
Figure 37: Capital value movement (on saleable area) of MMR's Western Suburbs housing market from 2017 to 2023 (till Q1)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

BUDGET SEGMENTATION IN TERMS OF SUPPLY IN WESTERN SUBURBS

Western suburbs have witnessed the majority of the housing supply in the "INR 90 Lakh to INR 1.8 Cr." budget range which contributes 53% in the total supply of this zone. Followed by the second largest supply with 19% contribution in INR "1.8 Cr. to INR 2.7 Cr" Premium budget range in this zone. Interestingly, "<INR 90 Lakh" budget range also has a good share in this zone (17% share) and is the third largest, followed by "INR 2.7 Cr. to INR 3.6 Cr." and ">INR 3.6 Cr." with 7% and 4% supply share respectively. Due to the scarcity of affordable land and high cost of construction the supply is majorly concentrated in the high-end and premium budget segments in western suburbs, which is leading to the high sales in these budget-segments only. Most likely the share of sales in the premium budget-segment will increase in western suburbs due to high launch activities in the concerned budget segment.



Budget Segmentation

Budget Friendly = < INR90 Lakh

High End = INR 90 Lakh to INR 1.8 Cr.

Premium = INR 1.8 Cr. to INR 2.7 Cr.

Luxury = INR 2.7 Cr. to INR 3.6 Cr.

Ultra Luxury = > 3.6 Cr.

Figure 38: Western Suburbs Contribution in different Price Segment (2017 to 1Q23)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Similar to the western suburbs dominating budget category in supply, **Arkade Developers Limited have also the majority of its total launched units in Premium + High-End budget segment (INR 90 Lakh – INR 2.7 cr.) ~ combined 70% of Arkade developers supply launched in the selected micro-markets (Andheri East, Borivali West, Goregaon East & Santacruz West) which are part of western suburbs, during 2017 to 2023 (1Q). Additionally, a good share of units launched by Arkade developers in these micro-markets are also in Luxury Budget-segment (INR 2.7 cr. – INR 3.6 cr.) & Ultra Luxury (>INR 3.6 cr.) budget range with 17% & 12% share respectively.**

Arkade Developers total supply budget-segmentation combined. (Andheri East, Borivali West, Goregaon East & Santacruz West) – 2017 to 2023 (1Q)	
Budget Category	**Number of Apartment**
< INR 90 Lakh	0%
INR 90 Lakh - INR 1.8 Cr	34%
INR 1.8 Cr - INR 2.7 Cr	36%
INR 2.7 Cr - INR 3.6 Cr	17%
> INR 3.6 Cr	12%

Source: ANAROCK Research, MahaRERA & Company

Note: All the figures in the above graph are as per

Calendar Year (CY), from 2017 till Q1-2023

Budget Segmentation

Budget Friendly = < INR90 Lakh

High End = INR 90 Lakh to INR 1.8 Cr.

Premium = INR 1.8 Cr. to INR 2.7 Cr.

Luxury = INR 2.7 Cr. to INR 3.6 Cr.

Ultra Luxury = > 3.6 Cr.

SUPPLY, ABSORPTION, UNSOLD INVENTORY AND PRICING TRENDS IN SELECTED MICRO MARKETS OF WESTERN SUBURBS – 2017 TO 2023 (TILL Q1)

Andheri (East) Micro-market

The following graph sets forth supply and absorption trends (in Units) in Andheri (East) market from 2017 to 1Q23. New supply in Andheri (East) altogether was 6,909 units, with the year 2017 contributing during the above period. Due to COVID-19, the supply in 2020 & 2021 decreased to below 400 units. Post COVID-19, from 2022 onwards - the micro-market has witnessed a healthy supply. Sales have been healthy absorption witnessed in subject micro-market throughout the above period except during the COVID-19 (2020-2021). Interestingly, in 2022 the absorption improved compared to previous years and was the highest in the last six years.

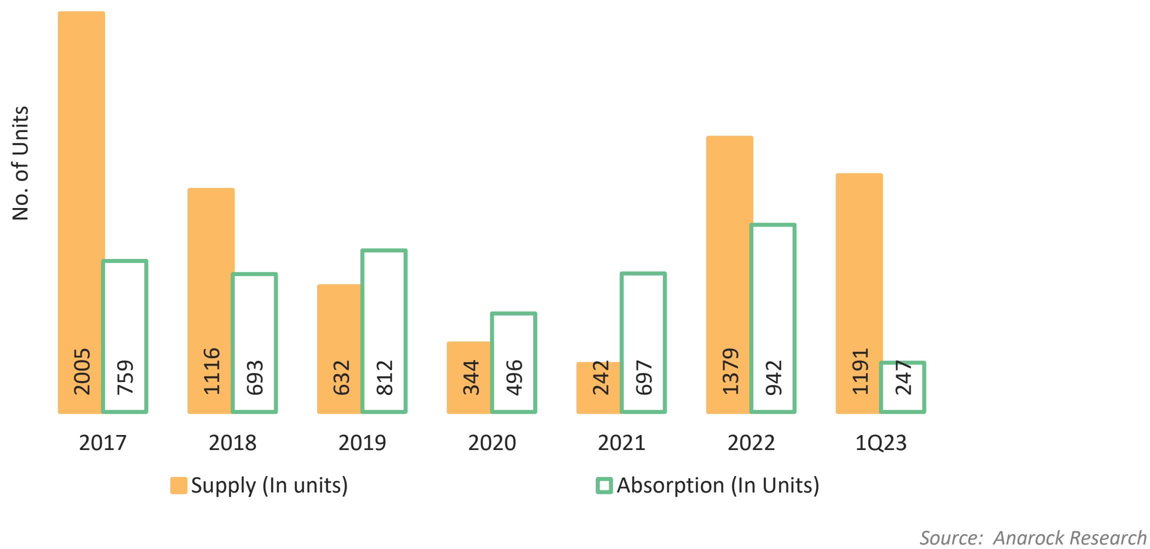


Figure 39: Andheri (East) - Supply & Absorption Trends - 2017 to 1Q23

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

The below graph depicts the capital value movement in Andheri (East) micro-market from 2017 to 1Q23. There has been 16% price appreciation in Andheri (East) during the last six years. The chart clearly illustrates a consistent increase in capital values from the year 2020 onwards, with a sharp spike in the year 2022 followed by gradual but steady climb in 1Q2023. Currently the average capital value in Andheri East is INR 27,917 per Sqft on carpet.

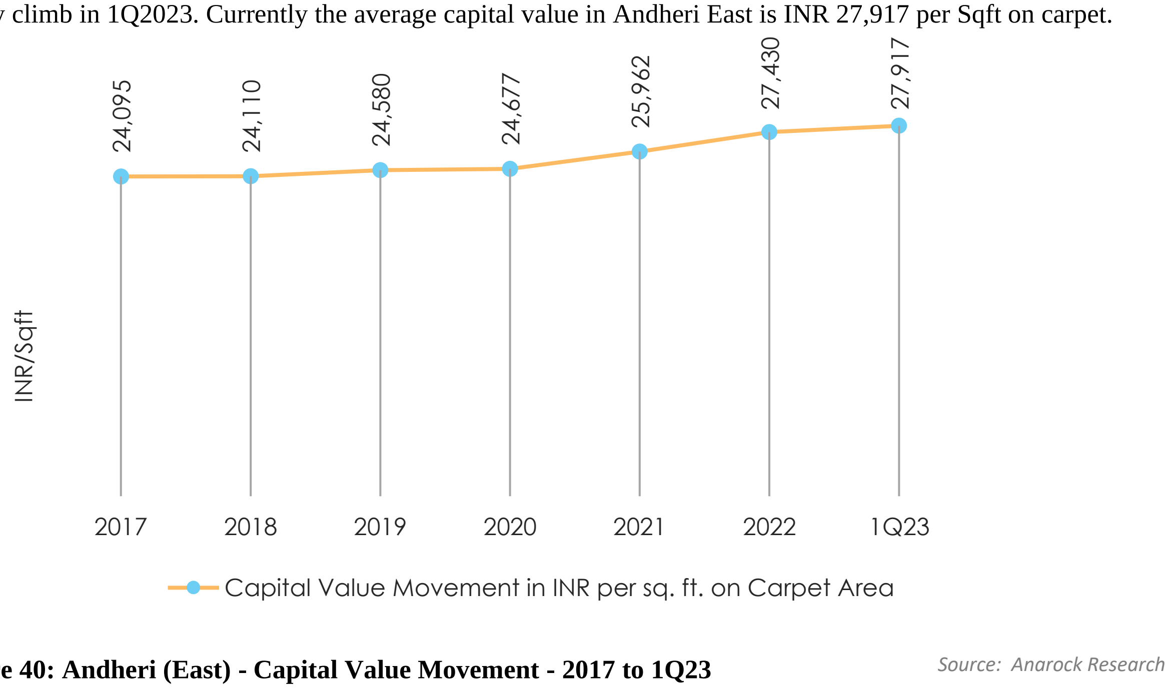


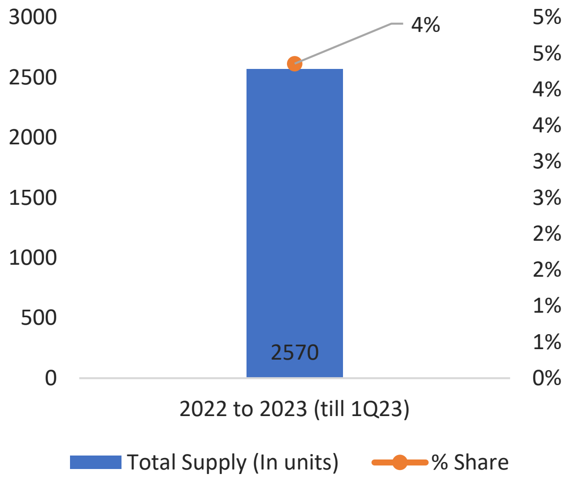
Figure 40: Andheri (East) - Capital Value Movement - 2017 to 1Q23

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Market Share and Relative positioning of Arkade Developers Limited in Andheri East on the basis of Supply (In Units) & Absorption (In Units)

Last 5 quarters relative positioning of Arkade Developers in Andheri East:

In Andheri East, Arkade Developers has 4% share in the total supply and 6% share in the total absorption cumulatively for 2022 to Q1 2023.



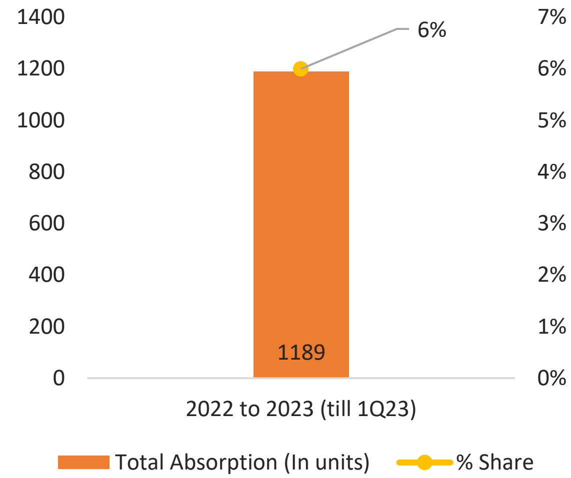


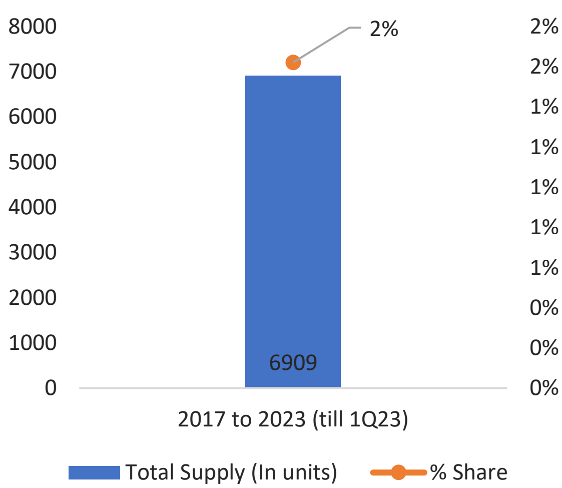
Figure 41: Market Share of Arkade Developers as per Supply (in Units)

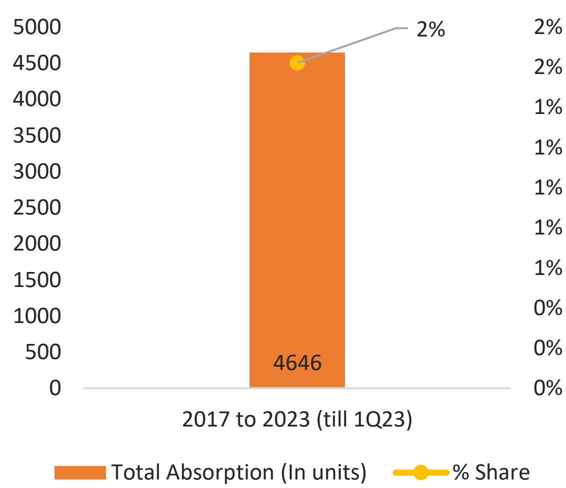
Source: MahaRERA, Anarock Research & Company

Figure 42: Market Share of Arkade Developers as per Absorption (in Units)

Last six years relative positioning of Arkade Developers in Andheri East:

In Andheri East, Arkade Developers has 2% share in the total supply and 2% share in the total absorption of Andheri east cumulatively for 2017 to Q1 2023.





Source: MahaRERA, Anarock Research & Company

Figure 43: Market Share of Arkade Developers as per Supply (in units)

Figure 44: Market Share of Arkade Developers as per Absorption (in units)

Top-10 Developers in Andheri East on the basis of Supply (In Units)

In the Andheri East region, Arkade Developers did not secure a position in the top-10 developers list. Nevertheless, they have managed to achieve a respectable 21st rank in the list of top developers based on the supply of units since 2017. Moreover, their ranking has improved significantly, as they have climbed to the 12th position in terms of consolidated supply between the period of 2022 and Q1 2023. This rise in ranking is due to the recent project "Arkade Prime" launched by Arkade Developers in Andheri East.

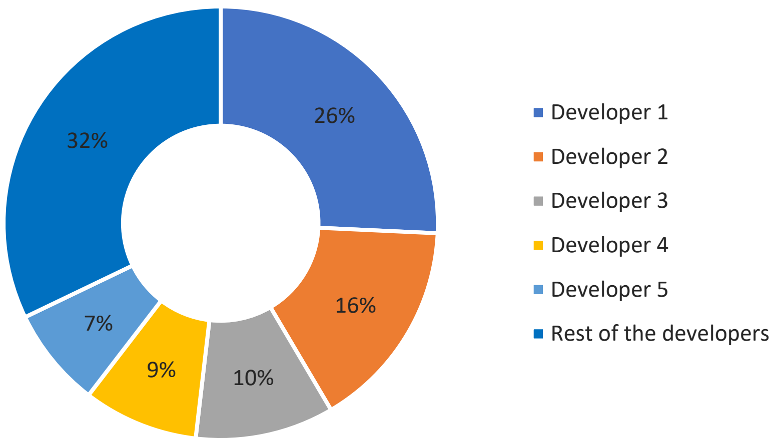


Figure 45: Andheri East - Top 10 Developers share as per supply (in Units): Cumulative from 2017 to 2023 (till 1Q23)

Source: MahaRERA, Anarock Research

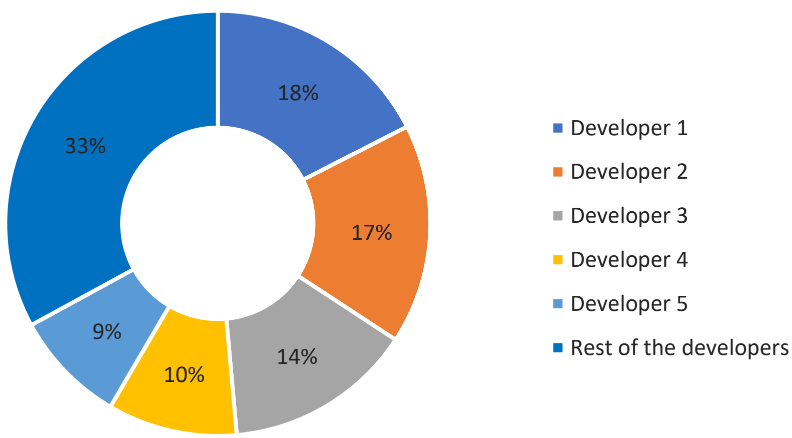


Figure 46: Andheri East - Top 10 Developers share as per supply (in Units): Cumulative from 2022 to 2023 (till 1Q23)

Source: MahaRERA, Anarock Research

Borivali (West) Micro-market

The following graph depicts supply and absorption trends (in Units) in Borivali (West) micro-market from 2017 to 1Q23. There have been limited launches in Borivali (West) from 2017 to 1Q23 with the majority of launches in the year-2022. The supply gradually decreased in the year-2020 due to COVID-19 pandemic. The year 2021 and 2022 have witnessed the majority of supply in the Borivali West micro-market with 73% contribution in the total supply (last six years) of this market. Absorption in Borivali West micro-market has been healthy year-on-year from 2017 onwards with an exception in the year 2020 (due to COVID-19). However, the absorption level did not decrease much and quickly recovered with the help of reduction in stamp-duty by Government of Maharashtra which boosted the sales.

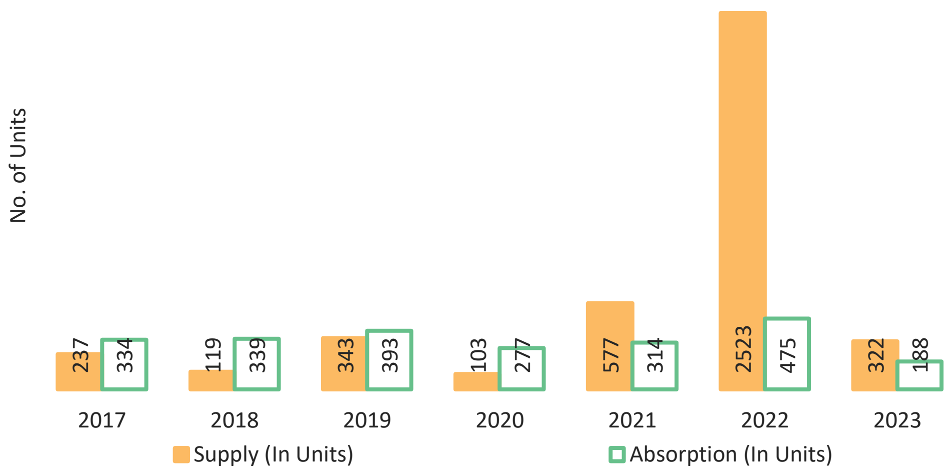


Figure 47: Supply and Absorption trends (in Units) in Borivali (West) market from 2017 to 1Q23

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY)

The following graph depicts the capital value movement in Borivali West micro-market from 2017 to 1Q23. There has been consistent increase in capital values in the micro-market from 2017 to 1Q23. Borivali West micro-market has witnessed a minor price increase in the last six years. From 2017 till 2019 only 3% prices have risen, majority (9%) of prices increased from 2020 to 1Q23. The price hike can be attributed to the disrupted supply chain which has escalated the construction cost.

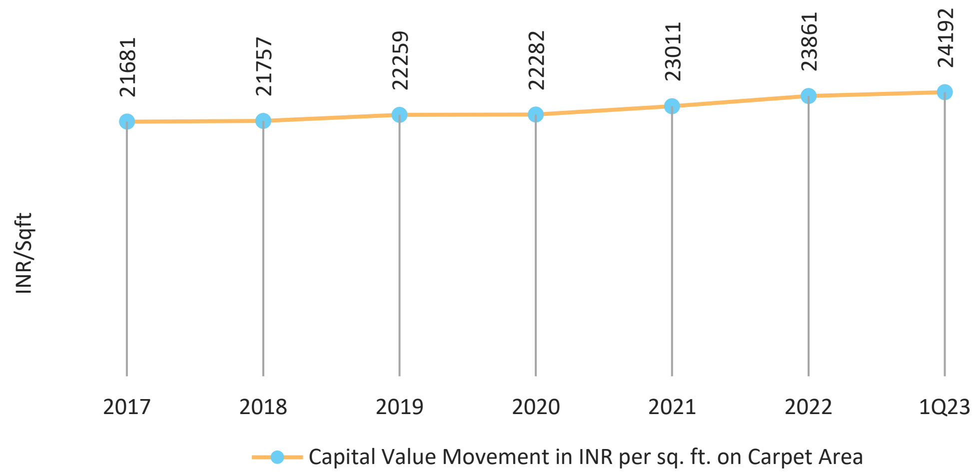


Figure 48: Capital value movement in Borivali West micro-market from 2017 to 1Q23

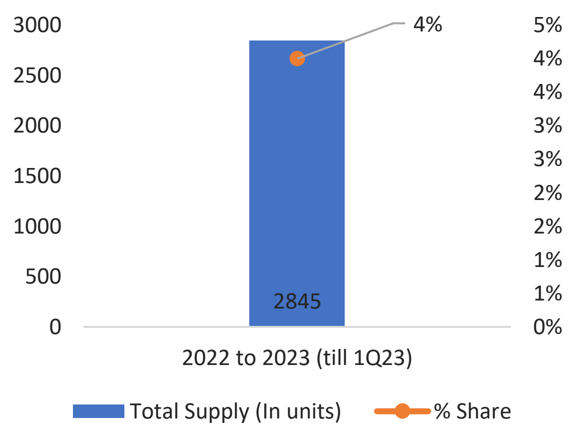
Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Market Share and Relative positioning of Arkade Developers Limited in Borivali West based on Supply (In Units) & Absorption (In Units)

Last 5 quarters relative positioning & Market Share of Arkade Developers in Borivali West

In Borivali West, Arkade Developers has 4% share in the total supply and 6% share in the total absorption of cumulatively from 2022 to Q1 2023.



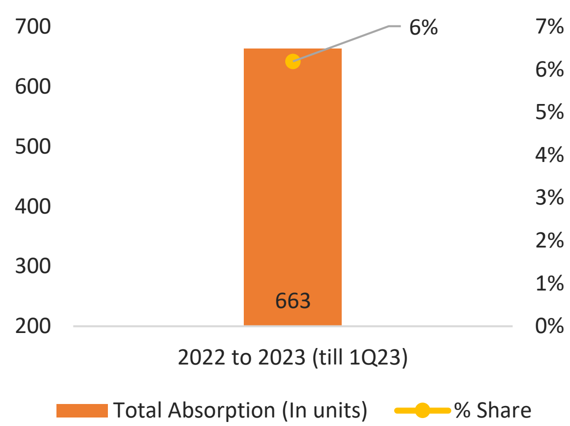


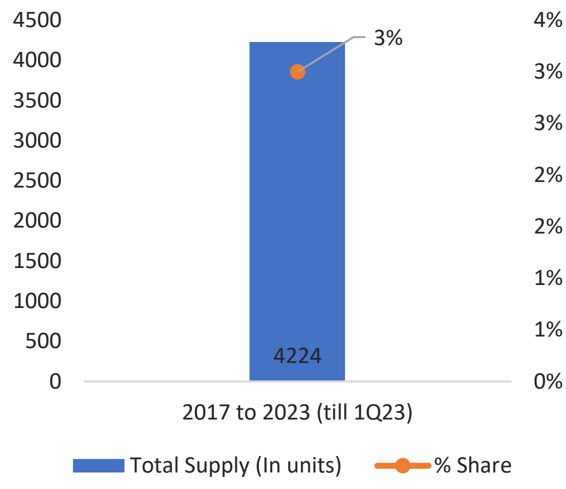
Figure 49:Market Share of Arkade Developers as per Supply (in units)

Figure 50: Market Share of Arkade Developers as per Absorption (in units)

Source: MahaRERA, Anarock Research & Company

Last six years relative positioning & Market Share of Arkade Developers in Borivali West

In Borivali West, Arkade Developers has 3% share in the total supply and 2% share in the total absorption of Borivali West cumulatively for 2017 to Q1 2023.



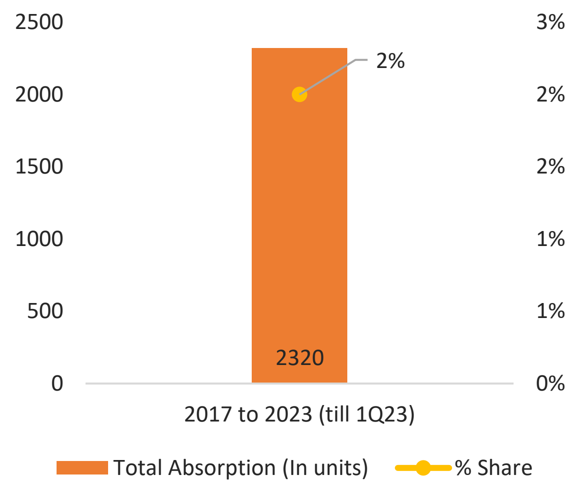


Figure 51: Market Share of Arkade Developers as per Supply (in units)

Figure 52: Market Share of Arkade Developers as per Absorption (in units)

Source: MahaRERA, Anarock Research & Company

Top-10 developers in Borivali West on the basis of Supply (In Units)

In Borivali West, the top-10 developers contribute 42% in the total supply from 2017 onwards and in this Arkade Developers accounts for a 13% share in top-10 developers' supply. Similarly, top-10 developers contribute 55% in the total supply from 2022 onwards and out of this Arkade Developers contributes 15% share in the top-10 developers' supply.

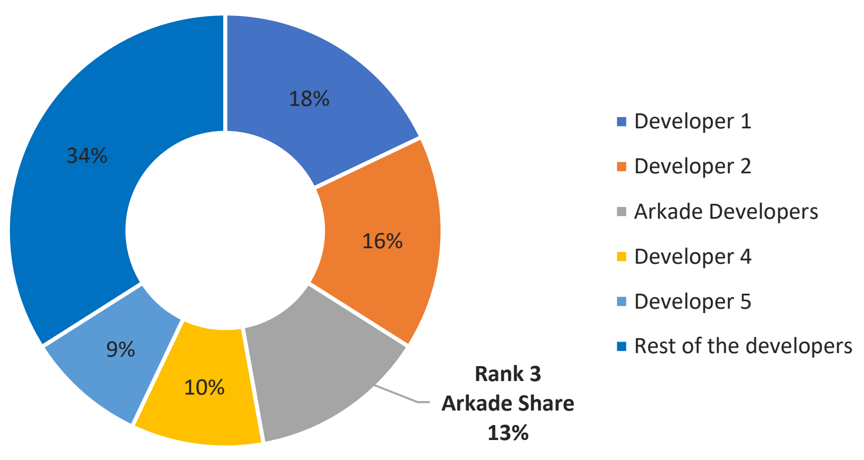


Figure 53: Borivali West - Top 10 Developers share as per supply (in Units): Cumulative from 2017 to 2023 (till 1Q23)

Source: MahaRERA, Anarock Research

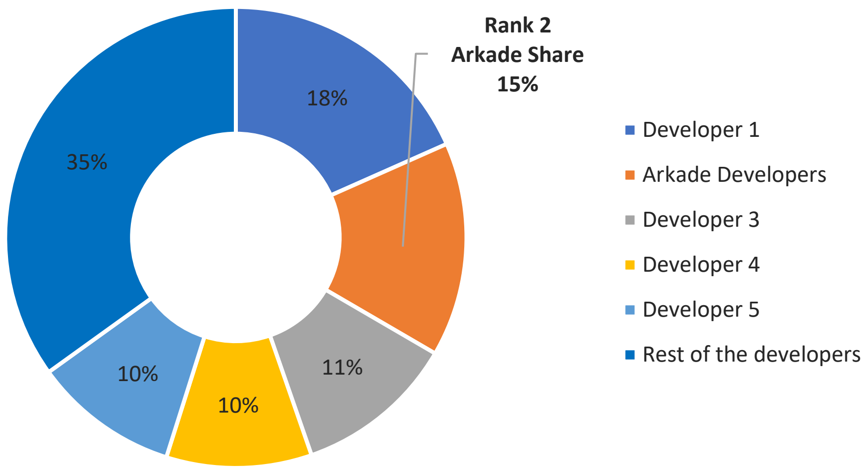


Figure 54: Borivali West - Top 10 Developers share as per supply (in Units): Cumulative from 2022 to 2023 (till 1Q23)

Source: MahaRERA, Anarock Research

Goregaon East Micro-market

The following graph depicts supply and absorption trends (in Units) in Goregaon East market from 2017 to 1Q23. A total of 2,250 units have been launched in the last six years in this market. The majority (47%) of supply infused in this market is in the year 2017 and the remaining 53% came in between 2018 to 1Q2023. During 2018 to 2020, very limited new launches have been added in Goregaon East micro-market, in 2022 the second highest number of new supply during the last six years was added. Housing sales also have been constant in Goregaon east from 2017 with an exception in 2020 majorly on account of COVID-19 pandemic induced lockdown. Approx. 200 to 220 average yearly units have been sold between 2017 to 1Q23 in Goregaon East.

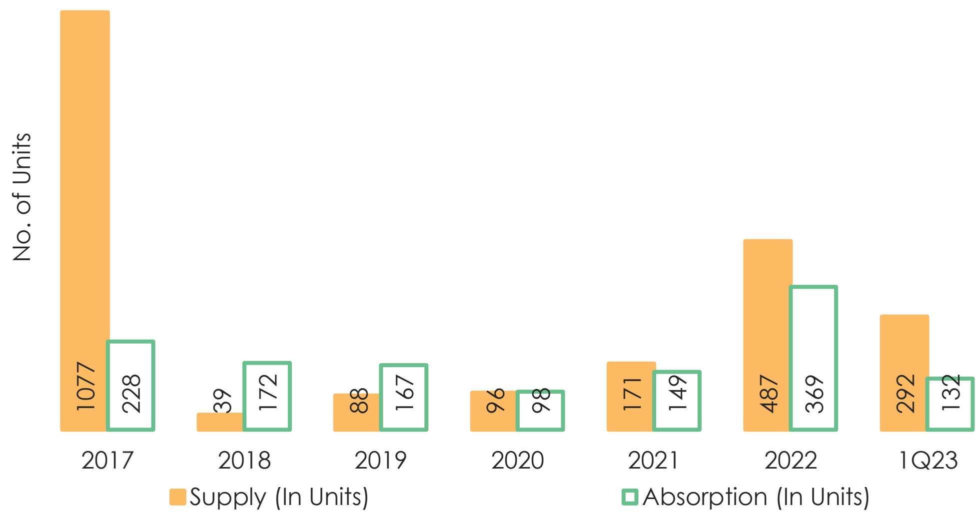


Figure 55: Goregaon East Supply & Absorption Trends - 2017 to 1Q23

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

The following graph sets forth the pricing trends of Goregaon East market from 2017 to 1Q23. There has been a minimal price appreciation between 2017 till 2020 in the market. Major price increased was noted between 2020 to 1Q23 (10% -11%) in last 3 Years. Overall Goregaon East has witnessed 11% price appreciation from 2017 onwards.

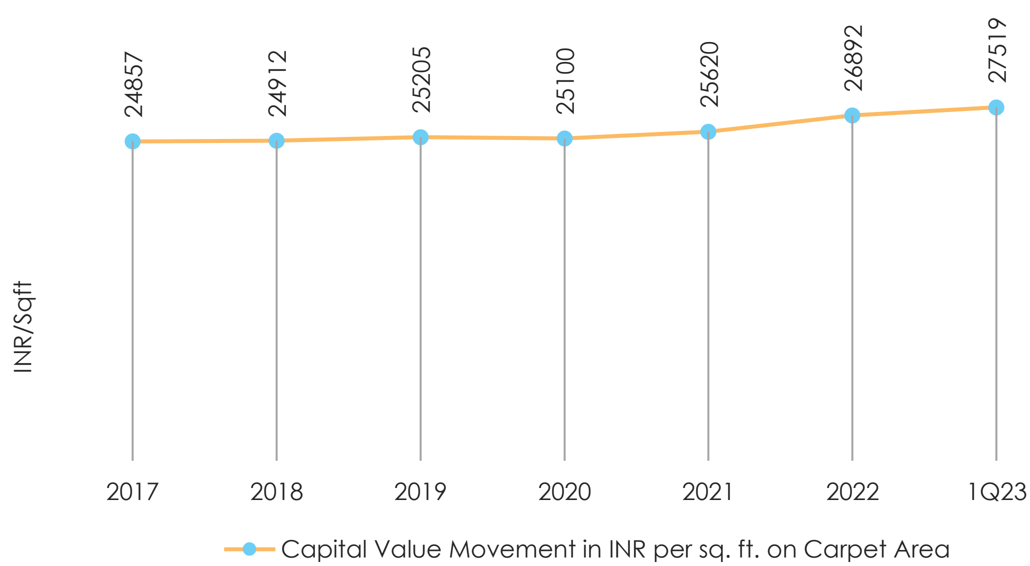


Figure 56: Goregaon East - Capital Value Movement in INR per sq. ft. on Carpet Area

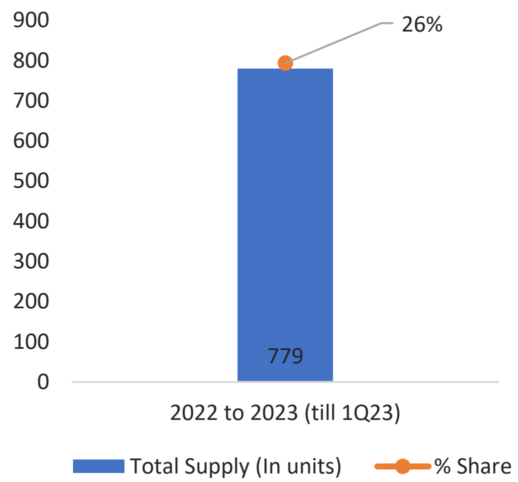
Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Market Share and Relative positioning of Arkade Developers Limited in Goregaon East on the basis of Supply (In Units) & Absorption (In Units)

Last 5 quarters relative positioning & Market Shae of Arkade Developers in Goregaon East.

In Goregaon East, Arkade Developers has 26% share in the total supply and 22% share in the total absorption cumulatively from 2022 to Q1 2023.



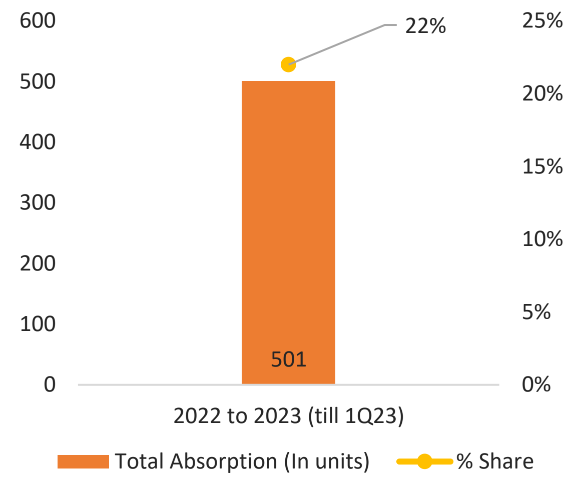
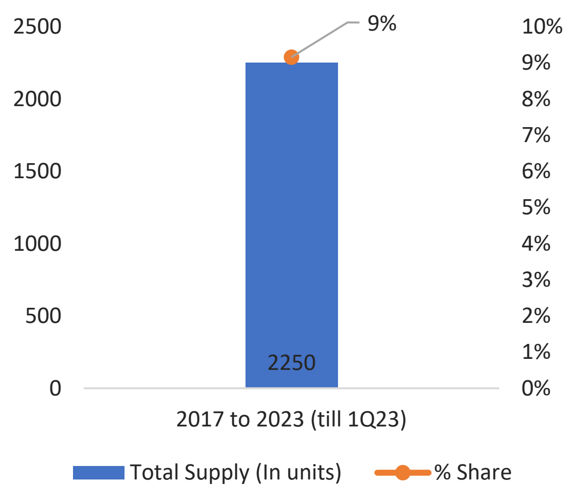


Figure 57: Market Share of Arkade Developers as per Supply (in units)

Figure 58: Market Share of Arkade Developers as per Absorption (in units)

Source: MahaRERA, Anarock Research & Company

Last six years relative positioning & Market Share of Arkade developers in Goregaon East
In Goregaon East, Arkade Developers has 8% share each in the total supply & absorption of Goregaon East cumulatively from 2017 to 2023 (1Q23).



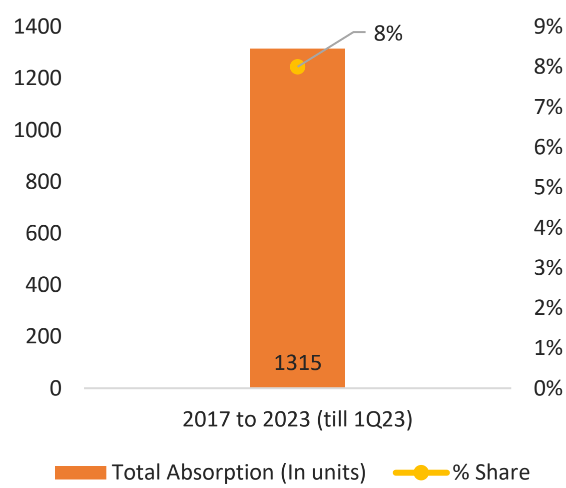


Figure 59: Market Share of Arkade Developers as per Supply (in units)

Source: MahaRERA, Anarock Research & Company

Figure 60: Market Share of Arkade Developers as per Absorption (in units)

Top-10 developers in Goregaon East on the basis of Supply (In Units)

In Goregaon East, the top-10 developers contribute 86% in the total supply from 2017 onwards and out of this Arkade Developers account for a 11% share. Similarly top-10 developers contribute 95% in the total supply from 2022 onwards and of this Arkade Developers share is 28%.

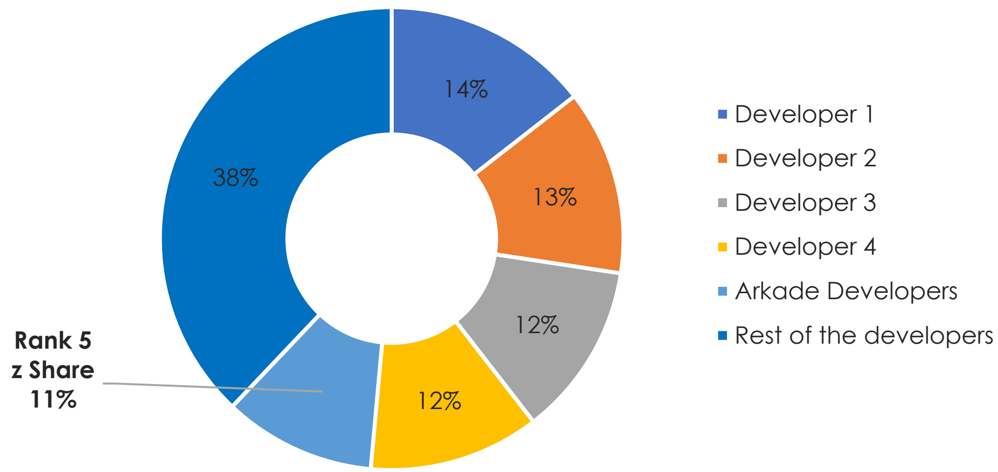


Figure 61: Goregaon East- Top 10 Developers share as per supply (in Units): Cumulative from 2017 to 2023 (till 1Q23)

Source: MahaRERA, Anarock Research

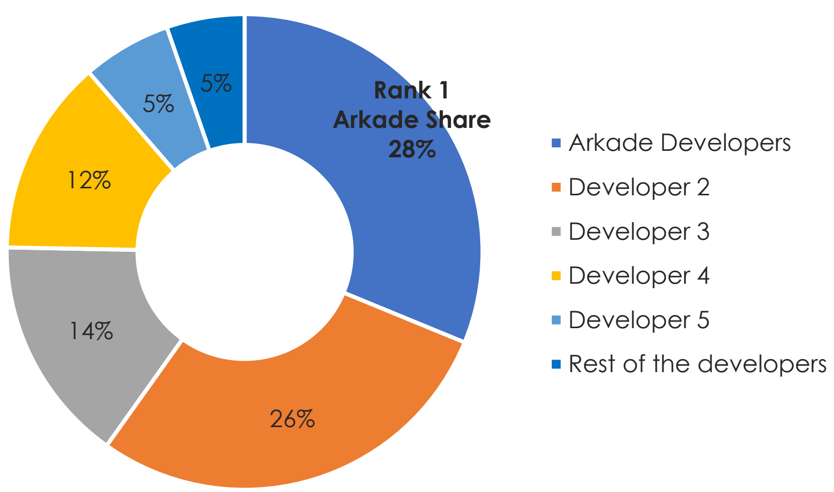


Figure 62: Goregaon East- Top 10 Developers share as per supply (in Units): Cumulative from 2022 to 2023 (till 1Q23)

Source: MahaRERA, Anarock Research

Santacruz West Micro-market

The following graph depicts supply and absorption trends (in Units) in Santacruz West micro-market from 2017 to 1Q23. In the last six years, 780 new units have been added in the micro-market. During 2017 to 2020, very limited new launches added in Santacruz West. The majority of supply added in the year 2021 and 2022 and these two years accounts for 60% of the total supply of Santacruz West in last six years. On average 88 units are sold annually in this market as per the data of the last six years. Sales of housing units in this market have decreased during the 2017 to 2020 period due to the limited supply and low availability of inventory in the market. COVID-19 also affected the sales in 2020 and the Santacruz West micro-market also witnessed the lowest sales during the pandemic period. However, the sales have improved in year 2021 and 2022 with 65% rise in the average yearly sales for these two years reaching 145 units annually compared to 88 units average annual units sales in last six years.

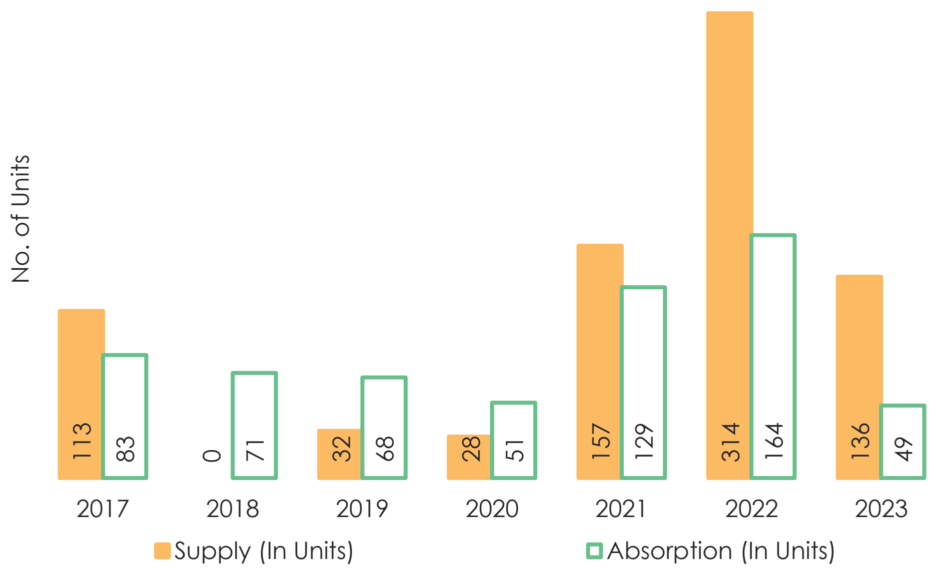


Figure 63: Santacruz West Supply & Absorption Trends - 2017 to 1Q23

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

The following graph sets forth the pricing trends of Santacruz West micro-market from 2017 to 1Q23. Currently the average capital value in Santacruz West is INR 49,087 per Sqft on carpet. There has been a 9% price appreciation in Santacruz West during the last six years. From 2017 to 2019 prices increased only 3%, and as depicted below it increased from the year 2020 onwards, with a sharp spike in the year 2022 followed by gradual but steady rise in 1Q2023.

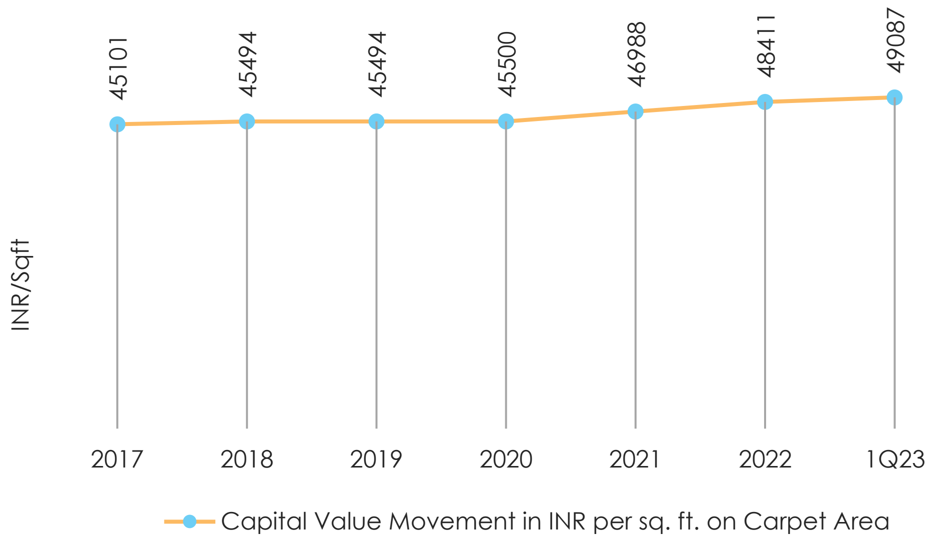


Figure 64: Santacruz West Capital Value Movement - 2017 to 1Q23

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Market Share and Relative positioning of Arkade Developers in Santacruz West on the basis of Supply (In Units) & Absorption (In Units)

Last 5 quarters relative positioning & Market Shae of Arkade Developers in Santacruz West

In Santacruz West, Arkade Developers has 10% share in the total supply and 4% share in the total absorption of Santacruz West cumulatively from 2022 to Q1 2023. The share in sales is low because Arkade Developers has recently launched a project here in 2023.

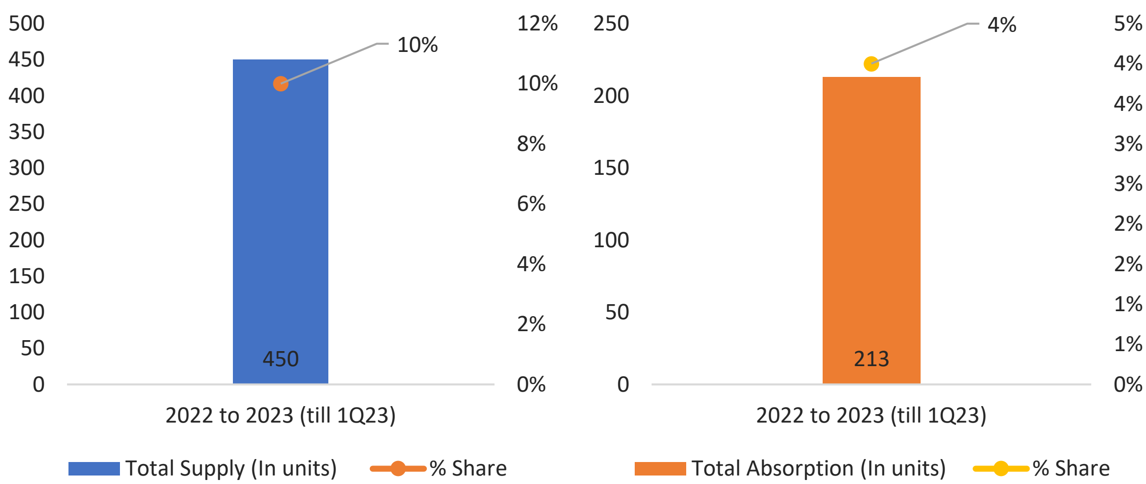


Figure 65: Market Share of Arkade Developers as per Supply (in units)

Figure 66: Market Share of Arkade Developers as per Absorption (in units)

Source: MahaRERA, Anarock Research & Company

Last six years relative positioning & Market Share of Arkade developers in Santacruz West

In Santacruz West, Arkade Developers has a 6% share in the total supply and 1% in the total absorption of Santacruz West cumulatively from 2017 to Q1 2023. The share in sales is low because Arkade developers has recently launched a project here in 2023.

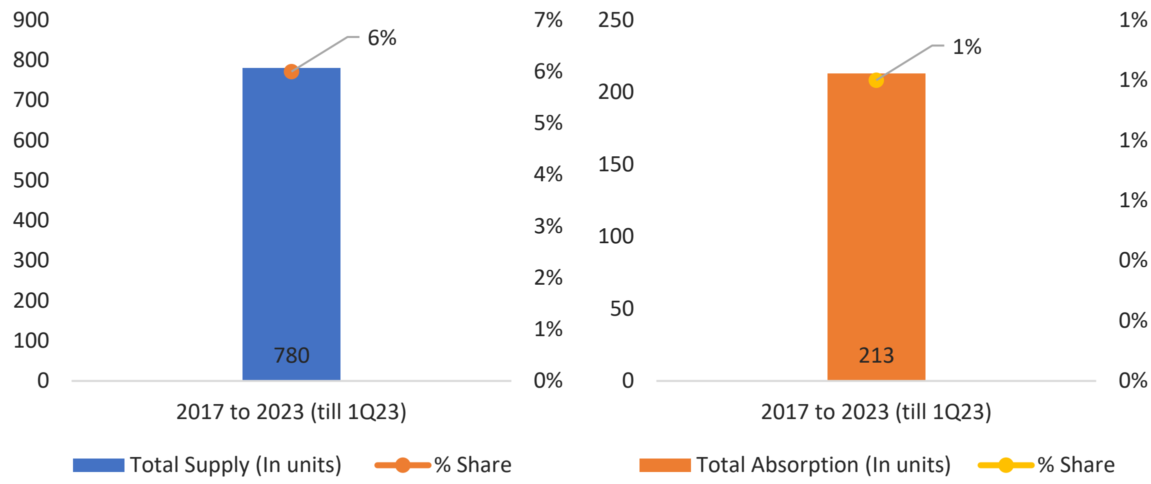


Figure 67: Market Share of Arkade Developers as per Supply (in units)

Figure 68:)Market Share of Arkade Developers as per Absorption (in units)

Source: MahaRERA, Anarock Research & Company

Top-10 developers in Santacruz West on the basis of Supply (In Units)

In Santacruz West, the top-10 developers contribute 80% in the total supply from 2017 onwards and out of this Arkade Developers contributes 7% share in top-10 developers' supply. Similarly top-10 developers contribute 95% in the total supply from 2022 onwards and out of this Arkade Developers contributes 10% share in the top-10 developers' supply

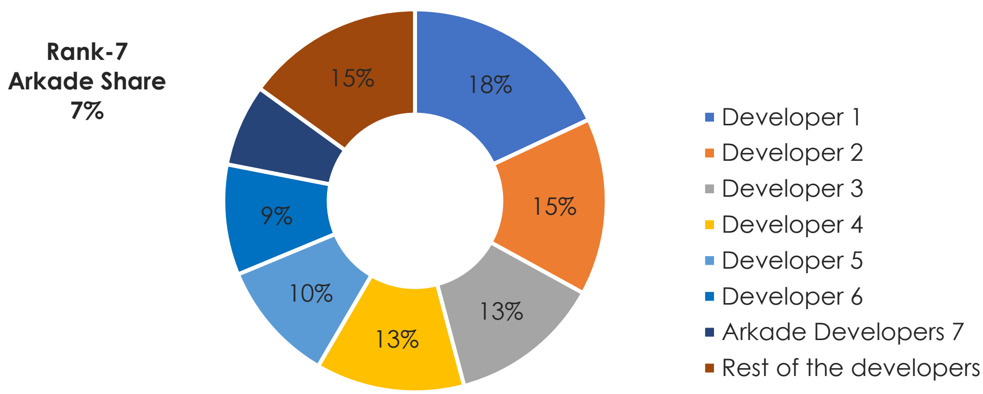


Figure 69: Santacruz West - Top 10 Developers share as per supply (in Units): Cumulative from 2017 to 2023 (till 1Q23)

Source: MahaRERA, Anarock Research

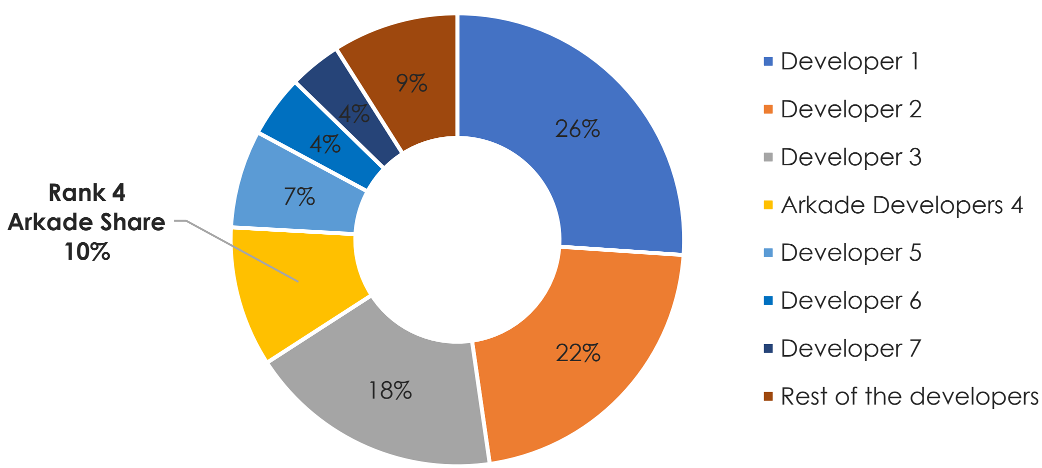


Figure 70: Santacruz West- Top 10 Developers share as per supply (in Units): Cumulative from 2022 to 2023 (till 1Q23)

Source: MahaRERA, Anarock Research

TYPOLOGY WISE SUPPLY, ABSORPTION DYNAMICS IN SELECTED MICRO MARKETS – CUMULATIVE FROM 2017 TO 2023 (TILL Q1)

Andheri East

The following graph depicts typology wise supply (in units) in Andheri East micro-market for the cumulative period of 2017 to 2023 (till 1Q23). Half of the supply (47%) in this market is 2BHK, followed by 1BHK (36%) and 3BHK (15%). Interestingly, 4BHK and above supply in this area is also decent with 117 units contribution in this market total supply from 2017 onwards.

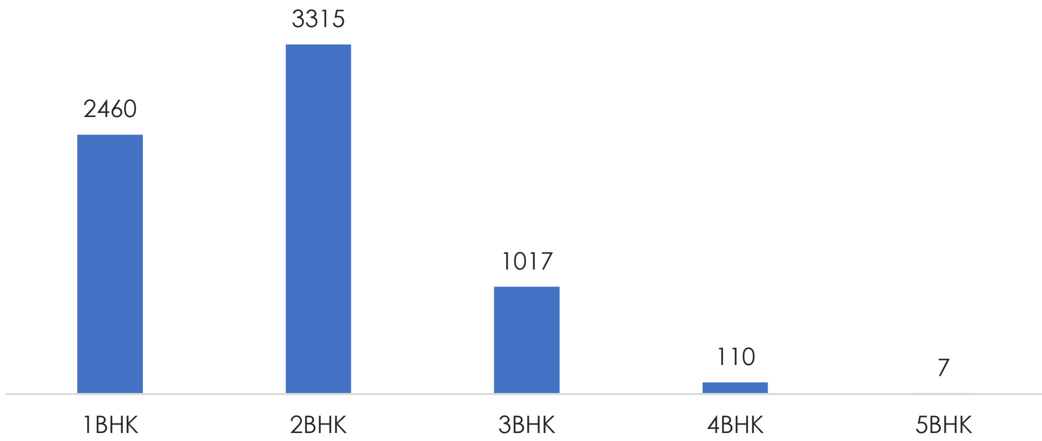


Figure 71: Andheri East- Typology wise supply: Cumulative from 2017 to 2023 (till 1Q23)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023. For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

The following graph depicts typology wise absorption (in units) in Andheri East market for the cumulative period of 2017 to 2023 (till 1Q23). Among all typologies, 1BHK and 2BHK have the maximum absorption in this market with 79% share.

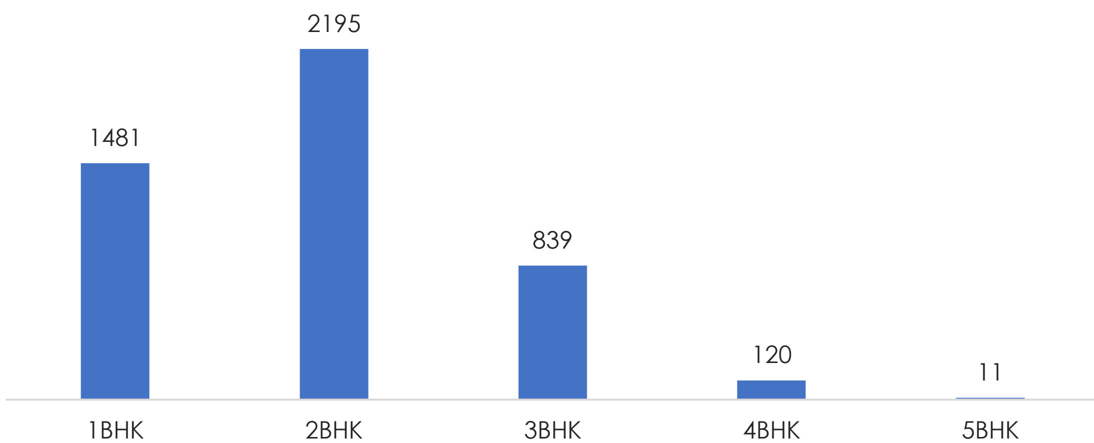


Figure 72: Andheri East- Typology wise absorption: Cumulative from 2017 to 2023 (till 1Q23)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023, For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

Borivali West

The following graph depicts typology wise supply (in units) in Borivali West micro-market for the cumulative period of 2017 to 2023 (till 1Q23). Most of the supply in this market is 1BHK and 2BHK with altogether accounting for 80% of the total. 3BHK contributes 18% in Borivali West supply, followed by “4BHK and above” contributing 2% in this micro-market.

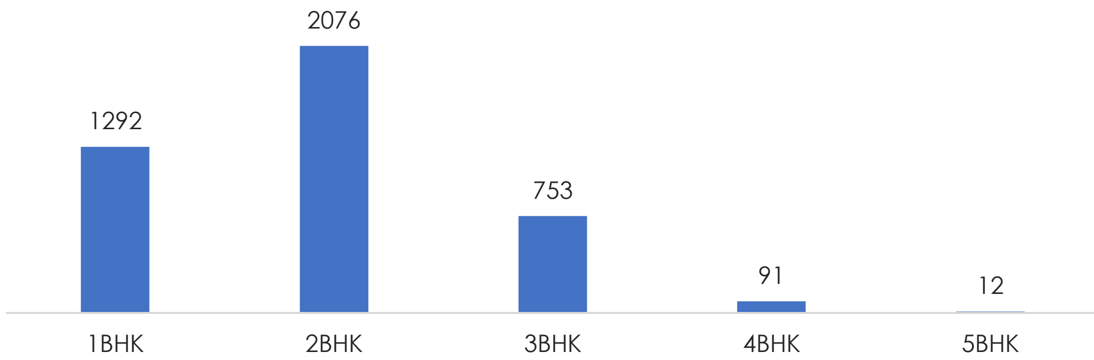


Figure 73: Borivali West- Typology wise supply: Cumulative from 2017 to 2023 (till 1Q23)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023, For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

The following graph depicts typology wise absorption (in units) in Borivali West micro-market for the cumulative period of 2017 to 2023 (till 1Q23). 2BHK absorption in this market is the maximum with 46% of units absorbed out of total absorption, followed by 1BHK with 34% units absorbed out of the total absorption and 19% in 3BHK category.

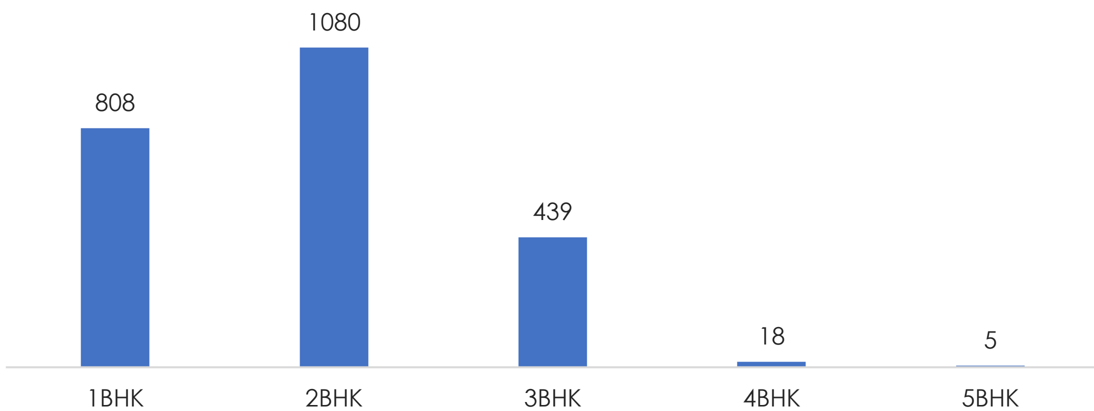


Figure 74: Borivali West- Typology wise absorption: Cumulative from 2017 to 2023 (till 1Q23)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023, For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

Goregaon East

The following graph depicts typology wise supply (in units) in Goregaon East micro-market for the cumulative period of 2017 to 2023 (till 1Q23). Interestingly, in Goregaon East the 1BHK units supply is the maximum which contributes 52% in total supply of market in the given period, followed by 2BHK ~ 43% contribution in Goregaon East and 3BHK & above typology new supply in this market is limited during 2017 to 2023 (till 1Q23).

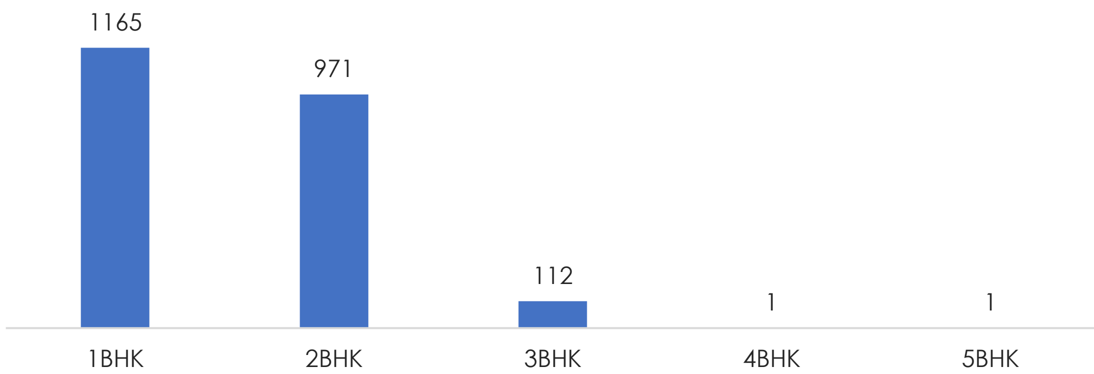


Figure 75: Borivali West- Typology wise supply: Cumulative from 2017 to 2023 (till 1Q23)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023, For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

The following graph depicts typology wise absorption (in units) in Goregaon East micro-market for the cumulative period of 2017 to 2023 (till 1Q23). 1BHK and 2BHK witnessed the maximum absorption ~ altogether 94% contribution witnessed by these two typologies in Goregaon East during the mentioned period. Interestingly, despite of low supply in 3BHK category the absorption in this typology witnessed the high traction ~ 74% of inventory launched during this period is already absorbed, this shows the high demand of 3BHK in Goregaon East.

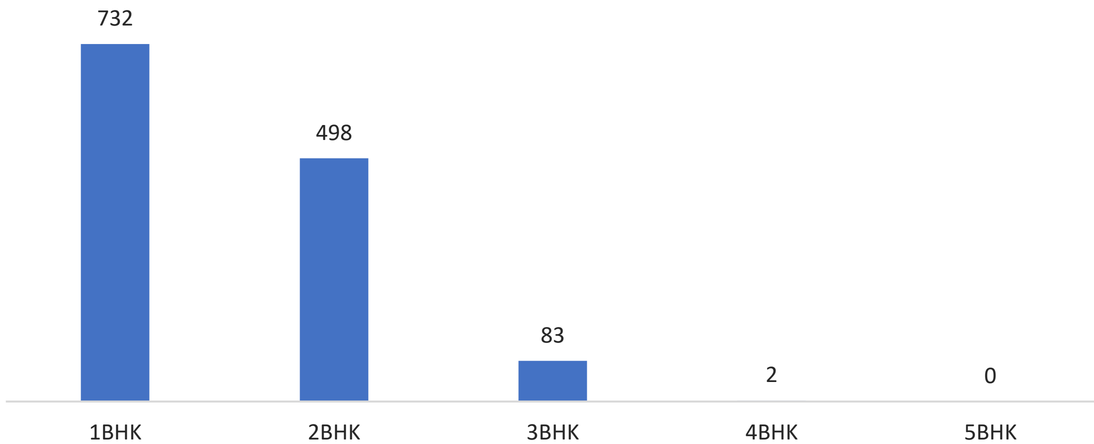


Figure 76: Goregaon East- Typology wise absorption: Cumulative from 2017 to 2023 (till 1Q23)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023, For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

Santacruz West

The following graph depicts typology wise supply (in units) in Santacruz West micro-market for the cumulative period of 2017 to 2023 (till 1Q23). In Santacruz West the 2BHK & 3BHK category witnessed almost similar levels of new supply ~ contributed 34% & 39% respectively in total supply during this period. In 1BHK category also a decent level of supply witnessed ~ contributed 15% in total supply of Santacruz west. 4BHK & above typologies also contributed 11% in the total supply of this market during 2017 to 2023 (1Q23).

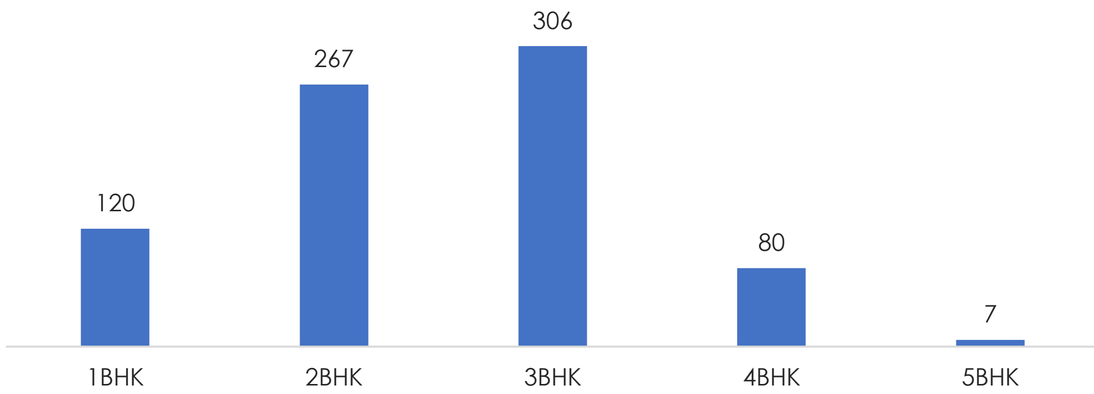


Figure 77: Santacruz West- Typology wise supply: Cumulative from 2017 to 2023 (till 1Q23)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023, For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

The following graph depicts typology wise absorption (in units) in Santacruz West micro-market for the cumulative period of 2017 to 2023 (till 1Q23). 3BHK most sold units during the period ~ accounting 35% of the total. 2BHK & 1BHK altogether contributed 60% to the total absorption of this market. 4BHK & above contributed 5% in total absorption.

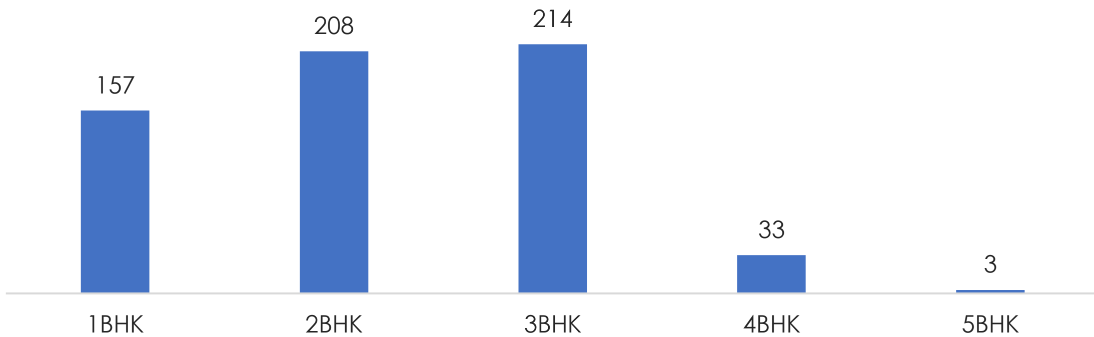


Figure 78: Santacruz West- Typology wise absorption: Cumulative from 2017 to 2023 (till 1Q23)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023, For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

Comparison of Combined Markets (Andheri East, Borivali West, Goregaon East & Santacruz West) with Arkade Developers Limited Portfolio in these markets

The following graph depicts typology wise supply (in units) in combined markets of Andheri East, Borivali West, Goregaon East & Santacruz West in comparison to the project of Arkade Developers Limited for the cumulative period of 2017 to 2023 (till 1Q23).

Arkade Developers Limited has 2BHK & 3BHK as its predominant typologies as part of its supply in the these market in Mumbai. Out of total supply in the mentioned combined markets from 2017, Arkade Developers Limited has a market share of ~ 6% in 3BHK, ~ 5% in 4BHK, ~ 3% in 2BHK and ~1% in 1BHK out of the total typology wise supply of the combined markets. The presence in all typologies signifies that Arkade Developers Limited has been one of the market major player in terms of 2BHK, 3BHK & 4BHK units supply in combined markets.

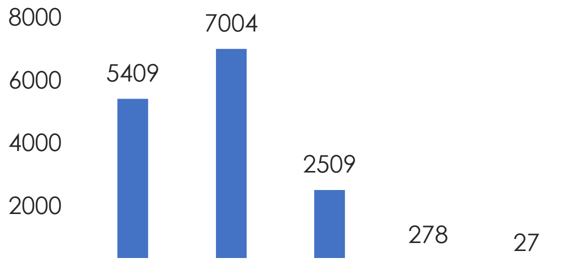


Figure 80: Combined Markets - Typology wise Supply (in units): Cumulative from 2017 to 2023 (1Q23)

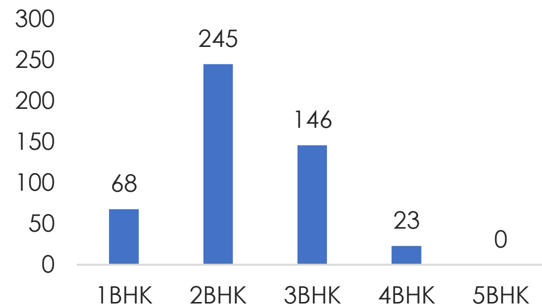


Figure 79: Arkade Developers Portfolio-Typology wise Supply (in units) Cumulative from 2017 to 2023 (1Q23)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023, For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

The following graph depicts typology wise absorption (in units) in combined markets of Andheri East, Borivali West, Goregaon East & Santacruz West in comparison to the project of Arkade Developers Limited for the cumulative period of 2017 to 2023 (till 1Q23).

Arkade Developers Limited has a market share of ~ 4% in 3BHK, ~ 3% in 2BHK, 2% in 4BHK & 1% in 1BHK out of the total typology wise absorption of the combined market. This signifies that Arkade Developers Limited have selling units across almost all segments and has been one of the market major player in terms of selling the typology of 2BHK & 3BHK units in the concerned markets.

Source: Anarock Research

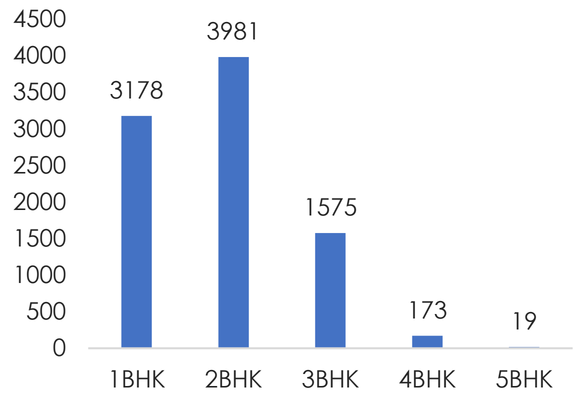


Figure 81: Combined Markets - Typology wise Absorption (in units): Cumulative from 2017 to 2023 (1Q23)

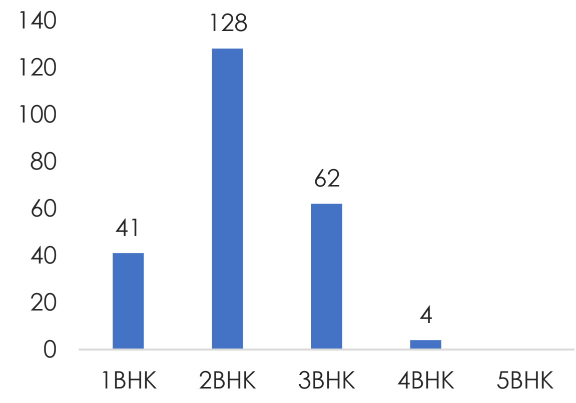


Figure 82: Arkade Developers Portfolio- Typology wise Absorption (in units): Cumulative from 2017 to 2023 (1Q23)

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023, from 2017 till Q1-2023, For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

Market Share of Arkade Developers Limited in Combined Markets (Andheri East, Borivali West, Goregaon East & Santacruz West) on the basis of Supply & Absorption

Market share and relative positioning of Arkade Developers Limited on the basis of Supply (In Units) & Absorption (In Units) in combined markets (consolidated) within the Western Suburbs – Consolidated From 2017 to 2023 (1Q23)

Market share and Relative Positioning of Arkade Developers as per Supply (in Units)

The total supply (in Units) in the consolidated market is 14,163 units. Out of this, **the total market share of Arkade Developers cumulative from 2017 to 2023 (1Q23) stands at 4%**

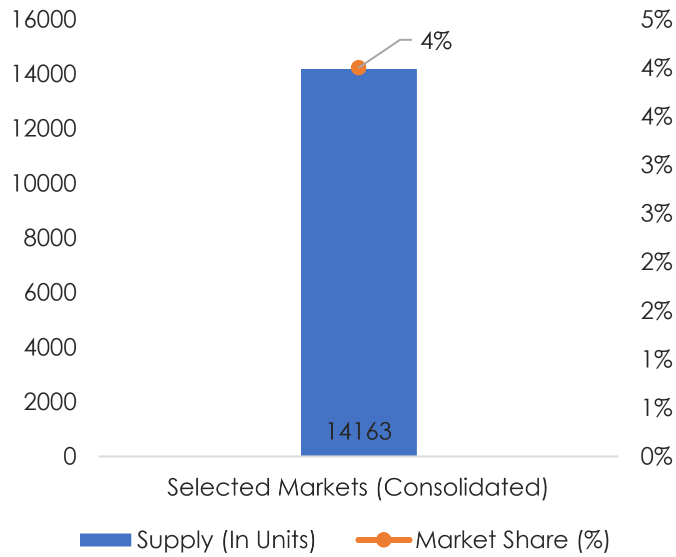


Figure 83: Market Share of Arkade Developers as per Supply (in No of Units) CY 2017 to 2023 (1Q23)

Source: MahaRERA

Out of the total supply of 14,163 units in selected micro-markets (consolidated) from 2017 to 2023(till1Q23), The top-10 developers contribute 33% in the total supply from 2017 onwards and out of this **Arkade Developers contributes 13% share in top-10 developers' supply.**

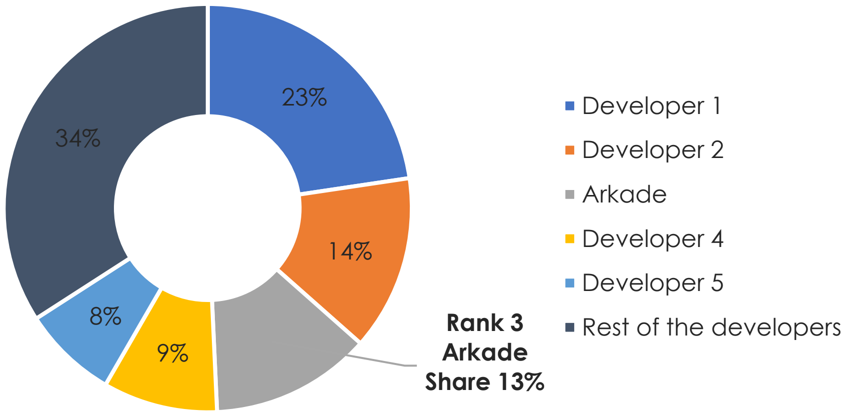


Figure 84: Top 10 developers share as per Supply (in Units) Selected Markets (Consolidated): Cumulative 2017 to 2023 (1Q23)

Source: MahaRERA

Market share and Relative Positioning of Arkade Developers as per Supply (in INR crore)

Out of the total supply of INR 27,498 crores in consolidated market from 2017 to 2023 (1Q23), Out of this, **the total market share of Arkade Developers cumulative from 2017 to 2023 (1Q23) stands at 4%.**

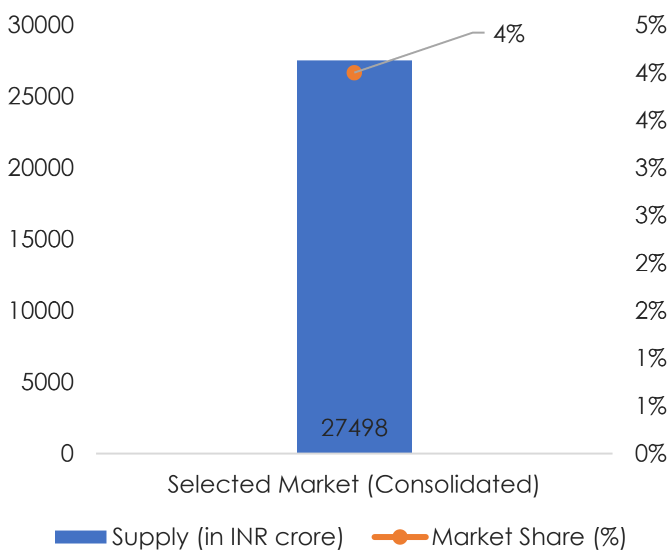


Figure 85: Market share of Arkade Developers as per Supply (In INR Crore)

Source: Anarock Research & Company

Market Share of Arkade Developers as per Absorption (in Units)

The total absorption (in Units) in consolidated markets is 8,896 units. Out of this, **the market share of Arkade Developers from 2017 to 2023(1Q23) stands at 3%.**

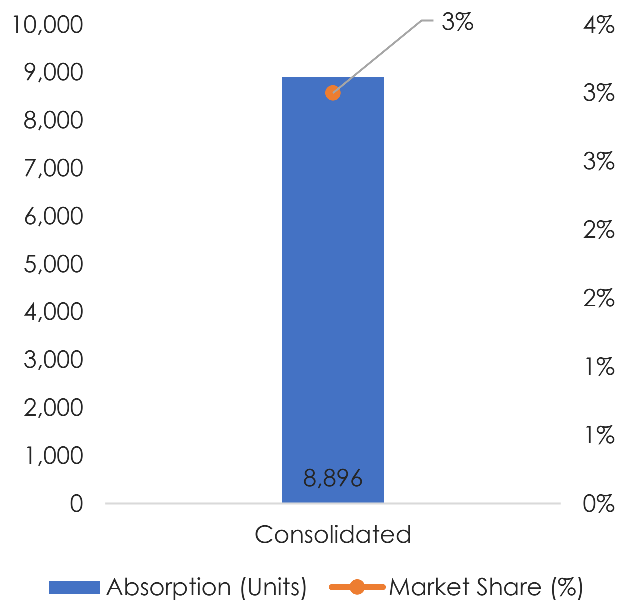


Figure 86: Market share of Arkade Developers as per Absorption (In units): 2017 to 2023 (till 1Q23)

Source: Anarock Research & Company

TRENDS IN EASTERN SUBURBS – MUMBAI RESIDENTIAL REAL ESTATE (ZONE LEVEL & MICRO-MARKET LEVEL)

OVERVIEW OF EASTERN SUBURBS

Mumbai's eastern suburbs have experienced substantial expansion and development over a long period of time. The busy business and residential complexes of the region which include prominent localities such as Ghatkopar, Mulund, Chembur, Powai and Vikhroli have replaced the once-old residential and industrial regions. These neighborhoods were predominately known for their green spaces & open lands. However, Mumbai's increasing urbanisation and population growth increased housing demand, which prompted the development of new residential complexes in the eastern suburbs. The development of the Eastern Express Highway in the recent years and the existing Mumbai Suburban Railway, as well as other forms of public transit, played a significant role in connecting the eastern suburbs to the rest of the city and improving their accessibility.

Present connectivity and Infrastructure

The eastern suburbs have excellent transport connections to the rest of Mumbai. The Central Line of the Mumbai Suburban Railway offers access to numerous locations within the city. A strong presence of local transport options also makes it easy to commute both within and beyond the suburbs.

Most of the key office submarkets and residential catchments are easily accessible by road and rail (Central Railways and Harbour Line). The Eastern Express Highway (EEH) and Lal Bahadur Shastri Marg (LBS Marg) are the two parallelly aligned arterial roads that connect the eastern suburbs to the island city. The recently operational Eastern Freeway (P D'Mello Road to Chembur) and the Eastern Express Highway have emerged as the most crucial elements of the eastern suburbs as they link the crucial commercial micromarkets of BKC, Lower Parel, Nariman Point, Churchgate, Kurla, and Wadala to the eastern suburbs. Thane and Navi Mumbai's two significant peripheral residential and commercial micromarkets are well connected by the Eastern Express Highway and Airoli-Mulund Road respectively, while Jogeshwari Vikhroli Link Road and Metro Line 1 have improved connectivity with the Western Suburbs.

Social Infrastructure

The eastern suburbs of Mumbai have gained popularity in recent years for their well-established shopping centres and malls, residential complexes, and a sizeable chunk of the city's social infrastructure. The following are some significant facets of the social infrastructure of Mumbai's eastern suburbs:

Education: From basic schools to colleges and universities, the eastern suburbs of Mumbai are home to several reputed educational institutions across multiple disciplines of undergraduate and post graduate curriculum.

Healthcare: There are many hospitals, clinics, and medical facilities in the eastern suburbs, which offer a respectable healthcare infrastructure. The presence of several multi-specialty hospitals along with allied healthcare systems and specialist clinics are present which makes the region self-sufficient.

Recreation and Entertainment: The eastern suburbs provide a wide range of leisure and entertainment options. Shopping centers in Ghatkopar, Kurla and Mulund are some of major destinations that have successfully altered the retail landscape of the neighborhood. They offer a one-stop location for leisure activities with multiplex theatres, food courts, shops, and entertainment areas.

Parks and Open Spaces: Despite the densely populated nature of Mumbai, the eastern suburbs have a few parks and open spaces that offer residents a place to relax and enjoy greenery. Red Carpet Wax Museum, Kidzania, Chembur Gymkhana, Diamond Garden, the Powai Lake and the high street at Powai are popular choices for outdoor activities and recreational purposes.

These are a few of the most important components of the social infrastructure of Mumbai's eastern suburbs. As new facilities and amenities are added to the region to meet the requirements of its citizens, it is expected to grow further and evolve.

Residential Catchments

Like the western suburbs, the east suburbs also harbors some of the biggest residential catchments in the city. Hence, the submarket has emerged as one of the biggest real estate markets in the city across the asset classes. Some of the prominent residential areas are Powai, Ghatkopar, Mulund, Chembur and Kurla.

Powai is known for its scenic beauty and modern infrastructure. Powai is home to a mix of residential complexes, IT parks, and educational institutions. It is a lively neighbourhood and offers a range of housing options, from high-end luxurious apartments to gated communities. Ghatkopar and Mulund are well-established residential areas with a mix of old and new developments. They have good connectivity to both Eastern and Western suburbs, making it convenient for the residents. These micromarkets have witnessed rapid development in recent years, with the development of social infrastructure. They offer a mix of affordable and upscale housing options. Chembur is a well-connected residential area known for its cosmopolitan nature and accessibility. Chembur is favored by many due to its proximity to business districts and good connectivity to other parts of Mumbai. Kurla is centrally located and offers a blend of residential and commercial spaces. It has good connectivity through rail and road networks, making it a convenient place to live. Kurla offers a mix of affordable and mid-range housing options.

Commercial hubs and centers

Eastern suburbs of Mumbai are well connected to most of the important business districts as it is centrally located in terms of the entire Mumbai Metropolitan Region (MMR).

Despite having excellent connectivity to the commercial offices of BKC and Lower Parel, the suburbs are thriving commercial centers in and of themselves. This is mostly a result of the concentration of IT-ITeS companies in the suburbs. IT-ITeS occupiers need access to a talent pool, supply of Grade A office spaces, large floor plates, high end amenities, and rents that are competitive. Eastern suburbs provide a healthy combination of all the prerequisites. Additionally, since the office space vacancy is extremely low in submarkets like BKC, many large Indian and multinational corporations have chosen to set up offices in East Suburbs

Key commercial areas in the East Suburbs include Powai, Ghatkopar, Vikhroli, Kanjurmarg and Mulund. These areas are home to quality office projects both along the LBS Marg and Eastern Express Highway. The sub-market also houses built-to-suit developments, business parks and an IT SEZ. Occupiers from the tech, telecom and BFSI sectors such as Nokia Siemens, JP Morgan, Accenture, Wipro, Capgemini and Link Intime have taken up space in East Suburbs.

KEY GROWTH DRIVERS FOR MUMBAI EASTERN SUBURBS

Several important reasons have contributed significantly to the rise of Mumbai's Eastern suburbs. The following are some of the main causes of the expansion of the Eastern suburbs:

- Infrastructure Development: There has been significant infrastructure development in the eastern suburbs, including the growth of roads, Eastern freeway and transportation networks. By improving access both inside and beyond the eastern suburbs, projects like the Eastern Express Highway, Eastern freeway, and Metro links have attracted residents and businesses.

- Proximity to established business locations: The Bandra-Kurla Complex (BKC), Andheri, Powai, Thane and Goregaon are important business districts are strategically close to the eastern suburbs. Corporate offices, IT parks, and commercial organisations have been drawn to this handy location, creating employment possibilities and boosting housing demand.

- Affordable Housing alternatives: A variety of housing alternatives, including affordable and mid-range segments, are available in the eastern suburbs to accommodate different income levels. Investors and homebuyers, particularly those looking for affordable homes in a city with high property costs, have been drawn to accessible affordable flats and housing complexes.

- Social Infrastructure: The eastern suburbs have seen the growth of a strong social infrastructure, which includes educational institutions, healthcare facilities, retail outlets, and recreation centers. The Eastern suburbs have become more livable and appealing because of the inclusion of these amenities, making them ideal places to live.

- Urban Renewal and Redevelopment Projects: Urban renewal and redevelopment of projects have been actively changing older industrial regions in the eastern suburbs into contemporary living and working environments. These initiatives have transformed the areas by enhancing the living standards leading to attracting new residents.

- Growth of the Information Technology Enabled Services (IT) and Business Process Outsourcing (BPO) Industries: The eastern suburbs, especially Powai and Vikhroli, have seen a rise in the number of IT and BPO businesses opening up offices. The expansion of these industries has increased the employment possibilities and the demand for housing in these suburbs.

- Emerging Entertainment and Lifestyle Hubs: In the eastern suburbs, new shopping malls, multiplexes, dining options and recreation facilities have been established. These changes have enhanced the eastern suburbs' general appeal and vibrancy, drawing both residents and tourists.

These growth-promoting factors have worked together to reshape and develop Mumbai's eastern suburbs, making them more in-demand places for residential and commercial development.

SUPPLY, ABSORPTION, UNSOLD INVENTORY AND PRICING TRENDS IN EASTERN SUBURBS – 2017 TO 2023 (TILL Q1)

From 2018 to 2021, the Eastern Suburbs of MMR experienced a decline in the number of new residential launches, compared to 2017. However, an exception to this trend emerged in 2022, when the housing supply witnessed a substantial upswing, registering a noteworthy increase of 63% compared to the new housing supply in 2017.

In terms of absorption of housing units, the Eastern Suburbs displayed a rise in the number of units sold during the period from 2018 to 2022, excluding the years 2020 and 2021, which were significantly impacted by the Covid-19 pandemic. Among these years, 2022 marked the highest absorption rate, demonstrating a remarkable surge of 36% in comparison to the figures recorded in 2017.

In Q1 2023, the Eastern Suburbs of MMR witnessed a supply of approximately 3,300 units, with an absorption of around 4,450 housing units.

Below is the graph showcasing the supply and absorption dynamics (in units) of MMR'S Eastern Suburbs housing market from 2017 to 2023 (till Q1).

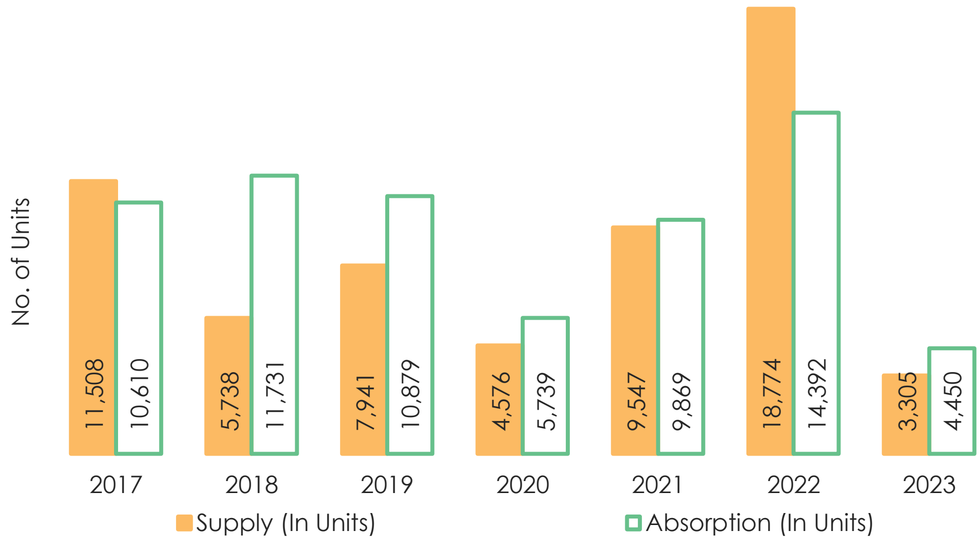


Figure 87: Supply and Absorption dynamics (in units) of MMR'S Eastern Suburbs housing market from 2017 to 2023 (till Q1)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Trends in Unsold Inventory - MMR Eastern Suburbs (2017-Q1 2023)
Taking 2017 as the base, the unsold inventory within the Eastern Suburbs of MMR underwent a notable decrease from 2018 to the first quarter of 2023. Throughout the entire period from 2017 to Q1 2023, the year 2021 emerged with the lowest unsold inventory, marking a substantial decline of 26% when compared to the unsold stock in 2017.

Moving to the present scenario in Q1 2023, the unsold inventory within MMR's Eastern Suburbs is currently estimated to be around 32,955 units, reflecting a noteworthy reduction of 18% in comparison to the unsold inventory level recorded in 2017.

Below is the graph showcasing the unsold inventory trends (in units) of MMR's Eastern Suburbs housing market from 2017 to 2023 (till Q1).

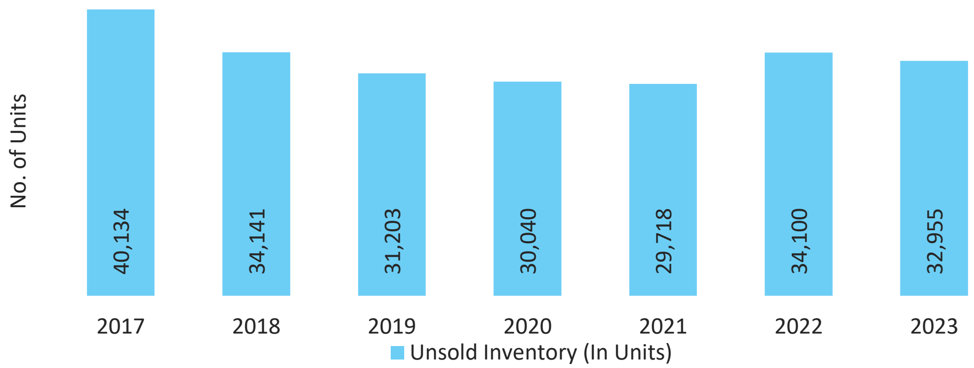


Figure 88: Unsold Inventory trends (in units) of MMR's Eastern Suburbs housing market from 2017 to 2023 (till Q1)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Capital Value Movement - MMR Eastern Suburbs (2017-Q1 2023)

Between the years 2017 and 2020, the capital values of the Eastern Suburbs in MMR demonstrated a noteworthy stability, exhibiting a modest price appreciation of 1% every year when compared to the capital value of 2017. However, a notable shift occurred post pandemic – in 2021, initiating a gradual and consistent upward trajectory in the average property prices within the Eastern Suburbs. This ascent continued in 2021 with a growth rate of 6%, followed by a significant increase of 15% in 2022. This upward trend persisted into the first quarter of 2023, registering a substantial growth rate of 18% when compared to the base year of 2017.

As of Q1 2023, the average basic selling price of properties in MMR's Eastern Suburbs stands at INR 19,467/Sqft. Below is the graph showcasing the capital value movement (on saleable area) of MMR's Eastern Suburbs housing market from 2017 to 2023 (till Q1).

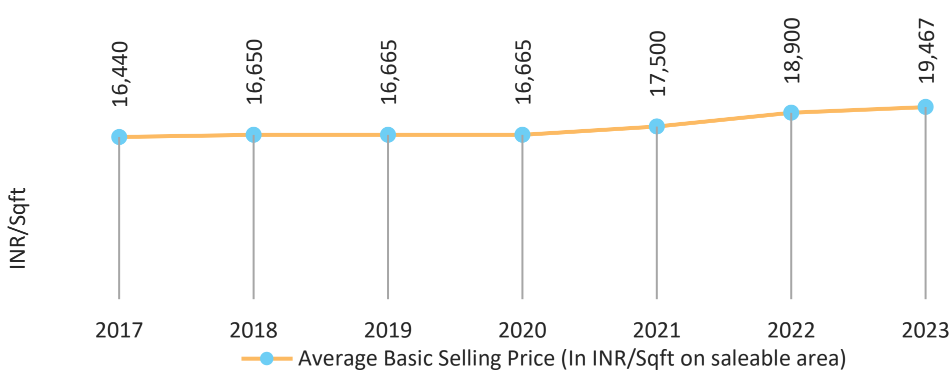


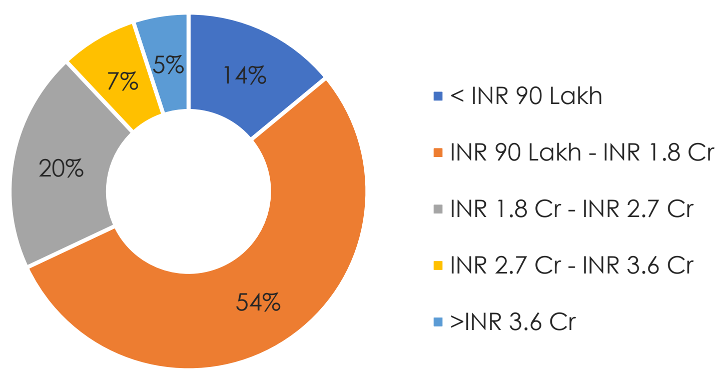
Figure 89: Capital value movement (on saleable area) of MMR's Eastern Suburbs housing market from 2017 to 2023 (till Q1)

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

BUDGET SEGMENTATION IN TERMS OF SUPPLY IN EASTERN SUBURBS

Eastern suburbs have witnessed the majority of the housing supply in the “INR 90 Lakh to INR 1.8 Cr.” budget range which contributes 54% in the total supply of this zone. Followed by the second largest supply with 20% contribution in INR “1.8 Cr. to INR 2.7 Cr” budget range. Interestingly, “<INR 90 Lakh” budget range have also a decent share in this zone (14% share) and have the third largest share, followed by “INR 2.7 Cr. to INR 3.6 Cr.” and “>INR 3.6 Cr.” with 7% and 5% supply share respectively in eastern suburbs.



Budget Segmentation

Budget Friendly = < INR90 Lakh

High End = INR 90 Lakh to INR 1.8 Cr.

Premium = INR 1.8 Cr. to INR 2.7 Cr.

Luxury = INR 2.7 Cr. to INR 3.6 Cr.

Ultra Luxury = > 3.6 Cr.

Source: Anarock Research

Figure 90: Budget Segmentation - % Supply in Eastern Suburbs

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

MICRO-MARKETS DEMAND-SUPPLY DYNAMICS WHERE DEVELOPER HAS FUTURE PLANS OF DEVELOPING PROJECTS AND COMPLETED PROJECTS.

Mulund (West) Micro-market

The following graph depicts supply and absorption trends (in Units) in Mulund (West) micro-market from 2017 to 1Q23. Mulund (West) has experienced a consistent and significant number of property launches from 2017 to 1Q23. The majority of these launches, approximately 32%, occurred in 2017. However, the supply gradually decreased in the year 2020 due to the impact of the COVID-19 pandemic. Nevertheless, in 2022, Mulund (West) witnessed the second-highest number of property launches in the market, accounting for 25% of the total supply over the past six years.

In terms of absorption, Mulund (West) has shown healthy trends since 2017, with the exception of the year 2020, which was heavily affected by the pandemic. Despite this setback, the absorption level did not decrease significantly and quickly recovered, thanks to the reduction in stamp duty implemented by the Government of Maharashtra. This reduction played a crucial role in boosting sales in the region.

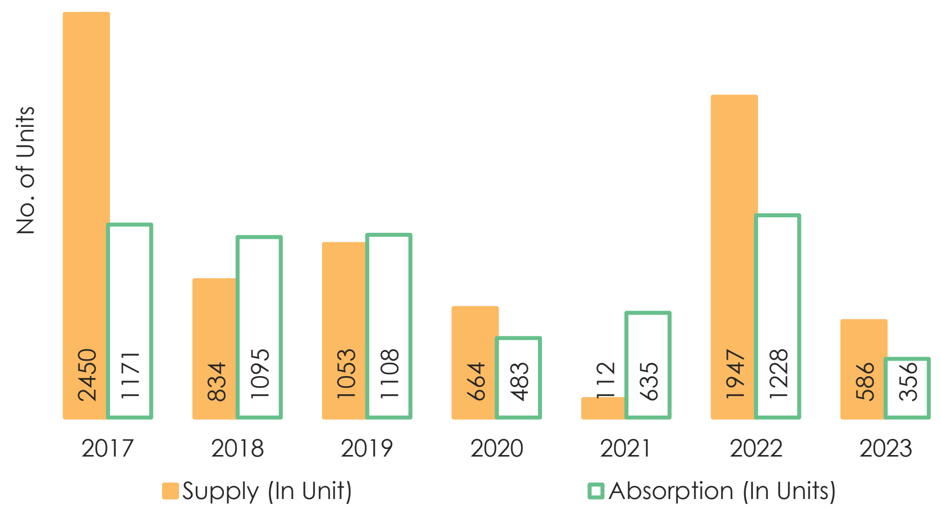


Figure 91: Supply and Absorption trends (in Units) in Mulund (West) market from 2017 to 1Q23

Source: Anarock Research

Note: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

The following graph sets forth the pricing trends of Mulund West market from 2017 to 1Q23. Currently the average capital value in Mulund West is INR 23,883 per Sqft on carpet. There has been a 22% price appreciation witnessed in Mulund West during the last six years. From 2017 till 2019 only 4% prices escalated, the chart clearly illustrates a small dip in pricing due to the COVID-19 pandemic and a consistent increase in capital values from the year 2020 onwards, with a sharp spike in the year 2022 followed by gradual but steady climb in 1Q2023.

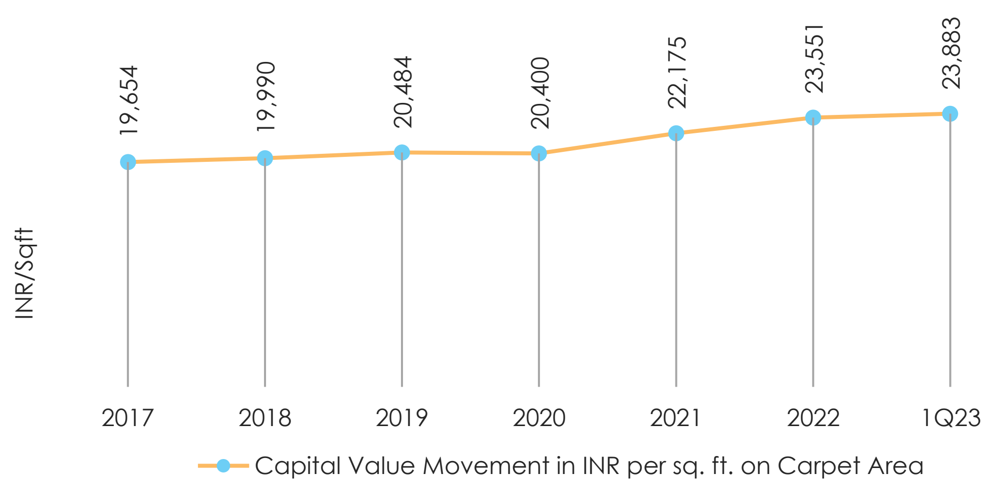


Figure 92: Mulund West Capital Value Movement - 2017 to 1Q23

Source: Anarock Research

*N*ote: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Arkade Developers limited aims to strengthen its presence in the Mulund-West market with its upcoming Project Arkade Nest. This project of Arkade Developers Limited has an estimated potential constructed area of approx. 6.8 lakh sq ft. with approx. 2.5 lakh sqft of RERA carpet. It will help Arkade Developers Limited in venturing into the Mulund market as it will be its first project in Mulund.

Kanjurmarg (East) Micro-market

The following graph depicts supply and absorption trends (in Units) in Kanjurmarg (East) market from 2017 to 1Q23. Over this period, Kanjurmarg (East) has witnessed a substantial number of property launches. Notably, around 35% of these launches took place in 2022, following the COVID pandemic when there was a surge in demand but limited inventory availability. In 2017 also, there was a decent amount of new supply, indicating a positive trend. However, from 2018 to 2020, the supply dwindled significantly, resulting in lower availability of new properties in the market.

In regard to absorption, the Kanjurmarg (East) has demonstrated robust trends since 2017, showcasing a positive uptake of properties by buyers. The only exception was the year 2020, which faced considerable challenges due to the pandemic's impact on the real estate market. Despite this adverse situation, the absorption levels did not experience a significant decline and managed to rebound swiftly. One contributing factor to this quick recovery was the proactive measure taken by the Government of Maharashtra, which implemented a reduction in stamp duty.

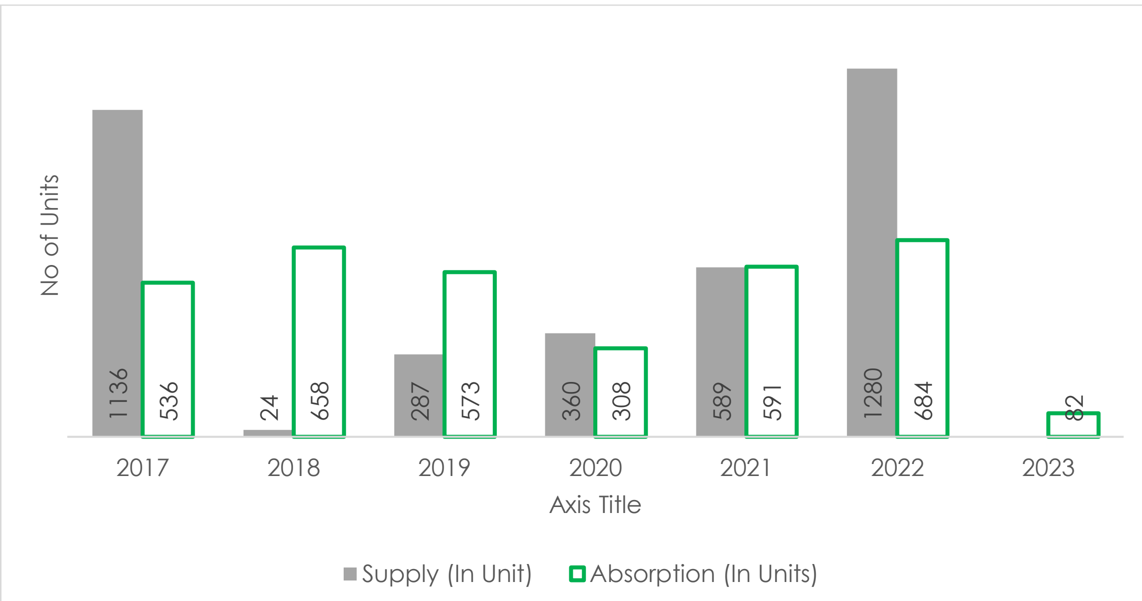


Figure 93: Supply and Absorption trends (in Units) in Kanjurmarg (East) market from 2017 to 1Q23

Source: ANAROCK Research

The graph illustrates the pricing trends in the Kanjurmarg (East) market from 2017 to 1Q23. The average capital value in Kanjurmarg (East) stands at INR 27,050 per sq.ft. on carpet. Over the last six years, there has been a notable price appreciation of 16% in Kanjurmarg (East). However, from 2017 to 2020, the price escalation was relatively modest, amounting to only 2%. During this period, the market experienced stable growth.

The chart clearly shows a slight dip in pricing attributed to the COVID-19 pandemic, which affected the real estate sector. However, the market displayed resilience and quickly rebounded. Starting from the year 2020, there was a consistent increase in capital values, with a sharp spike observed in the year 2022. Following this surge, the prices continued to climb gradually but steadily in 1Q2023.

Overall, the pricing trends in Kanjurmarg (East) have been positive, with the market showcasing resilience and growth even during challenging times like the COVID-19 pandemic.

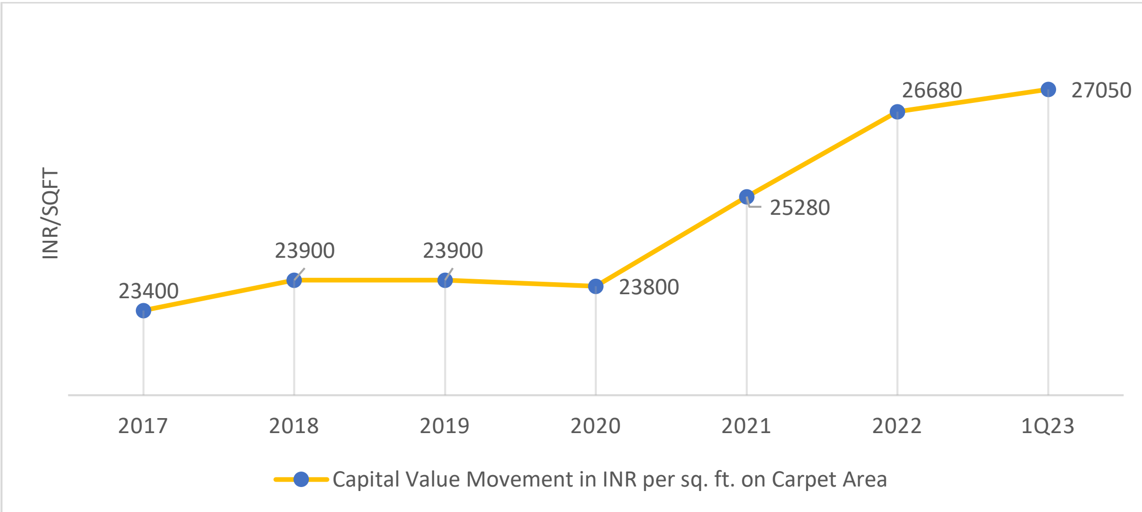


Figure 94: Kanjurmarg East Capital Value Movement - 2017 to 1Q23

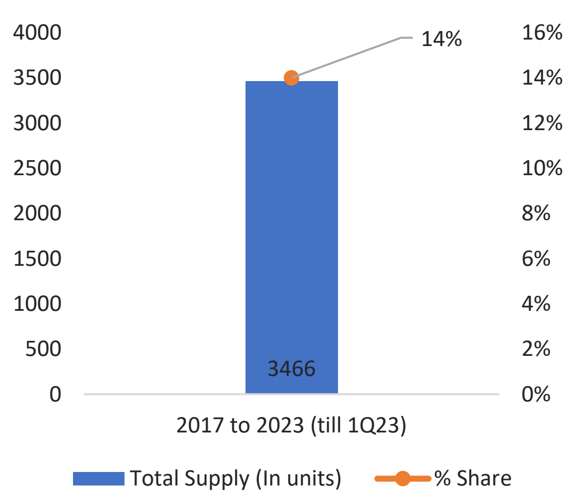
Source: Anarock Research

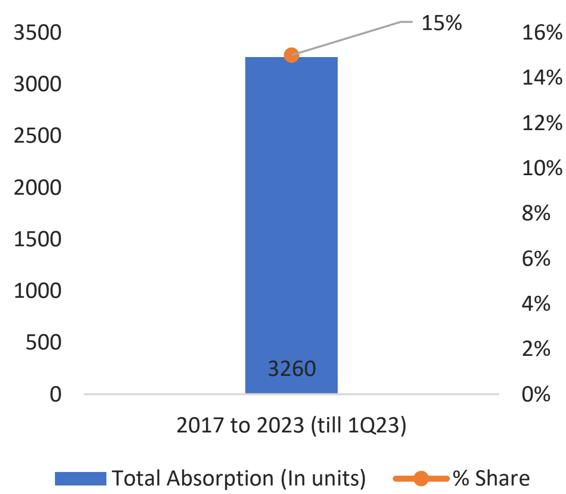
*N*ote: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Market Share and Relative positioning of Arkade Developers in Kanjurmarg East on the basis of Supply (In Units) & Absorption (In Units)

Last six years relative positioning & Market Share of Arkade Developers in Kanjurmarg East

In Kanjurmarg East, Arkade Developers have 14% share in the total supply and 15% share in the total absorption of Kanjurmarg East consolidated from 2027 to 2023 (1Q23).





Source: MahaRERA, Anarock Research & Company

Figure 95: Market Share of Arkade Developers in Kanjurmarg East as per Supply (in units)

Figure 96: Market Share of Arkade Developers in Kanjurmarg East as per Absorption (in units)

*N*ote: All the figures in the above graph are as per Calendar Year (CY), from 2017 till Q1-2023

Top developers in Kanjurmarg East on the basis of Supply (In Units)

In Kanjurmarg East, Arkade Developers have 2nd poistioning in the top-5 developers list. These top-5 developers contribute 100% in the total supply of kanjurmarg east from 2017 onwards and out of this Arkade Developers contributes 14% share in top-5 developers' supply.

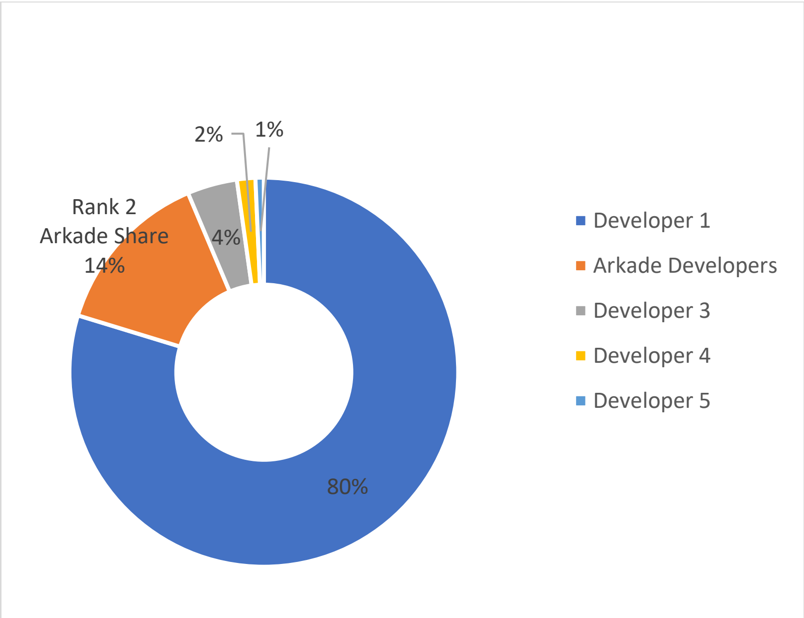


Figure 97: Kanjurmarg East – Top Developers share as per supply (in Units): Cumulative from 2017 to 2023 (till 1Q23)

Source: MahaRERA, Anarock Research

Kanjurmarg East- Typology

The following graph (Figure:105) depicts typology wise supply (in units) in Kanjurmarg East market for the cumulative period of 2017 to 2023 (till 1Q23). About 47% of the total supply in this market comprises 2BHK units, making 2BHK the most prominent residential offering from 2017 onwards. Following closely behind are 1BHK units, contributing approximately 23% to the market supply. Notably, 1.5BHK units hold a respectable share of about 12%. Additionally, 2.5BHK and 3BHK units also make a decent contribution to the market, accounting for 10% and 6% of the total supply, respectively, since 2017.

The following graphs (Figure: 105 & 106) depicts typology wise Supply (in units) in Kanjurmarg east market in comparison to the project of Arkade Developers Limited in the same location for the cumulative period of 2017 to 2023 (till 1Q23).

Arkade Developers Limited has 1BHK, 2BHK & 3BHK as its predominant typologies as part of its supply in the Kanjurmarg east market in Mumbai. Out of total supply in the mentioned markets from 2017, Arkade Developers Limited has a market share of ~ 26% of 3BHK, ~ 18% of 2BHK and ~ 17% of 1BHK out of the total typology wise supply of the Kanjurmarg East markets. The presence in all typologies signifies that Arkade Developers Limited has been one of the market leader in terms of 1BHK, 2BHK & 3BHK units supply in Kanjurmarg east markets.

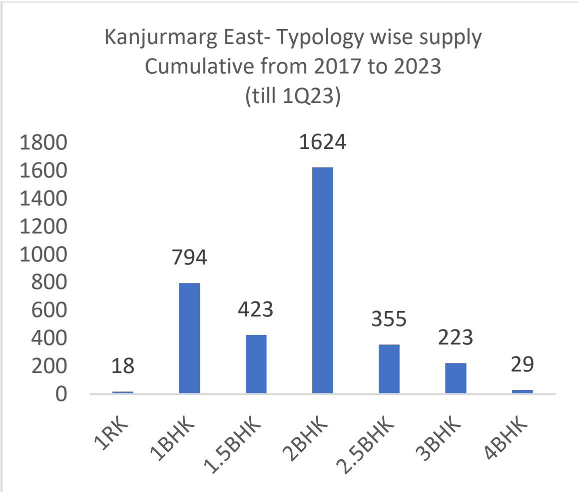


Figure 99: Kanjurmarg East Market - Typology wise Supply (in units): Cumulative from 2017 to 2023 (1Q23)

Source: ANAROCK Research, MahaRERA

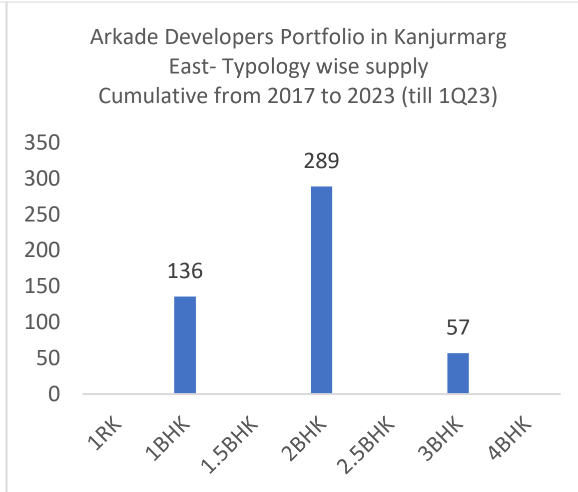


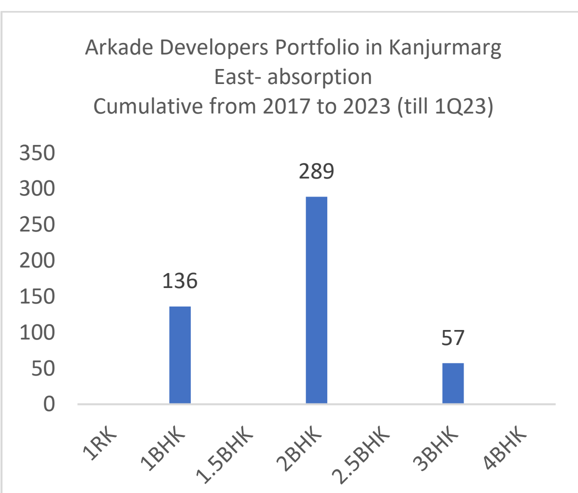
Figure98: In Kanjurmarg East Arkade Developers Portfolio- Typology wise Supply (in units) Cumulative from 2017 to 2023 (1Q23)

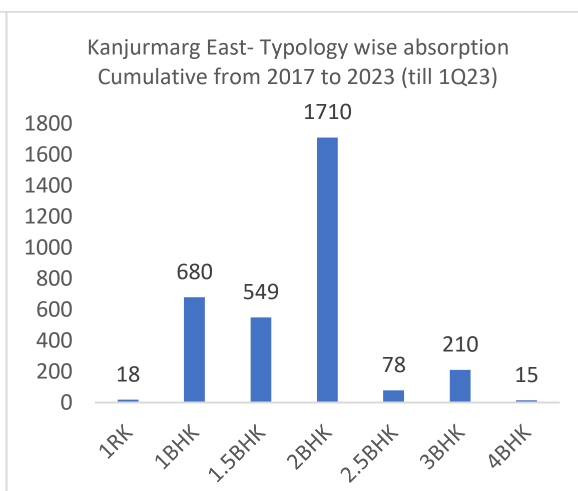
Note: All the figures in the above graph are as per Calendar Year (CY), For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

The following graph (Figure:107) depicts typology wise absorption (in units) in Kanjurmarg East market for the cumulative period of 2017 to 2023 (till 1Q23). Among all typology the 2BHK, 1BHK & 1.5BHK have the maximum absorption in this market with 90% contribution in the total absorption of Kanjurmarg-East.

The following graphs (Figure: 107 & 108) depicts typology wise absorption (in units) in Kanjurmarg east market in comparison to the project of Arkade Developers Limited in the same location for the cumulative period of 2017 to 2023 (till 1Q23).

Arkade Developers Limited has a market share of ~ 26% of 3BHK, ~ 17% of 2BHK & 20% of 1BHK out of the total typology wise absorption of the Kanjurmarg East market. This signifies that Arkade Developers Limited have selling units across almost all segments and has been one of the market leader in terms of selling the typology of 2BHK & 3BHK units in this market.





Source: ANAROCK Research, MahaRERA

Note: All the figures in the above graph are as per Calendar Year (CY), For the above analysis we have considered 1RK as 1BHK, 1.5 BHK as 2BHK and 3.5BHK as 4BHK.

Details of Other Major Developers (Including Listed Peers) – Product Offering, Number of Years of Operations, Major Geographic Presence, Performance covering Select Parameters

Developers Name	Product Offerings (Residential/Commercial/etc.)	No. of Years of Operations	No. of city presence	No. of Housing Units Launched
Chandak Group	Residential and Commercial	37	Mumbai	2703
Kalpataru Ltd.	Residential and Commercial	54	Mumbai, Thane, Pune, Hyderabad, Bangalore, Indore, Noida, and Dubai	9462
MacroTech	Residential and Commercial	43	Mumbai, Thane, Pune, Hyderabad, Bangalore and London	47690
Oberoi Realty Limited	Residential, Commercial, Retail, Social Infrastructure and Hospitality	30	Mumbai, Thane, Pune, Bangalore and Gurugram	1930
Prestige Group	Residential, Commercial, Retail, and Hospitality	37	Bangalore, Mysore, Mumbai, Chennai Hyderabad, Cochi, Mangalore, Calicut and Goa	25732
Sheth Creators	Residential and Commercial	30	Mumbai and Dubai	4233

Source: Developers website, Anarock Research, RERA

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. You should read 'Forward-Looking Statements' on page 18 for a discussion of the risks and uncertainties related to those statements. You should also read 'Risk Factors', 'Restated Consolidated Financial Information' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 28, 261 and 338, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see 'Restated Consolidated Financial Information' on page 261. We have, in this Draft Red Herring Prospectus, included various operational and financial performance indicators and certain non-GAAP measures, some of which may not be derived from our Restated Consolidated Financial Information and may not have been subjected to an audit or review by our Statutory Auditor. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and, used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled Real Estate Industry Report dated August 2023 prepared and issued by Anarock (**Anarock Report**), appointed by us pursuant to an engagement letter dated June 6, 2023, and exclusively commissioned and paid for by us in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Anarock Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Anarock was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the Anarock Report is available on the website of our Company at https://arkade.in/investor-relations/.*

Overview

We are a fast growing real estate development Company with a significant presence in Mumbai, Maharashtra. *(Source: Anarock Report)* Our operations are concentrated on the development of premium aspirational lifestyle residential premises in Mumbai, Maharashtra, India's commercial capital. As on July 31, 2023, we have developed 1.80 million square feet of residential property (including through partnership entities in which we hold the majority stake). We are engaged in the development of new projects and redevelopment of existing premises, and between 2017 and Q1 2023, we have launched 1,040 residential units and sold 792 residential units in different markets in the MMR, Maharashtra. In particular, we have established a successful track record of completing our projects on time, and from CY 2003 to March 2023, we have successfully completed redevelopment of 9 projects in the western suburbs of Mumbai and 1 project in south-central Mumbai (through a partnership firm in which we hold the majority stake) with a combined constructed area of 6,48,000 square feet. This track record has established us as one of the major player of redevelopment in the Mumbai western suburbs. (*Source: Anarock Report*)

Our operations are strategically located in Mumbai, one of the biggest and most expensive real estate markets in India. Since CY 2017 to Q1 2023, the MMR, Maharashtra has contributed the highest annual sales share of residential units across the top 7 cities in India, ranging from 27% to 32%. On average, the sales in MMR, Maharashtra accounted for 30% of the total residential unit absorption during this time frame. Further, the residential market in MMR, Maharashtra stands out as the most expensive, amongst the top 7 cities in India with a capital value of ₹ 12,200 per Sq. ft as of Q1 2023. Within the MMR, Maharashtra, our operations are strategically located and we have significant operations in the western suburbs of the MMR, Maharashtra and, from 2017, are amongst the top 10 developers in terms of supply in the Andheri East, Borivali West, Goregaon East and Santacruz West micro-markets. (*Source: Anarock Report*)

We have developed a strong brand proposition and successful track record including by leveraging our lineage –Amit Mangilal Jain, our Promoter, a second generation real-estate entrepreneur whose family was involved in real-estate development since 1986. We owe our strong brand recognition in the MMR, Maharashtra and our track-record to our customer-centric approach, and our business model lays emphasis on developing high-end and premium budget aesthetically designed, sustainable residential premises with life-style amenities and facilities in the high-density areas in the MMR, Maharashtra. We also have a consistent track-record of meeting our project delivery timelines which is a critical aspect of our brand.

While we have over the years developed projects at different price points, we are currently developing projects have a very broad per unit price point ranging from ₹ 9.44 million to ₹ 62.53 million. Our average per unit price point has increased over the years and in Fiscal 2023, Fiscal 2022 and Fiscal 2021, our minimum price point per unit was ₹ 6.95 million. While our initial projects were stand-alone residential buildings, our current portfolio of ongoing projects includes gated communities such as Arkade Nest, Arkade Crown and Arkade Aspire, Arkade Prime and Arkade Aura.

In the last 2 decades we have completed 27 projects (including stand-alone, projects executed by our Promoter through their proprietorship and, or, through joint development arrangements with other third parties) aggregating more than 4 million square feet of development and have catered to more than approximately 4,000 customers. Our projects have, generally, been financed primarily through a mix of promoter equity and internal accruals. As on July 31, 2023, our debt equity ratio was 0.36.

We are, currently, developing approximately 2 million square feet across 5 Ongoing Projects and 2 Upcoming Projects (for which we have executed development agreements and are in the process of obtaining approvals).

Ongoing Projects

Our Ongoing Projects comprise 5 projects located in prime locations in the western and eastern suburbs of Mumbai, Maharashtra, which are at various stages of development. Set out below are some of the key aspects of our Ongoing Projects as on July 31, 2023:

Particulars[#]	**Nature of the project**	**Expected completion date***	**Total number of units available for sale ***	**Number of units sold *(in %)***
Arkade Aura, Santacruz, MMR, Maharashtra	Residential	December 31, 2025	43	20.93
Arkade Prime, Andheri East, MMR, Maharashtra	Residential / Commercial	December 31, 2025	114	79.82
Arkade Aspire, Goregaon East, MMR, Maharashtra	Residential / Commercial	December 31, 2025	228	56.58
Arkade Crown, Borivali West, MMR, Maharashtra	Residential	December 31, 2025	123	57.72
Arkade Nest, Mulund West, MMR, Maharashtra	Residential	June 30, 2027	81	23.46
Total			**589**	**54.16**

 # Information provided in respect of our Ongoing Projects is based on our current management plans and is subject to change.
** Per RERA filings.*

Upcoming projects

Our Upcoming Projects comprise 2 redevelopment projects, in the MMR, Maharashtra, located at Vile Parle East, and Malad West. In addition to our Upcoming Projects, we have received letters of intent for 4 redevelopment projects and we have been confirmed as the preferred developer in 1 project in the MMR, Maharashtra. We are yet to execute contracts in respect of these projects.

Set out below are the developable area and the RERA of our Ongoing Projects.

Particulars	**Total number of projects**	**Developable area *(in square feet)***	**Saleable RERA carpet area *(in square feet)***	**RERA carpet area sold *(in square feet)***
Ongoing projects	5	1,876,422	646,940	184,224
Upcoming projects	2	395,478	122,425	Nil
Total	**7**	**2,271,900**	**769,365**	**184,224**

As certified by Sher Singh B Chilotra, independent chartered engineer pursuant to certificate dated August 31, 2023

Information provided in respect of our Ongoing Projects and upcoming projects are based on our current management plans and are subject to change.

Our projects configuration and construction lay-outs are, predominantly, 2 BHK and 3 BHK, (we have also undertaken projects with a 1, 3.5, 4 BHK configuration) and are designed to cater to discerning customers. Since aspirational life-style amenities and facilities are a key element of our projects, our average land development area admeasures approximately 1 acre. We also strive to maintain fast turn-around time and, currently, our average project completion time frame i.e. the period between receiving possession of the land to delivery of the possession to the first customer is approximately 3 years (**Average PCT**).

Our revenue in Fiscal 2023, Fiscal 2022 and Fiscal 2021 are ₹ 2,240.13 million, ₹ 2,371.82 million, and ₹ 1,131.85 million, respectively. Our revenue from operations has grown at a CAGR of 26.69% between Fiscal 2021 and Fiscal 2023. All our projects have been, and are, in the MMR, Maharashtra.

While, historically, our focus has been on the western suburbs of MMR, Maharashtra we have also developed high-end luxury projects located in south Mumbai, Maharashtra. Further, in the recent years, we have sought to broaden our area of focus and have undertaken projects in the eastern suburbs of Mumbai, Maharashtra, which have experienced substantial expansion and development over a long period of time (*Source: Anarock Report*) where we expect to be able to acquire larger land parcels. The development of general infrastructure in the eastern suburbs and the availability of larger parcels of land enables us to undertake larger projects and develop premium with greater aspirational life-style amenities and facilities.

Set out below details of the residential units sold in our projects in the southern, western suburbs and eastern suburbs of MMR, Maharashtra in Fiscal 2023, Fiscal 2022 and Fiscal 2021:

Particulars		**Southern MMR, Maharashtra**	**Western MMR, Maharashtra**	**Eastern MMR, Maharashtra**	**Total**
Fiscal 2023	*No. of residential units*	Nil	257	1	**258**
	Total value of residential units booked (in ₹ million)	Nil	5,435.92	15.06	**5,450.98**

Particulars		**Southern MMR, Maharashtra**	**Western MMR, Maharashtra**	**Eastern MMR, Maharashtra**	**Total**
	Percentage of total value of residential units booked (%)	Nil	99.72	0.28	**100.00**
Fiscal 2022	*No. of residential units*	Nil	46	41	**87**
	Total value of residential units booked (in ₹ million)	Nil	905.92	569.73	**1,475.65**
	Percentage of total value of residential units booked (%)	Nil	61.39	38.61	**100.00**
Fiscal 2021	*No. of residential units*	4	2	99	**105**
	Total value of residential units booked (in ₹ million)	579.40	153.68	1,227.70	**1,960.78**
	Percentage of total value of residential units booked (%)	29.55	7.84	62.61	**100.00**

Our business can broadly be classified into two categories: (i) development / construction of residential premises on land acquired by our Company (**New Projects**) and (ii) redevelopment of existing premises (**Redevelopment Projects**). Out of our completed 27 projects (including our past projects that were jointly developed) 17 were New Projects and 10 are Redevelopment Projects constituting 63% and 37% of our total projects, respectively. Further, out of our 5 projects that are currently under-development 3 are New Projects and 2 are Redevelopment Projects constituting 60% and 40% of our under-development projects. Set out below is break-up of the revenue from Redevelopment Projects and New Projects in Fiscal 2023, Fiscal 2022, and Fiscal 2021

Projects	**Fiscal 2023**		**Fiscal 2022**		**Fiscal 2021**	
	Revenue (in ₹ million)	**Percentage of total revenue**	**Revenue (in ₹ million)**	**Percentage of total revenue**	**Revenue (in ₹ million)**	**Percentage of total revenue**
Redevelopment Projects	913.21	41.48%	Nil	Nil	557.10	51.45%
New Projects	1,288.31	58.52%	2,289.34	100.00%	525.60	48.55%

We have over the years expanded our in-house capabilities and our in-house team is equipped to supervise all aspects of project development – conceptualisation to completion – land acquisition, legal, construction, and marketing and sales. We have also established and maintain empanelled vendors for various aspects of project development such as design architects, structural engineers, landscape consultants etc, with whom we work closely for ensuring timely completion of our projects.

We have also set up an integrated in-house project management team to focus on procurement efficiencies, vendor selection and construction activities. Our in-house sales team is supported by a distribution network of multiple non-exclusive and select channel partners across India which cater to key high networth individuals and non resident Indians. We also have a full-fledged in-house customer relationship team and after-sales team which supports customers from the property booking stage till the final delivery of the property.

We have also established a long-standing relationship with professionals in the real estate development sector who are essential part of a real estate project including interior designers and architects, RCC and structural engineers, and landscape and gardening consultants. We have a select panel of professionals for each category and these professionals are identified on the basis of various considerations including their technical abilities, track record of timeliness, and cost efficacy. We approach our empanelled professionals on a project-by-project basis and execute project specific contracts taking into account various factors including suitability to the scale of the project, availability and costing.

Land Reserves

We identify and acquire land as the need arises, and after having evaluated and analysed the need for, and the viability of, a residential housing project in the area. Thereafter, our in-house teams carefully evaluate the proposed site and consider various factors such as the dimensions of the land, proximity to public infrastructure such as hospitals and schools, connectivity, legal antecedents including title etc.

Key Performance Indicators

(in ₹ million unless otherwise stated)

Particulars	Financial Year ended 31 March 2023	Financial Year ended 31 March 2022	Financial Year ended 31 March 2021
Revenue From operations (₹ in million)	2,201.52	2,289.34	1,082.70
EBIT (₹ in million)	680.54	699.01	303.92
EBIT (%) of Revenue from operations	30.91	30.53	28.07
Profit after tax (₹ in million)	506.61	508.44	217.18
PAT Margin (%)	23.01	22.21	20.06
Debt To Equity Ratio	0.74	0.43	0.14
EBITDA (₹ in million)	683.25	699.72	305.01
EBITDA Margin (%)	31.04	30.56	28.17
Basic EPS (₹)	3.33	3.32	1.39
Diluted EPS (₹)	3.33	3.32	1.39
Interest Coverage Ratio	53.12	16.15	23.41
Return on Equity (ROE) (%)	28.97	40.90	24.53
Adjustable Return on Capital Employed (ROCE) (%)	24.30	46.17	30.16
Sales (in terms of number of units booked by customers)	258	87	105
Sales (in terms of area booked by customers) (in million square feet)	0.19	0.06	0.07
Completed Developable Area (in million square feet)	0.26	0.30	0.55
Collection (₹ million)	2,584.03	1,700.64	2,351.36
Voluntary employee attrition ratio (A/B) (%)	10.26	11.11	25.00

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023

Notes:

1. *(1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Information.*
2. *(2) EBIT refers to earnings before interest, taxes, gain or loss from discontinued operations.*
3. *(3) EBIT Margin refers to EBIT during a given period as a percentage of revenue from operations during that period.*
4. *(4) Net Profit Ratio/Margin quantifies efficiency in generating profits from revenue and is calculated by dividing net profit after taxes by revenue from operations.*
5. *(5) Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).*
6. *(6) EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items.*
7. *(7) EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
8. *(8) EPS has been calculated in accordance with the Indian Accounting Standard 33 – 'Earning per share' notified under the Companies (Indian Accounting Standards) Rules, 2015. The above statement should be read with significant accounting policies and notes on Restated Consolidated Financial Information.*
9. *(9) Interest Coverage Ratio measures ability to make interest payments from available earnings and is calculated by dividing EBIT by finance cost.*
10. *(10) Return on equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*
11. *(11) Adjusted RoCE (Adjusted Return on Capital Employed) (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as total assets reduced by current liabilities.*
12. *(12) Voluntary employee attrition ratio (A/B) (%) = No of employees that voluntarily left during the year / period divide No of employees at the beginning of the year / period + No of employees joined during the year / period*
13. *(13) Sales in terms of units booked is calculated by counting the total number of units that customers have committed to purchasing or renting within a specific time frame.*
14. *(14) Sales in terms of area booked is calculated by measuring the total area of properties or spaces that customers have committed to.*
15. *(15) Completed Developable area is the area of the projects delivered by the Company in a particular period.*
16. *(16) Collection refers to the amount of money received from customers in a particular time frame.*
17. *(17) Voluntary Employee Attrition Ratio (A/B) represents the percentage of employees who have left the company voluntarily (A) compared to the total number of employees (B).*

OUR STRENGTHS

We believe that our competitive strengths set out below will enable us to exploit the growth opportunities in the real estate market in MMR, Maharashtra.

Strategic location of projects in micro-markets of MMR, Maharashtra with entry barriers

Our operations are strategically located in Mumbai, the biggest and most expensive real estate market in India. Since CY 2017 to Q1 2023, the MMR, Maharashtra has contributed the highest annual sales share of residential units across the top 7 cities in India, ranging from 27% to 32%. On average, the sales in MMR, Maharashtra accounted for 30% of the total residential unit absorption during this time frame. Further, the residential market in MMR, Maharashtra stands out as the most expensive, amongst the top 7 cities in India with a capital value of ₹ 12,200 per Sq. ft as of Q1 2023. Further, locations in Mumbai and surrounding areas provide one of the best healthcare in the country, best education opportunity, retail, recreational infrastructure. These aspects increase the quality of life & contribute to Housing demand. (*Source: Anarock Report*)

Further, within the MMR, Maharashtra our operations are strategically located and we have significant operations in the western suburbs of the MMR, Maharashtra and, from 2017, are amongst the top 10 developers in terms of supply in the Andheri East, Borivali West, Goregaon East and Santacruz West micro-markets. Further, since 2017, in the aforementioned micro-markets cumulatively, we have been one of the market major player in terms of 2BHK, 3BHK & 4BHK units supply in combined markets. Further, out of the total supply of 14,163 units in the aforementioned micro-markets (consolidated) from 2017 to till Q1 2023, the top-10 developers contributed 33% in the total supply out of which we contributed 13% share in top-10 developers' supply. (*Source: Anarock Report*) High-end and premium budget segments constructions see a concentration in western suburbs due to the scarcity of affordable land and high cost of construction *(Source: Anarock Report)* which we expect will create an entry barrier. A majority of the residential units supplied by us in the aforementioned micro-markets are in the high-end and premium budget segments. Set out below is our revenue from the eastern, southern and western regions of the MMR, Maharashtra in Fiscal 2023, Fiscal 2022 and Fiscal 2021.

Particulars		Southern MMR, Maharashtra	Western MMR, Maharashtra	Eastern MMR, Maharashtra	Total
Fiscal 2023	*No. of residential units*	Nil	257	1	**258**
	Total value of residential units booked (in ₹ million)	Nil	5,435.92	15.06	**5,450.98**
	Percentage of total value of residential units booked (%)	Nil	99.72	0.28	**100.00**
Fiscal 2022	*No. of residential units*	Nil	46	41	**87**
	Total value of residential units booked (in ₹ million)	Nil	905.92	569.73	**1,475.65**
	Percentage of total value of residential units booked (%)	Nil	61.39	38.61	**100.00**
Fiscal 2021	*No. of residential units*	4	2	99	**105**
	Total value of residential units booked (in ₹ million)	579.40	153.68	1,227.70	**1,960.78**
	Percentage of total value of residential units booked (%)	29.55	7.84	62.61	**100.00**

The limited availability of land and fierce competition for available plots in the MMR, Maharashtra (*Source: Anarock Report*) is in our view an entry barriers for real estate developers. Further, the aforementioned limited availability of land and the high cost of construction in the western suburbs alongside extensive regulatory framework for real estate in India is also expected to create entry barriers, Further, undertaking redevelopment projects is inherently different from developing new projects because, generally, these projects require engaging with multiple parties whose interests are not always similarly aligned and the additional expertise required in managing these interests and the logistics of addressing the requirement of such persons.

We are a leading player in select micro-markets of, and an established developer in, the MMR*, *Maharashtra

We are an established developer of new and redevelopments projects in the MMR, Maharashtra which is India's commercial capital and also one of the highest density cities in the country. Additionally, Mumbai is the biggest and most expensive real estate market in India. During the time frame from 2021 to Q1 2023, the capital values of MMR, Maharashtra grew by 12% approximately. *(Source: Anarock Report)* We have grown over the years through a diversified approach to development of residential property and our core strengths comprise (i) development / construction of residential premises on land acquired by our Company and (ii) redevelopment of existing premises. The Western Suburbs of Mumbai are well-connected to other parts of the city through an extensive network of local trains, buses, and major roadways. The area offers a blend of residential, commercial, and recreational options, making it a popular choice for residents and visitors alike. (*Source: Anarock Report*) While, historically, a significant proportion of our projects have been in the western suburbs of MMR, we have also developed projects in the eastern suburbs of Mumbai, Maharashtra and in south Mumbai.

We are amongst the top-10 developers in the Borivali West micro-market and have a 4% share in the total supply and 6% share in the total absorption of cumulatively from 2022 to Q1 2023. Further, in Borivali West micro-market we account of 13% of the top 10 developers supply since 2017 and 15% of the share of the top-10 developers from 2022 onwards. Moreover, in the Goregaon-East micro-market we had 26% share in the total supply and 22% share in the total absorption cumulatively from 2022 to Q1 2023 and an 8% share each in the total supply & absorption of Goregaon East cumulatively from 2017 to 2023. Additionally at 28% we have the highest share of supply amongst the top-10 developers in Goregaon East micro-market, cumulatively from 2017 to Q1 2023. Further, since 2017, we have been one of the major market players in terms of 4 BHK, 3 BHK & 2 BHK units supply in the cumulative micro-markets of Andheri East, Goregaon East, Santacruz West and Borivali East accounting for 5%, 6% and 3%. *(Source: Anarock Report)*

The pillars on which our brand recognition is based are (i) integrity and value proposition, (ii) location of our projects, (iii) adherence of delivery schedule, and (iv) quality, aesthetically designed, sustainable construction model. Our blended focus on re-development or development of residential properties also helps us continue operating in the western suburbs of Mumbai, Maharashtra where there is paucity of land but opportunity for re-development is higher and also in the eastern region where the land parcel is more economical and more abundant for development of new projects. Our consistent growth demonstrates the viability of our blended approach.

Further, in addition to being well-conceived and designed our projects also seek to provide our customers with aspirational life-style amenities and facilities. Our projects are designed to be capacious with a view to enhance and maximise the available living space in each of our residential units. *(Source: Anarock Report)*.

Experienced Promoter and strong and technically proficient management team

Amit Mangilal Jain, our Promoter and Chairman and Managing Director, has been instrumental in developing the vision for our Company. He started working under the guidance of his father and gained valuable experience in the real estate business and has carried on the tradition and legacy of engaging customers with trust and integrity. Our Promoter gradually acquired control over our Company with acquisition of aggregate 31.10% of the paid-up share capital of our Company on October 20, 2001 which increased to 99.30% of the paid-up share capital of our Company on November 30, 2010. For further details, please see *Capital Structure - Notes to the Capital Structure - Equity Share capital history of our Company* on page 76. Amit Mangilal Jain has over 20 years of experience in the real estate business and he has sought to instill his core business values which are reflected in our operations. His experience and technical knowledge of the real estate sector helps our Company immensely. He also has developed projects through his proprietorship viz. M/s Arkade Creations, under which he has completed a number of projects. A list of projects undertaken through M/s Arkade Creations are set out below.

Project	Location	Nature of the project	Date of receipt of occupation certificate	Total Constructed area *(in square feet)*
Green Avenue 1	Borivali East	New Project	March 11, 2003	35,000
Green Avenue 2	Borivali East	New Project	March 11, 2003	55,000
Park Side	Borivali East	New Project	May 9, 2004	75,000
Harmony	Borivali East	New Project	May 9, 2006	13,000
Casa Bella	Borivali East	New Project	January 2, 2007	21,000
Vineet CHSL	Kandivali West	Redevelopment	February 7, 2008	39,000
Om Khushal CHSL	Vile Parle East	Redevelopment	February 26, 2010	59,000
Jayshree	Malad West	Redevelopment	February 25, 2013	74,000
Total				**371,000**

Our Whole Time Directors, Sandeep Ummedmal Jain who head Business Development, Purchase, Contracts, Liaisoning and Legal, and Arpit Vikram Jain, who heads the Accounts, Finance, Taxation, Sales, Marketing, CRM, HR, administration departments have been on our board of directors since 2016, also strengthen our management and execution capabilities. Our Executive Directors are ably supported by strong and technically proficient management team of executives who supervise various department such as legal, sales, marketing, and business development that are instrumental in implanting our business strategies. Our experienced management team has developed a keen understanding of real estate in MMR, Maharashtra and, in particular, in the micro-markets we operate in. We continue to leverage the experience and technical expertise of our Promoter, our Whole Time Directors and our management team to deliver our projects without any delays and strategically acquire new lands and business opportunities. We believe that our collective experience and expertise in the real estate industry enables us to gauge changes in customer demands and market trends and adapt to such changes.

Strong in-house resources

We have adopted an integrated business model with in-house resources to carry on a project from its initiation to completion. Our in-house resources include our legal team, business development, purchase and contracts, and sales and marketing team. Our legal team undertakes the due diligence of the proposed properties to be acquired for development projects and negotiates agreements which our Company enters for re-development projects. Due diligence of properties helps us in avoiding unnecessary disputes which may be associated with any parcel of land and consequently helps us in delivering dispute free premises to our buyers. Our business development team scouts for land in premium geographies within micro-markets with good development potential and focus on acquiring such lands at competitive prices.

Our sales team facilitates property transactions by advertising, networking with channel partners and formulating various strategies to grow our business. We believe that customer relationships are crucial to the real estate business and our sales team along with our customer relationship team builds our customer network by providing personalized service throughout the sales process. We believe that our customers act as brand ambassadors for our Company and share referrals which has helped our brand grow. We believe our customer centric business model enables us to thrive in competitive markets. Our marketing team plays a crucial role in driving success by implementing strategic initiatives to promote and sell our projects. Our marketing team undertakes intensive market research and formulates comprehensive marketing strategies defining marketing objectives, identifying target markets, selecting appropriate marketing channels such as digital advertising, social media, print media and events. Our marketing team serves as a driving force in boosting sales, establishing brand awareness through various strategies and cultivating a positive brand image. We believe that, our marketing team's adept use of various traditional techniques and efficient leveraging of third party managed resources such as real estate focused digital search platforms, enables us to effectively reach and engage target audience, resulting in increased property sales and sustained business growth.

Timely completion of projects

The housing demand in India has always been high as homeownership is an emotional decision and this asset assures safety and financial stability along with a social standing. *(Source: Anarock Report)* Given the emotional aspect of home ownership in India, the ability to complete construction of projects within the timelines that have been declared prior to the initiation of the project becomes one of the essential elements of a real estate development project in India.

A key aspect of our success and our growth over the years has been our ability to consistently deliver projects within, and often before, the scheduled project completion timelines. While earlier there were no regulatory ramifications for non-completion of projects within specified timelines, the introduction of RERA has made adherence to agreed timelines essential. We have over the years demonstrated an ability to consistently deliver projects within the agreed timelines. The table sets out some of our recent projects which demonstrate our ability to deliver projects well before the scheduled dates of completion.

Project	Location	Constructed Area in Sq. ft.	Date of C.C.	Date of OC	RERA Completion date	Completed Before Time (No. of Months)
Arkade Earth	Kanjurmarg (East)	8,90,000	November 2015	Phase 1 - DEFG Wing - February 2020	Phase 1 - DEFG Wing – December 2022	20
				Phase 2 - ABC Wing- Apil 2021	Phase 2 - ABC Wing- December 2023	20
				H Wing - April 2022	H Wing - December 2022	8
Arkade Darshan	Vile Parle (East)	36,074	October 2020	November 2022	June 2023	7
Arkade Rise*	Carmichael Road	50,000	June 2017	February 2020	December 2021	22
Arkade Serene	Malad (West)	1,30,000	July 2021	February 2023	June 2024	16

** Executed through a partnership firm in which we hold the majority stake*
Source: Anarock Report

Some of the key factors that has enabled us to complete projects on or before the scheduled completion dates are our well-defined processes which ensure that we commence a project only after we have received the necessary approvals, and the close coordination amongst our various teams involved in the execution of a project.

STRATEGIES

Set out below are the key aspects of our business strategy.

Continue to expand in the eastern region of MMR, Maharashtra and foray into the Thane suburbs

The housing demand in India has always been high as homeownership is an emotional decision and this asset assures safety and financial stability along with a social standing *(Source: Anarock Report)*. We expect to be able to leverage this aspect within Mumbai, and in particular, in the eastern region of the MMR, Maharashtra. Growth in the eastern suburbs of Mumbai is expected to be driven by various factors including significant infrastructure development, proximity of business locations, such as BKC, Andheri, Powai and Goregaon, strong social infrastructure, urban renewal and redevelopment projects, emerging entertainment and lifestyle hubs. Additionally, the eastern suburbs, especially Powai and Vikhroli, have seen a rise in the number of IT and BPO businesses opening up offices. The expansion of these industries has increased the employment possibilities and the demand for housing in these suburbs. *(Source: Anarock Report)*

Since 2017, we have expanded our business in the eastern region of MMR, Maharashtra and aim to continue to expand our business operations in this region. We have a have 14% share in the total supply and 15% share in the total absorption of Kanjurmarg East micro-market consolidated from 2017 to Q1 2023. Further, we anticipate that the eastern region will enable us to acquire larger parcels of lands at competitive prices and build larger premium projects. We have already completed 1 project in the eastern region Further, we launched a new project in Mulund where, currently, the average capital value in Mulund West is INR 23,883 per Sq. ft on carpet, which is significantly higher than the average for Mumbai. (*Source: Anarock Report*) We intend to capitalise on our experience, quality of projects and quick turnaround time to identify prime locations and deliver premium residential premises in this region.

We also propose to expand our operations in the Thane suburbs of Maharashtra. Thane abuts MMR, Maharashtra and has abundant large land parcels which opens another opportunity for us to expand our premium range of residential properties including developing self-sustaining townships. Thane is a major residential region abutting MMR, Maharashtra and we anticipate that our focus on delivering premium residence with competitive price will enable us to establish our Company as a leading real estate developer in the region.

Moving up the value chain to premium / luxury residential premises

Our primary focus has always been to deliver value luxury affordable residential premises to our buyers in high-density regions of MMR, Maharashtra while placing a premium on construction quality and catering to aspirational life-style choices. We have, generally, undertaken projects with 1 acre and upward of land, which allows us to offer the life-style amenities and choices to our customers. We are further proposing to augment our value proposition and move up the value chain by undertaking projects that are developed over a larger land area which will enable to us to *inter alia* construct more premium properties with greater amenities and facilities and opportunities for recreational activities. We also propose to develop these properties with higher per-unit carpet area, more appealing aesthetics, and more luxurious furnishings and accessories. For instance, some of the key lifestyle facilities that our projects have include vehicle free eco–decks, which houses amenities like air-conditioned gymnasium and open gymnasium, banquet/ party hall, designated play area for children, gazebo and designated walking track.

While the housing demand in India has always been high as homeownership is an emotional decision and this asset assures safety and financial stability along with a social standing, according to consumer surveys conducted by Anarock from 2018 to 2022, real estate emerged as the most preferred asset class compared to other investment options. Over the period there has been a gradual rise in buyers' inclination towards choosing real estate as an investment avenue. (*Source: Anarock Report*) Further, developers who demonstrate the capability to complete projects as per the schedule and with minimal execution risk are now preferred, even if their properties are relatively higher priced. This change in buyer behaviour, coupled with the liquidity challenges faced by smaller developers, is likely to drive further consolidation within the real estate sector. In the coming years, financially robust and well-organized players are expected to dominate the market, securing most of the market share. (*Source: Anarock Report*) We expect that our integrity and value proposition, the timeliness of our project delivery, and our brand recognition will enable us to move up the real estate value chain and benefit from the opportunities that are available.

Continue to focus on our blended business model

MMR, Maharashtra serves as a significant employment hub for both organized and unorganized industries in the country. The presence of grade-A office spaces in Mumbai directly influences the demand for housing in MMR, Maharashtra, particularly in the organized sector. The employment opportunities generated by these organized industries significantly contribute to the housing demand in the region. Additionally, the employment generated from the unorganized sectors also impacts the housing demand, particularly in the suburban areas of MMR, Maharashtra. In MMR, Maharashtra, a section of the supply of residential units originates from re-development projects. These projects may originate from slum rehabilitation, MHADA layouts redevelopment, cessed buildings redevelopment or housing societies redevelopment. Anarock estimates that the supply for the period of 2017 to Q1 2023 is approximately 52,000 units. Some demand from the investor community to invest into residential real estate has helped in improving the overall housing demand in MMR, Maharashtra and higher disposable income of the working professionals in MMR, Maharashtra with steady residential prices has contributed to the residential demand in MMR, Maharashtra. (*Source: Anarock Report*)

All the aforementioned factors demonstrates that the MMR, Maharashtra region generates demand for new project development and for redevelopment of existing premises. Therefore, we aim to continue our blended business model consisting of (i) development / construction of residential premises on land acquired by our Company and (ii) redevelopment of residential premises. Our experience reflects that entering into redevelopment arrangements with housing societies enables us to remain capital efficient as the capital required for such projects is less than new development projects and the abundance in the availability of projects in upcoming regions such as western and eastern region of MMR, Maharashtra. Our efficient use of capital and the financial strength derived from our redevelopment projects provides us financial flexibility to undertake new projects in developing areas of MMR, Maharashtra and also enables us to develop more premium properties.

BUSINESS OPERATIONS

Our residential projects with certain percentage of commercial space and our mixed business model caters to a wide range of customers with varied income brackets.

OUR PROJECTS

We are a developer of residential premises based in the MMR, Maharashtra equal focus on new residential projects and redevelopment projects. Our projects straddle a spectrum of budgets and our project portfolio is varied. Set out below is a brief description of our completed, ongoing and upcoming projects.

Completed Projects

As of July 31, 2023, we have completed 10 projects (both stand-alone and through joint development arrangements with other third parties) aggregating more than 1.80 million Sq ft. Set out below are brief details of the projects that we (including through partnership firms in which we hold the majority stake) have completed, independently.

Project	**Location**	**Nature of the project**	**Date of receipt of occupation certificate**	**Total Constructed area *(square feet)***
Arkade Serene	Sundar Nagar, Malad West	Redevelopment	February 8, 2023	130,000
Darshan	Vile Parle East	New Project	November 7, 2022	36,074
Arkade Earth	Kanjurmarg East	New Project	Phase 1 – Wings DEFG – February 2020 Phase 2 – Wings ABC – April 12, 2021 H wing – Apr 4, 2022	890,000

Project	Location	Nature of the project	Date of receipt of occupation certificate	Total Constructed area *(square feet)*
Arkade Rise*	Carmichel Road, Mumbai	Redevelopment	February 1, 2020	50,000
Jeevan Sarita	Vile Parle East	Redevelopment	June 24, 2019	100,000
Arkade Art*	Mira Road	New Project	Phase I- July 29, 2017 Phase II- July 3, 2018	400,000
Arkade Adornia	Goregaon East	Redevelopment	May 17, 2017	78,000
New Bharat Villa CHSL	Vile Parle West	Redevelopment	October 21, 2014	21,000
Gangadhar Nagar	Borivali East	Redevelopment	September 21, 2013	72,000
Mahant	Vile Parle East	Redevelopment	March 1, 2013	25,000
Total				**1,802,074**

** Executed through a partnership firm in which we hold the majority stake.*

As certified by Sher Singh B Chilotra, independent chartered engineer pursuant to certificate dated August 31, 2023

In addition to the projects mentioned in the table immediately above, we have also completed 9 projects through joint development arrangements with other third parties of which 0 were redevelopment projects and 9 new projects.

Ongoing projects

We are, currently, developing 5 residential projects spread across the eastern and western suburbs of the MMR, Maharashtra. These projects, when completed, are expected to aggregate 1,876,422 million square feet of developable area comprising 646,940 square feet of saleable RERA carpet area spread across 589 'available for sale' units. Set out below are brief details of these projects.

Project#	Location	Nature of the project	Expected completion date*	Total number of units available for sale	Total developable area *(in square feet)*	Saleable RERA carpet area *(in square feet)*
Arkade Aura	Santacruz, MMR, Maharashtra	Redevelopment	December 31, 2025	43	293,692	55,536
Arkade Prime	Andheri East MMR, Maharashtra	New Project	December 31, 2025	114	123,740	66,252
Arkade Aspire	Goregaon East, MMR, Maharashtra	New Project	December 31, 2025	228	379,972	168,643
Arkade Crown	Borivali West, MMR, Maharashtra	Redevelopment	December 31, 2025	123	401,073	107,132

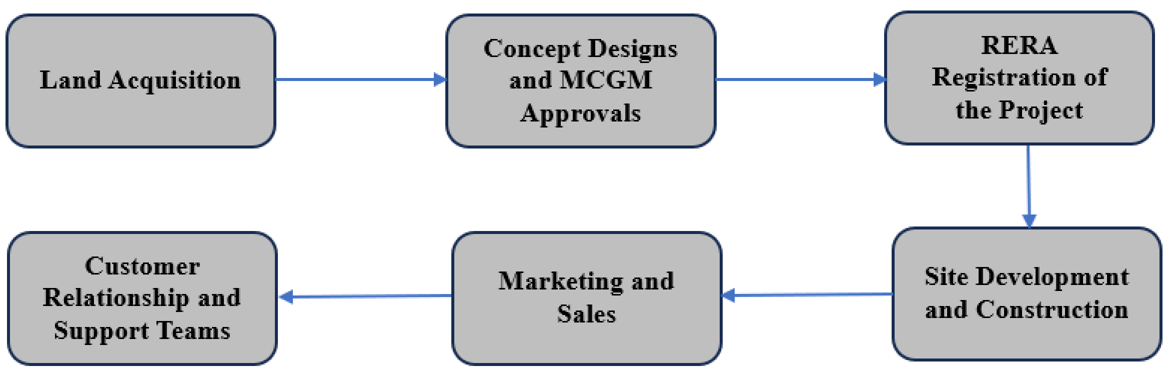
Project[#]	**Location**	**Nature of the project**	**Expected completion date***	**Total number of units available for sale**	**Total developable area *(in square feet)***	**Saleable RERA carpet area *(in square feet)***
Arkade Nest	Mulund, MMR, Maharashtra	New Project	June 30, 2027	81	677,945	249,376
Total				**589**	**1,876,422**	**646,940**

 # Information provided in respect of our Ongoing Projects is based on our current management plans and is subject to change.
**Per RERA filings.*

Upcoming projects

Further, we have recently entered into a development agreement for the redevelopment of 2 projects located in the western region of the MMR, Maharashtra specifically, in Malad, West and Vile Parle, East. These projects when completed are expected to aggregate 395,478 square feet of developable area. Set out below are brief details of these projects. We are yet to commence any construction activities on these projects.

Project Development – Process



The process of project development that we follow in the MMR, Maharashtra involves different aspects and can be segregated into the following categories.

- Land acquisition;
- Concept design and approval from the MCGM;
- RERA registration of the Project;
- Site development and construction; and
- Marketing and sales.

Land Acquisition

The most important aspect of real estate development industry is identifying the ideal land parcel for development. The location and the area surrounding the land parcel play a pivotal role in valuation and saleability of projects. Our process of land acquisition starts with site visit (including the areas surrounding the site) by our business development team. This is followed by a feasibility study by our business development team. Once the business development team ascertains that the site is feasible, a senior management team, including our managing director and other executive directors, visit the site and thereafter, we undertake a detailed analysis of the viability of the project including development potential, MCGM charges and the potential revenue.

Some of the salient aspects that we generally consider while evaluating a land parcel for acquisition (open plot or society redevelopment) are:

A) title searches and legal due diligence;

B) location, accessibility (road access) and development potential;

C) height restrictions, if any;

D) land use analysis for residential / Commercial / office spaces or mixed use.

E) financial viability.

F) regulatory framework including local body approvals, environmental approvals and, or, other relevant approvals depending on the nature of development.

G) detailed study for product mix based on market research.

H) design and architectural feasibility.

Redevelopment of co–operative housing society

In addition to the factors above, redevelopment of a co-operative society also entails participating in the tender process initiated by society for redevelopment, making presentations to the committee and the members. We also arrange for site visits for the members of the concerned society to our ongoing and completed projects. If selected, we work closely with the concerned society in planning and finalising the development agreement and the conveyance deed.

Concept designs and MCGM approvals

Concept design

Once a land parcel is identified and acquired we share the design brief with the design architect who has been selected for executing the project based on factors including the location and size of the project. Thereafter, a detailed analysis is made after undertaking a detailed market study for type of product offering, carpet area, and amenities for the project.

Once we receive the first drawn plans from the design architect (i) in case of an open plot development our senior management evaluates the plans and (ii) in case of society redevelopment, our senior management evaluates the plans in conjunction with the inputs received from the society members. The process of planning and layout improvement continues until optimization of plans. One of the features of our evaluation process is that our senior management evaluates the plan at the design stages from multiple perspectives including from the perspective of the local body norms, the various approvals required including environmental aspects, height clearance etc. which our experience has demonstrates expedites the overall process.

We also engage experts in structural aspects such as mechanical, electrical and plumbing aspects (**MEP**), parking and landscaping architects at the design stage itself so that all aspects are taken into consideration at the initial planning level which facilitates more efficient and quicker execution of the project.

Approval Process

Subsequent to planning we plan for approvals, and we engage specialised architects who liaise with various relevant governmental authorities which vary depending on the location of the project.

We submit the plans to the MCGM (in the case of projects in the MMR, Maharashtra) along with certain critical clearances including 'no objection certificates' from various departments such as fire, traffic, storm water drain etc. The MCGM process of scrutiny of the file and the entire process flow upto approval can be tracked online.

The *'intimation of disapproval'* (*IOD*) is the first authorisation obtained in the process, and development work at the site can commence only on receipt of the IOD. The IOD is typically subject to certain conditions and once we demonstrate compliance with the conditions a commencement certificate (*CC*) is issued. Once the CC is received, we can commence work on the land. The MCGM and, in case of a redevelopment project management consultants, monitor the progress of the construction.

In the case of a redevelopment project a 'vacating notice' is given to the members of society to handover the premises to us for development. Once we receive the vacant premises we demolish the existing structure after receipt of IOD.

RERA registration of the project

Since implementation of The Real Estate (Regulation and Development) Act, 2016 we need to obtain MAHARERA certificate for any project. The MAHARERA certificate needs to be obtained for any development undertaken on a plot exceeding 500 square meters or any development project where more than 8 units are to be sold. The process of obtaining the RERA certificate is also online and the application must be accompanied with all necessary documents including the title documents, encumbrances and project specifications. The certificate of registration issued by the MAHARERA is mandatory for the project sales and marketing, and further quarterly updates that must made during the lifecycle of the project.

Site development and construction

The construction commences on site with drawings and specifications issued by the architects with drawings certified as '*Good for Construction*' (*GFC*). We ensure that the construction site is sufficiently manned by qualified engineers and supervisors to overlook the entire of gamut of construction operations being undertaken. The construction team at site works closely with other departments based out at central office such as the purchase department for procurement of materials at site, billing and contracts for appointment of contractors for different aspects of the construction, the accounts team for vendor payments etc.

We engage experienced contractors for civil constructions (RCC work) who provide the labour for construction of the project whereas we procure and supply raw materials like steel, cement or ready-to-mix concrete, and other materials and our engineers and supervisors continuously monitor the construction work at the site. We engage multiple contractor for different aspect of construction and each contractor is engaged and we execute project specific contracts including for tiling work, gypsum work, electrical contractors for wiring and switches work, frame and railing works, plumbing and sanitation and water lines, and water proofing.

We also employ professionals in our quality and safety departments who continuously monitor different aspects pertaining to quality of construction, the safety of the workers at site, and the impact on the surrounding neighbourhood. We also impart special on-site safety training to workers. Our quality assurance team also strives continually to improve our standards to ensure that we follow 'industry best practices'. All construction at our project must adhere to the quality benchmarks and various testing parameters that are set out in our quality control policy. Each contract with contractors stipulates stringent standards that must be followed during construction, adherence to which is constantly monitored, and failure is penalised.

All our construction works are carried out on a turnkey contract basis with the respective contractor. We manage the various agencies and coordinate their activities at the construction site. We have staff at each of our ongoing sites with a project manager leading the team ably supported by engineers, supervisors, safety and quality personnel. The site is secured by appointing a third-party security agency for continuous vigil, and we also install CCTV cameras and the site is monitored from the central office.

Once the construction reaches an advanced stage we engage other agencies for installation of elevators, landscaping and soft scaping, execution of lobbies and common areas.

The development work is undertaken in accordance with the approved plan and on completion of the entire construction activity and other facilities, we apply to the MCGM for occupation certificate and building completion certificate for the project which are issued after inspection.

Marketing and Sales

Marketing plans for the project commence immediately on finalisation of the project details. We work with various agencies for designing and implementing marketing initiatives such as concept and designing brochures, site dressage, 3D walk-through, print and digital marketing communication etc. We also engage various media for publicity including print, radio, outdoor media and digital media. We also, generally, hold on-ground events increase the visibility of our brand and for lead generation for our projects. Additionally, we run various marketing and advertising campaigns during the life cycle of the project to generate leads, site visits and awareness about our Company and the project. We have seasoned real estate and digital marketing professional in our team who leads our branding, marketing and lead generation initiatives.

We deploy sales personnel at each of our ongoing project sites. Our sale department is divided into smaller teams for different functionalities such as sales, pre-sales, sourcing and customer relationship management. The pre-sales team handles all in-bound and out-bound enquiries and leads generated from all the marketing campaigns for the project and is responsible for organising site visits for potential customers. The pre-sales team also engages customers with post visit feedback calls.

Our sourcing team meets and continually engages with various intermediaries such as brokers, channel partners, institutional channel partners and international property consultants. We generate leads and site visits through such intermediaries and upon successful closure of deal incentives are paid to such channel partners in accordance with our policy which is commensurate with market standards.

The sales team attends to clients visits, explains the projects with the various tools available at site sales office like scale model, audio visual demonstrations, drone video shoots, brochures and other printed literature, floor plans etc. We also have a sample flat and furnished apartments at site/ off site to display to customers. They cater to visits generated by the pre-sales and sourcing teams and also direct walk-ins who visit the site. The sales team also play a key role in providing inputs at the product design and typography and planning stage of each project. The sales team also engages customers who have already purchased residential units for future references. The sales team engages the customers until completion of the purchase confirmation formalities and documentation and the receipt of the initial 'earnest money' amount. Thereafter, the customer relationship management (*CRM*) team takes over the process.

Customer relationship

The CRM team takes over the client from the sales team and engages with the customer through the remainder of the project cycle until delivery of possession and also undertakes post-possession processes. Once the relevant customer documents are received from the sales team, The CRM team confirms the sale and communicates other aspects of the sale including the payment schedule. The CRM team manages collections from clients, execution of sale related agreements, the registration process, the approved project financial number (*APF*) process with banks, for the home loan approval process, payments from clients *as per* work progress through self-payment or bank loans. Upon receipt of OC for the project, the CRM team hands over possession of the unit to the customers.

Support teams

Our operations and sales teams are ably supported in project completion by our legal, liaison and finance teams which comprise qualified professionals. The legal and liaison teams assist our operations and sales team from acquisition of the project till completion. We have developed in-house legal expertise for undertaking due diligence on all aspects of the project, contract drafting and negotiations. The liaison team gets the project approval and project completion from the MCGM.

In addition to the legal and liaison team, we also have experienced administration and finance team which oversee finance, cash flow management, vendor payment and other statutory compliances. The administration team along with the human resources management team manages employee requirements, payroll and salaries, organisational development. The human resource management team also undertakes frequent training programmes and employee engagement programmes.

As on July 31, 2023, we had 123 permanent employees. A department wise break-up of our permanent employees is set out below.

Department	**Number of employees**
Projects, Business development and liaisoning	48
Sales and Marketing	38
HR, Administration and Information Technology	17
Purchase, Contracts and Billing	11
Accounts and Finance	9
Total	**123**

Additionally, as on July 31, 2023, we also engaged 586 workers on contract basis.

Health, Safety and Environment

The Indian real estate industry and construction activities are regulated at the national, state and municipal level by different statutory authorities and regulatory bodies. We are committed to adhering to all applicable laws and regulations in the MMR, Maharashtra region in which we operate and are committed to sustainable development practices. We comply with the various national, state and municipal environmental laws and regulations in India including, when applicable, the coastal regulation zone laws. Our operations are also subject to monitoring and inspections by the government officials with regard to various environmental issues. Our projects are also developed in compliance with the relevant permissions accorded by various authorities including environmental clearances.

We also have developed health and safety measures that we and each contractor we engage must comply with. We take the safety and welfare of our employees and the workers who work at our project sites and we display prominently, including in vernacular, the safety measures to be followed at each our project sites.

Pricing

We undertake an in-house market study of the specific micro-market and assess the historical and prevailing project sale rates during the feasibility stage prior to (i) acquisition of land (in case of a new development) and (ii) execution of the development agreement (in case of a redevelopment). The data collected from our market study for projects in the micro-market and in the vicinity of our proposed project (we assess projects in a 5 km radius of our proposed project) is supplemented by other information obtained other sources including from channel partners and that which is generally available on in the public domain such as registration data, digital media portals. Further, we undertake the aforementioned exercise prior to the launch of the project. Our market study and assessment take in account the various aspects including the products and amenities on offer in projects within a 5 km radius of our proposed project. All the data collected and factored in is combined to arrive at the proposed pricing structure which is presented to the upper echelons of our management who then decide the launch price. Further, we continually review the data during the life cycle of the project and amend our pricing structure if, and to the extent, required.

Intellectual property rights

Our intellectual property comprises trademarks associated with our business. Details of our trademarks are set out below:

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
1.	4138111	ARKADE	36	April 4, 2019	Registered	April 4, 2029
2.	4138112	ARKADE	37	April 4, 2019	Registered	April 4, 2029
3.	4138113	ARKADE The future is now	36	April 4, 2019	Registered	April 4, 2029
4.	4138114	ARKADE The future is now	37	April 4, 2019	Registered	April 4, 2029

Property

We operate out of our Registered and Corporate Office situated at Arkade House, Opp. Bhoomi Arkade, Near Children's Academy, A S Marg, Ashok Nagar, Kandivali (East), Mumbai - 400101, Maharashtra, India.

Insurance

We have well-established risk management processes in place. We also purchase and maintain adequate insurance to cover the various risks associated with our business, which may include physical loss or damage, including natural perils. We generally maintain insurance covering our assets and operations at levels that we believe to be appropriate and in line with industry standards. We also ensure that our contractors obtain workmen compensation insurance policy while carrying out any activities on our behalf.

Details of our total insurance coverage *vis-à-vis* our net assets as at March 31, 2023, March 31, 2022 and March 31, 2021 is set out below:

(Amount in ₹ millions, unless specified otherwise)

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Insurance coverage* (A)	2,172.52	13.88	0.60
Net assets** as per Restated Consolidated Financial Information (B)	5,026.86	3,008.36	2,044.35
Net tangible assets*** (C)	1,993.56	1,490.26	998.57
Insurance expenses as per Restated Consolidated Financial Information	0.86	0.70	0.65
Insurance coverage times the net assets (A/B)	0.43	0.00	0.00
Insurance coverage times the net tangible assets (A/C)	1.09	0.01	0.00

** Insurance coverage = Total insurance coverage amount by considering insurance policies of property, equipments, vehicles, stock, erection and all risk insurance*

***Net assets = Property, Plant and Equipment (net block) + Capital Work in Progress + Intangibles (net block) + Investment Property (Buildings net block) + Inventories*
**** 'Net Tangible Assets' means net block of Property, Plant and Equipment, capital work in progress for fixed assets (including capital advances), Current Assets, Non current assets (other than Net block of Property, Plant and Equipment, Intangible Assets and Deferred Tax) and excludes Borrowings (secured loans and unsecured loans) and current and non current liabilities and provisions.*
As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023

Competition

We operate in Mumbai which is a highly competitive real estate market. We face competition from large real estate developers with pan-India operations and smaller operators who are specific to micro-markets in Mumbai. Our competitors include both large corporate and small real estate developers. Some of the key aspects of our ability to compete effectively are that our projects are conveniently located, comprise aspirational life-style amenities and are efficiently priced.

Corporate social responsibility initiatives

Our Company, our senior management and our employees are conscious of our social responsibilities and are committed to contributing to society. Our Company has adopted a Corporate Social Responsibility (**CSR**) policy that is in line with our corporate values and our CSR activities are administered by the CSR Committee. For further details, see *'Our Management'* on page 232. During the Fiscal 2023, Fiscal 2022 and, Fiscal 2021, our Company spent ₹ 7.94 million, ₹ 4.50 million and ₹ 3.22 million, respectively, towards CSR activities, in compliance with applicable law. The focus areas of our CSR activities are health care including preventive health care and sanitation, protection of art and culture, environmental sustainability and soil, air and water quality, and eradicating hunger, poverty and malnutrition.

KEY REGULATIONS AND POLICIES

The following is an overview of certain sector-specific relevant laws and regulations which are applicable to the business and operations of our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description of laws and regulations set out below is not exhaustive but indicative and is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by our Company, see 'Government and Other Approvals' on page 384.

Business Related Laws

The Real Estate (Regulation and Development) Act, 2016 and the rules made thereunder

The Real Estate (Regulation and Development) Act, 2016 ***(RERA)*** seeks to regulate and promote real estate sector by establishing a specialised forum known as the Real Estate Regulatory Authority (**Regulatory Authority**) and to ensure sale of plot, apartment or building, as the case may be, or sale of real estate project, in an efficient and transparent manner and to protect the interest of consumers in the real estate sector and to establish an adjudicating mechanism for speedy dispute redressal. It mandates the registration of residential and commercial projects before advertising, booking, selling or offering apartments for sale, or inviting persons to purchase such projects. The application for registration must disclose brief details of the enterprise of the promoter, brief details of the projects launched by the promoter in the past 5 years, an authenticated copy of the approval and commencement certificate received from the competent authority, the sanctioned plan, layout plan, specifications of the project, proforma of the allotment letter, number, type and carpet area of the apartments, the names and addresses of the promoter's real estate agent and a declaration by the promoter stating that he has a legal title to the land and the time period within which he undertakes to complete the project.

The RERA mandates that the promoter shall not accept more than 10% of the cost of the apartment or plot or building as advance payment or an application fee from a person without first entering into a written agreement of sale with such person and registering such agreement. Further, in case of delay in handing over possession, the promoter shall be liable to return the amount received by him from the allottee with interest and compensation. However, if the allottee does not intend to withdraw from the project, he shall be paid interest by the promoter till the handing over of the possession. The RERA also ensures that the promoter does make any addition or alteration in the sanctioned plans, layout plans and specifications without the previous consent of the allottees. In case of any structural defect or any other defect in workmanship, quality or provision of services or any other obligations of the promoter, the promoter shall rectify such defect without further charges within the time stipulated under RERA and if he fails to do so, the aggrieved allottee shall be entitled to receive appropriate compensation.

We are also required to comply with the rules, regulations and orders issued under RERA by the State Governments of Maharashtra, inter alia, Real Estate (Regulation and Development) (Registration of Real Estate Projects, Registration of Real Estate Agents, Rates of Interest and Disclosures on Website) Rules, 2017 and Maharashtra Real Estate (Regulation and Development) (Recovery of Interest, Penalty, Compensation, Fine payable, Forms of Complaints and Appeal, etc.) Rules, 2017.

National Building Code of India, 2016

National Building Code of India, 2016 (**Code**) a comprehensive building code, is a national instrument providing guidelines for regulating the building construction activities across the country. It serves as a model code for adoption by all agencies involved in building construction works, including the public works departments, other government construction departments, local bodies or private construction agencies. The Code mainly contains, inter-alia, administrative regulations, development control rules and general building requirements; fire safety requirements; stipulations regarding materials, structural design and construction (including safety) and building and plumbing services.

The Transfer of Property Act, 1882

The Transfer of Property Act, 1882 (**TP Act**) establishes the general principles relating to transfer of immovable property in India. It deals with the various methods in which transfer of immovable property including transfer of any interest in relation to that property takes place. The TP Act stipulates the general principles relating to the transfer of property including, among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The TP Act also provides for the rights and liabilities of the buyer and seller, and the lessor and lessee in a transaction of sale or lease of land, as the case may be. The TP Act also covers provisions with respect to mortgage of immovable property.

The Registration Act, 1908

The Registration Act, 1908 (**Registration Act**) has been enacted with an objective, amongst other things, to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud. The Registration Act details the formalities for registering an instrument. Further, the Registration Act identifies documents for which registration is compulsory such as any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899 (**Stamp Act**), stamp duty is payable on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. Instruments subject to payment of stamp duty under the Stamp Act include, among other thing, instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. The applicable rates for stamp duty on instruments chargeable with duty are prescribed by state legislations. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in a court of law as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all. However, the instruments which have not been properly stamped can be admitted in evidence by paying the penalty prescribed under the Stamp Act.

Indian Easements Act, 1882

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done, in or upon, land not his own. Under the Indian Easements Act, 1882, a license is defined as a right to use property, which use in the absence of such right would be unlawful. The period and incident upon which a license may be revoked may be provided in the license agreement entered into between the licensee and the licensor.

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

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (**Land Acquisition Act**) has replaced the Land Acquisition Act, 1894 and aims at establishing a humane, participative, informed and transparent process for land acquisition for industrialisation, development of essential infrastructural facilities and urbanisation. While aiming to cause least disturbance to landowners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired or are affected by such acquisition. It provides for rehabilitation and resettlement of such affected persons. Under the Land Acquisition Act, various state rules have been notified which frame rules in relation to, inter alia, the consent process, the compensation mechanism and rehabilitation and resettlement.

Unified Development Control and Promotion Regulations for Maharashtra

The State Government of Maharashtra has introduced the Unified Development Control and Promotion Regulations for Maharashtra (**UDCPR**), which applies to building activities and development works on land within the jurisdiction of all planning authorities and regional plan areas except the Municipal Corporation of Greater Mumbai and other exclusions as specified in the UDCPR. The UDCPR applies to development and construction, part construction, change of occupancy/ use, reconstruction, and development of sites and/or subdivision or amalgamation of land.

The Maharashtra Stamp Act, 1958

Stamp duty on instruments in the state of Maharashtra is governed by the Maharashtra Stamp Act, 1958 (**MS Act**). The MS Act levies stamp duty on documents/instruments which are specified in the schedule to the MS Act and by which any right or liability is or purports to be created, transferred, limited, extended, extinguished or recorded. All instruments chargeable with duty and executed by any person are required to be stamped before or at the time of execution or immediately thereafter on the next working day following the day of execution. It authorises the State Government on receiving information from any source, to call for examination of any instrument to satisfy itself that the market value of the property referred therein has been truly set forth and the duty paid on it is adequate. Instruments not duly stamped are incapable of being admitted in court as evidence of the transaction in question. The State Government has the authority to impound insufficiently stamped documents.

Maharashtra Land Revenue Code, 1966

The Maharashtra Land Revenue Code, 1966 (**MLR Code**) is a consolidated code governing the sphere of land revenue and powers of revenue officers in the state of Maharashtra. Under the MLR Code, the commissioner is the chief controlling authority in all matters connected with the land revenue for a particular division within the state, subject to the superintendence, direction and control of the State Government. Land revenue has been defined to mean all sums and payments claimable by or on behalf of the State Government on account of any land or interest in or right exercisable over any land held, and any cess or rate authorised by the State Government, any rent, lease money, quit rent or any other payment provided under any law or contract. All land, whether applied for agricultural or other purposes, and wherever situated, is liable for the payment of land revenue to the State Government as provided under the MLR Code, unless otherwise exempted. Further, any arrears of land revenue due on a land shall be a paramount charge on the land and shall have precedence over every other debt, demand or claim. Additionally, the Maharashtra Land Revenue (Conversion of Occupancy Class-II and Leasehold lands into Occupancy Class-I) Rules, 2019 provides details upon the fees applicable for conversion of the lands granted or subsequently allowed by the competent authority to be used for agricultural or residential or commercial or industrial purpose on Occupancy Class II or leasehold rights.

Maharashtra Tenancy and Agricultural Lands Act, 1948

The Maharashtra Tenancy and Agricultural Lands Act, 1948 (**MTAL Act**) assumes management of estates held by landholders and to regulate and impose restrictions on the transfer of agriculture, dwelling houses, sites and land appurtenant thereto belonging to or occupied by agriculturists, agricultural labourers and artisans in Bombay. A tenancy has been defined in the MTAL Act as the relationship between the landlord. The MTAL Act lays down provisions with respect to the maximum and minimum rent for a tenancy, and the renewal and termination of a tenancy. The transfer of land to non-agriculturists is barred except in the manner provided under the MTAL Act. Agricultural land tribunals have been constituted under the MTAL Act with an officer not below the rank of a mamlatdar to exercise the powers and perform the duties and function of the Tribunal under MTAL Act.

Maharashtra Regional and Town Planning Act, 1966

The Maharashtra Regional and Town Planning Act, 1966 (**MRTP Act**) has been enacted to make provision for planning the development and use of land in regions established for such purpose and for constitution of regional planning board thereof. The MRTP Act also makes better provision for the preparation of development plans with view to ensuring that town planning schemes are made in a proper manner and their executions is made effective. The MRTP Act provides for compulsory acquisition of land required for public purposes in respect of the plans.

Maharashtra Slum Areas (Improvement, Clearance and Redevelopment) Act, 1971

The Maharashtra Slum Areas (Improvement, Clearance and Redevelopment) Act, 1971 (**Slums Act**) has been enacted with the objective of providing better provisions for the improvement and clearance of slum areas in the State, redevelopment and protection of occupiers from eviction and distress warrants and for other matters connected with the said purpose. It establishes a specialised authority known as the Slum Rehabilitation Authority (**SRA**) that is engaged in surveying and reviewing existing position regarding slum areas, formulation of schemes for rehabilitation of slum areas and to get the scheme implemented. The Slums Act provides that provisional slum rehabilitation scheme will be published by the authority to invite the objections and suggestions regarding the general slum rehabilitation scheme that will be implemented for areas as specified by the State Government. The scheme generally lays down the parameters for declaration of any area as the slum rehabilitation area and indicate the manner in which rehabilitation of the area declared as the slum rehabilitation area will be carried out. The SRA is responsible to submit to the State Government each financial year, an annual financial statement and the program of work for the succeeding financial year along with the estimated receipts, expenditures during the succeeding financial year. The SRA can undertake improvement works such as (i) laying of water mains, sewers and storm water drains; (ii) provision of urinals, latrines, community baths, and water taps; (iii) widening, realigning or paving of existing roads, lanes and pathways and constructing new roads, lanes and pathways; (iv) providing street lighting; (v) cutting, filling, levelling and landscaping the area; (vi) partial development of the area with a view to providing land for purposes such as parks, playgrounds, welfare and community centres, schools, dispensaries, hospitals, police stations, fire stations and other amenities run on a non-profit basis; (vii) demolition of obstructive or dilapidated buildings or portions of buildings; (viii) any other matter for which it is expedient to make provision for preventing the area from being or becoming a source of danger to safety or health or a nuisance.

Maharashtra Fire Prevention and Life Safety Measures Act, 2006

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

The Bombay Village Panchayats Act, 1958

The Bombay Village Panchayats Act, 1958 (**BVP Act**) has been enacted to make provisions relating to the constitution and administration of village panchayats with a view to establishing a village panchayat for every village or group of villages and investing them with powers and authority as may be necessary to enable them to function as units of local self-government and of development activities in rural areas. The BVP Act also empowers the panchayat to levy taxes on buildings and lands within the limits of the village, shop keeping and hotel keeping, any trade or calling other than agriculture which is carried on with the help of machinery run by steam, oil or electric power or by manual labour.

The Maharashtra Ownership Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963

The Maharashtra Ownership of Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963 (**Ownership of Flats Act**) applies throughout the State of Maharashtra. It applies to promoter who intend to construct a block or building of flats on ownership basis. The Ownership of Flats Act requires promoters to make full and true disclosures regarding the nature of title to land on which the construction is to take place and all encumbrances on the land. The promoter is required to enter into a written agreement with buyers before accepting advance payment or deposit. These agreements must be compulsorily registered. Any contravention of the provisions of the act may be punishable with imprisonment for a term of up to three years or a fine, or both.

The Maharashtra Apartment Ownership Act, 1970

The Maharashtra Apartment Ownership Act, 1970 (**MAO Act**), as amended, was enacted to provide for the ownership of an individual apartment in a building and to make such apartment heritable and transferable property in the state of Maharashtra. The MAO Act provides for, inter alia, provisions related to ownership of apartments, common areas and facilities, common profits and expenses, byelaws, insurance, disposition of property etc.

The Maharashtra Housing and Area Development Act, 1976

The Maharashtra Housing and Area Development Act, 1976 (**MHADA**) has been enacted for giving effect to the policy of the state towards securing equitable distribution of ownership and control in houses in such lands and buildings to subserve the common good. To give effect to this policy, MHADA provides for execution of proposals, plans or projects, acquisition of lands and buildings and transferring the lands, buildings or tenements to needy persons and cooperative societies of occupiers of such lands or buildings. MHADA unifies and consolidates the law relating to housing, repairing and reconstruction of dangerous buildings and carrying out improvement works in slum area. It establishes the Maharashtra Housing and Area Development Authority with a view to integrate the activities and functions of different corporate and statutory bodies.

Development Control Regulations for Greater Mumbai, 1991

The Development Control Regulations for Greater Mumbai, 1991 (**Development Control Regulations**) apply to building activity and development work in areas under jurisdiction of the municipal corporation of Greater Mumbai. The Development Control Regulations prohibit erection, re-erection or alteration of any building and carrying out any development or redevelopment on any plot or land without obtaining a development permission and a commencement certificate. All construction and development in areas falling within the scope of the Development Control Regulations must be in accordance with the requirements and specifications including, inter alia, fire protection requirements and structural design specifications provided under the Development Control Regulations.

The Development Control and Promotional Regulations (DCPR) 2034

The Development Control and Promotional Regulations (DCPR) 2034 (**DCPR 2034**) primarily governs govern all the building development activity and development work in the jurisdiction of Municipal Corporation of Greater Mumbai and covers redevelopment projects that were to obtain completion certificate. The erection or re-erection of any building or alteration of any building or carrying our any development or redevelopment, on any plot of land in the jurisdiction should be made in compliance with DCPR 2034.

Development Control Regulations for Mumbai Metropolitan Region, 1999

The Development Control Regulations for Mumbai Metropolitan Region, 1999 (**Development Control Regulations for MMR**) apply to the development of any land situated within the Mumbai Metropolitan Region as defined in the Mumbai Metropolitan Region Development Authority Act, 1974. Under the Development Control Regulations for MMR, no person can carry out any development (except those stated in proviso to Section 43 of the Maharashtra Regional Town Planning Act, 1966) without obtaining permission from the Planning Authority and other relevant authorities including zilla parishads and the pollution control board. The Development Control Regulations for MMR have demarcated the region into various zones for development purposes including urbanisable zones, industrial zone, recreation and tourism development zone, green zones and special green zones and forest zone.

Maharashtra Co-operative Societies Act, 1960

The Maharashtra Co-operative Societies Act, 1960 (**Co-operative Societies Act**) provides for the orderly development of the Co-operative movement in state of Maharashtra in accordance with the relevant directive principles of state policy enunciated in the Constitution of India. The Co-operative Societies Act provides the application process and conditions for registration of co-operative societies. Further, the Co-operative Societies Act specifies the eligibility criteria of and voting by members of cooperative societies. The Co-operative Societies Act permits the state government to subscribe to the shares of a cooperative society with limited liability or provide funds to a co-operative society for the purchase of shares in other co-operative societies with limited liability. The Co-operative Societies Act, inter alia, governs management, audit and liquidation of cooperative societies. Contravention of the provisions of the Co-operative Societies Act is punishable with a fine, imprisonment or both.

Shops and Establishment Legislations

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Environmental Legislations

The Environment (Protection) Act, 1986

The Environment (Protection) Act, 1986 (**EPA**) is an umbrella legislation designed to provide a framework for the government to coordinate the activities of various central and state authorities established under various laws, such as the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, etc. The EPA vests with the Government the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for laying down the quality of environment, standards for emission of discharge of environment pollutants from various sources as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, and examination of manufacturing processes and materials likely to cause pollution.

The Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act, 1974 **(Water Act)** aims to prevent and control water pollution by factories and manufacturing units and to maintain and restore the quality and wholesomeness of water. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, using of any new or altered outlet for the discharge of sewage or causing new discharge of sewage, must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

The Water (Prevention and Control of Pollution) Cess Act, 1977

The Water (Prevention and Control of Pollution) Cess Act, 1977 (**Water Cess Act**) provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities. Every person carrying on certain industries and local authorities is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act, at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water (Prevention and Control of Pollution) Act, 1974 or any standards laid down under the Environment (Protection) Act, 1986.

The Air (Prevention and Control of Pollution) Act, 1981

The Air (Prevention and Control of Pollution) Act, 1981 **(Air Act)** provides for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. The state pollution control board must decide on the application within a period of 4 months of receipt of such application. The consent may contain certain conditions relating to specifications of pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the state pollution control board.

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

The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016 **(Hazardous Waste Rules)** define the term 'hazardous waste' and any person who has control over the affairs of a factory or premises or any person in possession of the hazardous waste is classified as an 'occupier'. In terms of the Hazardous Waste Rules, occupiers have been, inter alia, made responsible for safe and environmentally sound handling of hazardous wastes generated in their establishments and are required to obtain license / authorization from the respective state pollution control board for generation, processing, treatment, package, storage, transportation, use, collection, destruction, conversion, offering for sale, transfer or the like of the hazardous waste.

E-Waste (Management) Rules, 2016

The E-Waste (Management) Rules, 2016 (**E-Waste Rules**) apply to every manufacturer, producer, consumer, bulk consumer, collection centres, dealers, e-retailer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment as classified under the E-Waste Rules, including their components, consumables, parts and spares which make the product operations. The E-Waste Rules mandate that a manufacturer must obtain an authorisation from the state pollution control board and also submit annual returns to the same Authority. Producers of such e-waste also have extensive responsibilities and obligations and may come under the scrutiny of either the central pollution control board or the state pollution control board. The manufacturer, producer, importer, transporter, refurbisher, dismantler and recycler shall be liable for all damages caused to the environment or a third party due to improper handling and management of the e-waste and are liable to pay financial penalties as levied for any violation of the provisions under the E-Waste Rules by the state pollution control board with the prior approval of the central pollution control board.

Plastic Waste Management Rules, 2016 (as amended)

In terms of the Plastic Waste Management Rules, 2016 (as amended), all institutional generators of plastic waste, are required to, *inter alia*, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through the authorized waste collection agency. The waste generator shall also take steps to minimize generation of plastic waste. These rules also require the producers, importers and brand owners to collect back the plastic waste generated due to their products.

Labour Law Legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Contract Labour (Regulation and Abolition) Act, 1970, the Maternity Benefit Act, 1961, the Employee's Compensation Act, 1923, the Trade Unions Act, 1926, Equal Remuneration Act, 1976, the Industrial Dispute Act, 1947, Apprentices Act, 1961, Industrial Employment (Standing Orders) Act, 1946, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Equal Remuneration Act, 1976, the Child Labour (Prohibition and Regulation) Act, 1986, and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

(a) Code on Wages, 2019, which regulates and amalgamates wage and bonus payments and subsumes 4 existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.

(b) Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

(c) Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act,1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

(d) The Occupational Safety, Health and Working Conditions Code, 2020, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020.

Other than few provisions of the Code on Social Security which have been notified on May 3, 2023, the provisions of these codes shall become effective on the day that the Government shall notify for this purpose.

Laws relating to Taxation

The Goods and Services Tax (**GST**) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (**CGST**), relevant state's Goods and Services Act, 2017 (**SGST**), Union Territory Goods and Services Act, 2017 (**UTGST**), Integrated Goods and Services Act, 2017 (**IGST**), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (**Income Tax Act**) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or rules made there under depending upon its 'Residential Status' and 'Type of Income' involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Other Applicable Laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, foreign exchange laws, FDI Policy, contract laws, customs act, anti-trust laws and other applicable statutes enacted by the Centre or relevant State Governments and authorities for our day-to-day business and operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as 'Arkade Developers Private Limited', at Mumbai as a private limited company under the Companies Act, 1956 and received a certificate of incorporation issued by the RoC, on May 13, 1986. Thereafter, our Company was converted into a public limited company, pursuant to a special resolution passed by our Shareholders on June 5, 2023, and the name of our Company was changed to its present name pursuant to a fresh certificate of incorporation issued by the RoC on July 7, 2023. Our Promoter gradually acquired control over our Company with the acquisition of aggregate 31.10% of the paid-up share capital on October 20, 2001. Subsequently, on November 30, 2010, our Promoter increased his stake to 99.30% of the paid-up share capital of our Company by acquiring 970,000 Equity Shares. For further details, please see *Capital Structure - Notes to the Capital Structure - Equity Share capital history of our Company* on page 76.

Changes in the Registered Office: Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Date of change	Details of the address of Registered office	Reason for change
December 1, 1987	The Registered Office of our Company was shifted from 125, Geetanjali, Samarth Ramdas Road, J.V.P.B.S. Bombay-49 to Plot No.14, Garden View, Amritvan, Opp Dindoshi Bus Depot, Goregaon (East), Bombay-400063	For administrative convenience
December 1, 1993	The Registered Office of our Company was shifted from Plot No.14, Garden View, Amritvan, Opp Dindoshi Bus Depot, Goregaon (East), Bombay-400063 to Sagar Complex (Old Vakharia House), M. G. Road, Near Ram Mandir Temple, Vile Parle (E), Bombay-57.	For administrative convenience
February 21, 2005	The Registered Office of our Company was shifted from Sagar Complex (Old Vakharia House), M. G. Road, Near Ram Mandir Temple, Vile Parle (E), Bombay-57 to 301 Pratik Avenue Nehru Road Vile Parle East Mumbai-400057.	For administrative convenience
March 30, 2010	The Registered Office of our Company was shifted from 301 Pratik Avenue Nehru Road Vile Parle East Mumbai-400057 to Arkade House, Opp. Bhoomi Arkade, Near Children's Academy, A S Marg, Ashok Nagar, Kandivali (E), Mumbai-400101.	For administrative convenience

We have been unable to trace certain board resolutions, statutory forms filed with the RoC and RoC payment challans in relation to change in our Registered Office. Our Company had engaged an independent practicing Company Secretary, Kala Agarwal, to trace these forms and challans which were not traceable by our Company. The independent practicing Company Secretary, was also unable to trace these RoC forms and challans, as set out in its certificate dated August 31, 2023. Accordingly, reliance has been placed on our Board resolutions or statutory forms, as the case may be, approving the change in our Registered Office. See 'Risk Factors - ' on page 44.

Main Objects of our Company:

The main objects contained in the Memorandum of Association are as follows:

1. *To acquire, take over or agree to take over or carry on or fulfill and perform any agreement and to enter in to such contracts and or agreements or as may be requisite there for and to farther sublet the contract or part there or enter into a further contract with other or others for the fulfillment of the original agreement, or to make Such provisions in respect of such agreement. as may be deemed expedient.*

2. *To carry on the business of developers, builders and contractors.*

3. *To lay out, develop, construct, build, erect, demolish, re-erect alter, repair, re-model or do any other work in connection with any building or building scheme, roads highway, docks, Ships, sewers, bridges ,wells springs, serais, damp wharves, ports reservoirs, embankments, railways, irrigations, improvements, sanitary,*

water, gas, electric light, telephonic, telegraphic and power supply works or any other structural or architectural work of any kind whatsoever and for such a purpose to prepare estimates, designs plants, specification or models and do such other or any act that may be requisite therefore.

4. To purchase, acquire, take on lease, or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account develop the same and dispose of or maintain the same and to the build township, markets, or other buildings or conveniences thereon.

Amendments to our Memorandum of Association: Set out below are the amendments to our Memorandum of Association during the last 10 years.

Sr. No.	Date of Shareholders' Resolution	Particulars
1.	February 7, 2014	Clause V of our Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹ 12.5 million divided into 1,250,000 Equity Shares of face value of ₹ 10 each to ₹ 20 million divided into 2,000,000 Equity Shares of face value of ₹ 10 each.
2.	June 12, 2023	Clause V of our Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹ 20 million divided into 2,000,000 Equity Shares of face value of ₹ 10 each to ₹ 1,850 million divided into 185,000,000 Equity Shares of face value of ₹ 10 each.
3.	June 5, 2023	Clause I of our Memorandum of Association was amended to reflect the change in the name of our Company from 'Arkade Developers Private Limited' to 'Arkade Developers Limited'.

Major events and milestones of our Company:

The table below sets forth the key events in the history of our Company:

Year	Particulars
2005	Acquired and Launched Project Casa Bella in Borivali West.
2007	Commenced Redevelopment of Vineet Co-operative Housing Society in Kandivali West
2008	Commenced Redevelopment of Om Khushal Co-operative Housing Society in Vile Parle East.
2013	Completed the Company's first project in South Mumbai, namely, Project Arkade Fortuna.
2018	Entered into Development Agreement for Project Arkade Earth in Kanjurmarg.
2018	Successfully completed project named Arkade Art in Mira Road
2020	Completed a project in South Mumbai at Carmichael Road named Arkade Rise.
2021	Acquired Land in Andheri East admeasuring 2,091.60 square metres
2021	Acquired Land in Goregaon East 5,932.90 square metres
2022	Completed development of Project Arkade Earth in Kanjurmarg.
2022	Commenced Redevelopment of Vivek Co-operative Housing Society in Santacruz West.
2022	Completed development of Project Arkade Darshan in Vile Parle East.
2023	Acquired Land in Nahur, Mulund admeasuring 8,327.20 square metres.
2023	Successfully completed Arkade Serene within 19 months from Commencement Certificate.

Awards and Accreditations

Year	Particulars
2023	Precertified Platinum by Indian Green Building Council (IGBC) for Project Arkade Crown
2023	Precertified Platinum by Indian Green Building Council (IGBC) for Project Arkade Aspire
2018	Real Estate Icons by Mid-day for Project Arkade Earth

1. **Other details regarding our Company**

For details regarding the description of our activities, products, market of each segment, the growth of our Company, technology, management, major suppliers and customers, exports, location, environmental issues, market, marketing and competition, see '*Our Business', 'Our Management'* and *'Industry Overview*' on pages 198, 232 and 118 respectively.

2. **Defaults or rescheduling/restructuring of borrowings with financial institutions/banks**

There have been no defaults or rescheduling/restructuring of our outstanding borrowings availed by our Company from financial institutions or banks.

3. **Time/cost overrun in setting up projects**

There have been no instances of time / cost overruns in setting up the projects by the Company.

4. **Launch of key products or services, capacity/facility creation, location of plants, entry into new geographies or exit from existing markets**

For details regarding launch of key products/ services, entry into new geographies or exit from existing markets, see '*Our Business'* and *'History and Certain Other Corporate Matters – Major events and milestones of our Company'* on pages 198 and 226, respectively.

5. **Capacity / facility creation, location of plants**

For details regarding capacity/ facility creation, location of plants, see '*Our Business'* on page 198.

6. **Details regarding material acquisition of business/undertakings, mergers, amalgamations and revaluation of assets in the last 10 years**

Our Company has not undertaken any merger, amalgamation or revaluation of assets in the last 10 years.

7. **Our Holding Company**

As on the date of this Draft Red Herring Prospectus, our Company has no holding company.

8. **Our Subsidiary**

As on the date of this Draft Red Herring Prospectus, our Company has 2 subsidiaries. Further, for details of our subsidiaries, see *'Our subsidiaries'* on page 230.

9. **Details of our Joint Ventures and Associates**

Set out below are our Associates:

Sr. No.	Name	Date of Agreement / Partnership Deed	% of sharing of Profit and Loss in the Firm
1.	Arkade Abode LLP*	February 7, 2014	50.00
2.	Atul & Arkade Realty	April 11, 2012	40.00
3.	Bhoomi & Arkade Associates	October 1, 2010	34.00

**An application has been preferred by Arkade Abode LLP dated February 14, 2023 for striking off the LLP from the records of the RoC. The application is currently pending.*

10. **Details of guarantees given to third parties by the Promoter offering their shares in offer for sale**

This is a fresh issue of Equity Shares and our Promoter is not offering his Equity Shares in offer for sale. For details of guarantees given by our Promoter in relation to the credit facilities availed by our Company, see '*Financial Indebtedness*' on page 331.

11. **Agreements with Key Managerial Personnel, Senior Management, Directors or Promoter or any other employee**

There are no agreements entered into by our Key Managerial Personnel, Senior Management, Promoter, Directors or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

12. **Summary of key agreements with strategic partners, joint venture partners and / or financial partners**

Our Company has entered a deed of retirement with Atul Projects (India) Limited ("**Continuing Partners**"), and Laiq Ahmed Rafiq Shaikh, Mahtab Ahmed Laiq Shaikh, Farhat Mahtab Shaikh, Adnan Mehtab Shaikh ("**Retiring Partners**") where all the parties were involved in a partnership business under the name of M/s. Atul Real Estate Holding. Our Company and Atul Projects (India) Limited would continue as partners under the name of '*Messers Atul & Arkade Realty'* ("**Partnership Firm**"). Our Company has agreed to bring in a sum of ₹ 140.00 million in various tranches, as mutually agreed between the Continuing Partners. Further, Atul Projects (India) Limited shall pay a sum of ₹ 143.50 million in various tranches to the partnership firm of the Retiring Partners. The business of the Partnership Firm shall continue to be that of building, constructions, developers. The project to be developed on the said property will be termed as 'Blue Arkade' or any other name as mutually agreed upon by the parties. The duration of the partnership shall be at will and the partnership has been reconstituted with effect from March 23, 2012. The profit and loss ratio of the Partnership Firm for Atul Projects (India) Limited and our Company shall be 60% and 40%, respectively. The fixed capital of the firm shall be as mutually agreed between Continuing Partners and interest at the rate of 12% per annum shall be payable by partnership on the amount standing to the credit of the capital and/or current or loan account.

Our Company has entered into a deed of partnership with Bhoomi Shashwat Estate Private Limited, where the parties have agreed to commence the partnership from October 1, 2010 and carry on business of Builders, Developers, & Contractors under the name of M/s. Bhoomi & Arkade Associates ("**Partnership Firm**"). The duration of the Partnership Firm shall be At Will. The Profit and Loss ratio of the Partnership Firm for Bhoomi Shashwat Estate Private Limited and our Company is 66% and 34%, respectively. The Fixed Capital of the said partnership firm shall be ₹ 0.50 million with interest at the rate of 12% per annum and shall be payable by partnership on the amount standing to the credit of the capital and/or current or loan account of the partners.

13. **Details of subsisting shareholders' agreement**

As on the date of this Draft Red Herring Prospectus, there are no subsisting shareholders' agreement among our shareholders *vis-à-vis* our Company.

14. **Material Agreements**

There are no other material agreements (except agreements entered in the ordinary course of business) have been entered into by our Company as on the date of this Draft Red Herring Prospectus.

OUR SUBSIDIARIES

Our Company has 2 subsidiaries as on the date of this Draft Red Herring Prospectus, details of which are set out below:

Arkade Paradigm

Information

Arkade Paradigm is a partnership firm formed pursuant to a partnership deed dated April 11, 2014 between our Company and Amit Mangilal Jain, our Promoter. The office of the partnership is situated at 2nd Floor, Arkade House, Ashok Nagar, Atmaram Sawant Marg, Kandivali (East), Mumbai - 400101, Maharashtra, India.

Nature of Business

Arkade Paradigm was involved in the business of builder, developers, contractor, investors in Real Estate and / or any other business which the partners may from time to time decide mutually.

Profit Sharing Ratio

Sr. No.	Name of the Partners	Percentage in Profit and Losses (%)
1.	Arkade Developers Limited	95.00
2.	Amit Mangilal Jain	5.00
Total		100.00

Interest of our Company

Our Company is a partner in Arkade Paradigm and holds 95% in profit and loss sharing ratio of Arkade Paradigm.

Arkade Realty

Information

Arkade Realty is a partnership firm formed pursuant to a partnership deed dated March 24, 2011 between our Company and Pratik Shantilal Jain. The office of the partnership is situated at Arkade House, Ashok Nagar, Atmaram Sawant Marg, Kandivali (East), Mumbai - 400101, Maharashtra, India.

Nature of Business

Arkade Realty was involved in the business of builders, developers & contractors.

Profit Sharing Ratio

Sr. No.	Name of the Partners	Percentage in Profit and Losses (%)
1.	Arkade Developers Limited	70.00
2.	Pratik Shantilal Jain	30.00
Total		**100.00**

Interest of our Company

Our Company is a partner in Arkade Realty and holds 70% in profit and loss sharing ratio of Arkade Realty.

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company in the Restated Consolidated Financial Information.

Interest in our Company

Except as disclosed in '*Our Business*' and '*Restated Consolidated Financial Information'* on pages 198 and 261, respectively, none of our Subsidiaries have any business interest in our Company.

Common pursuits

There are no common pursuits between the subsidiaries and our Company, as on the date of this Draft Red Herring Prospectus.

Other confirmations

None of our Subsidiaries have their securities listed on any stock exchange in India or abroad. Further, neither of our Subsidiaries have been refused listing of their securities by any stock exchange in India or abroad during the last 10 years, nor have they failed to meet the listing requirements of any stock exchange in India or abroad.

OUR MANAGEMENT

In accordance with the Companies Act and our Articles of Association, our Company must have not less than 3 Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises 6 Directors (including 1 woman director), of whom 3 are Executive Directors and 3 are Independent Directors.

The following table sets forth details regarding our Board as on the date of filing of this Draft Red Herring Prospectus.

Sr. No.	Name, designation, current term, period of directorship, address, educational qualification, occupation, date of birth and DIN	Age	Other Directorship
1.	**Amit Mangilal Jain** **Designation**: Managing Director and Chairman **Current Term**: From June 1, 2023 for a period of 5 years **Period of Directorship**: Director since December 27, 1995 **Address**: 501, Prangan CHS, 15 Malavlya Road, Vile Parle (East), Mumbai, 400057, India **Educational Qualification**: Bachelor of Science **Occupation**: Business **Date of Birth**: May 19, 1976 **DIN**: 00139764	47	*Indian Companies* 1. Arkade Spaces Private Limited* *Foreign Companies* Nil
2.	**Sandeep Ummedmal Jain** **Designation**: Whole Time Director **Current Term**: From June 1, 2023 for a period of 5 years **Period of Directorship**: Director since July 25, 2016 **Address**: B-401, Rajkamal Heights, Rajkamal Marg, Mahatma Gandhi Hospital Parel, Mumbai 400012, India. **Educational Qualification**: Post Graduate Diploma in Business Administration **Occupation**: Business **Date of Birth**: April 3, 1985 **DIN**: 02231601	38	*Indian Companies* 1. Arkade Spaces Private Limited* *Foreign Companies* Nil
3.	**Arpit Vikram Jain** **Designation**: Whole Time Director **Current Term**: From June 1, 2023 for a period of 5 years **Period of Directorship**: Director since February 26, 2016	31	*Indian Companies* 1. Arkade Spaces Private Limited* *Foreign Companies* Nil

Sr. No.	Name, designation, current term, period of directorship, address, educational qualification, occupation, date of birth and DIN	Age	Other Directorship
	Address: 602, Mahant CHSL, Mahant Road, Near Ruia School, Vile Parle (East), Mumbai 400057, India. **Educational Qualification**: Bachelor of Commerce, Chartered Accountant **Occupation**: Business **Date of Birth**: August 18, 1992 **DIN**: 06899631		
4.	**Hiren Mohanlal Tanna** **Designation**: Independent Director **Current Term**: From August 1, 2023 for a period of 5 years **Period of Directorship**: Independent Director since August 1, 2023 **Address**: Sahil Building, 2nd floor, Prarthana Samaj Road, Madhav Gadkari Chowk, Vile Parle (East), Mumbai 400057, Maharashtra, India. **Educational Qualification**: Bachelor of Engineering **Occupation**: Professional **Date of Birth**: August 12, 1969 **DIN**: 10259795	54	*Indian Companies* Nil *Foreign Companies* Nil
5.	**Neha Huddar** **Designation**: Independent Director **Current Term**: From August 1, 2023 for a period of 5 years **Period of Directorship**: Independent Director since August 1, 2023 **Address**: 1602, Satguru Sharan I Chaphekar Bandhu Marg near Khandoba Temple, Mulund East, Mumbai – 400081 **Educational Qualification**: Bachelor of Commerce, Chartered Accountant **Occupation**: Professional **Date of Birth**: April 21, 1961 **DIN**: 00092245	62	*Indian Companies* 1. Bodal Chemicals Limited 2. MITSU Chem Plast Limited *Foreign Companies* Nil
6.	**Chaitya Ajay Mehta**	37	*Indian Companies*

Sr. No.	Name, designation, current term, period of directorship, address, educational qualification, occupation, date of birth and DIN	Age	Other Directorship
	Designation: Independent Director **Current Term**: From August 1, 2023 for a period of 5 years **Period of Directorship**: Independent Director since August 1, 2023 **Address**: 501, 5th Floor, Bhoomi Bldg., 79 Nutan Laxmi Society N.S. Road, 8, Juhu Scheme, Vile Parle West, NA, Mumbai 400056, Maharashtra, India. **Educational Qualification**: Bachelor of Commerce **Occupation**: Director **Date of Birth**: November 23, 1985 **DIN**: 02970983		1. Bhoomi Shashwat Estate Private Limited 2. Samyak Urja Private Limited *Foreign Companies* Nil

**Arkade Spaces Private Limited is in the process of being struck-off.*

Brief Profile of our Directors

Amit Mangilal Jain is the Promoter and the Managing Director and Chairman of our Company. He has been associated with our Company as a director since December 27, 1995. He holds a bachelors' of science degree from the University of Mumbai. He is involved in the formulation of corporate strategy and implementation of the strategies. He is responsible for the planning and overall execution and management of our Company. He also looks after public relations and brand image of our Company. He is also a member of National Real Estate Development Council since 2019.

Sandeep Ummedmal Jain is the Whole Time Director of our Company since June 1, 2023. He has been associated with our Company as a director since July 25, 2016. He holds a Post Graduate Diploma in Business Administration from Hyderabad (Sind) National Collegiate Board, Mumbai and K.C. College of Management Studies. He has been heading the Business Development, Purchase, Contracts, Liaisoning and Legal departments of our Company. He also looks after the execution and quality control for all our projects.

Arpit Vikram Jain is the Whole Time Director of our Company since June 1, 2023. He has been associated with our Company as a director since February 26, 2016. He holds a bachelors' of commerce degree from the University of Mumbai. He has passed the final exam of Chartered Accountant. He has been heading the Accounts, Finance, Taxation, Sales, Marketing, CRM, HR and Administration departments of our Company.

Neha Huddar is the Independent Director of our Company since August 1, 2023. She holds a Bachelor of Commerce degree from the University of Mumbai. She is a Chartered Accountant and holds a membership from the Institute of Chartered Accountants of India. She was associated with Thirumalai Chemicals from the year 1983 to 2012 where at the time of leaving she held the position of Chief Financial Officer at the Company. She was also associated with Reliance Industries Limited from the year 2012 to 2019 as the Assistant Vice President – Finance.

Hiren Mohanlal Tanna is the Independent Director of our Company since August 1, 2023. He holds a Bachelor of Engineering from the University of Bombay. He was associated with Satish C Dhupelia, a consulting structural and civil engineer from 1990 to 1995. He also has his sole proprietorship under trade name 'Hiren M Tanna'.

Chaitya Ajay Mehta is the Independent Director of our Company since August 1, 2023. He holds a Bachelor of Commerce degree from Deakin University, Australia. He was associated as a director with Optimo Constructions

Private Limited and Elance trading Private Limited from 2013 to 2019. He also has his sole proprietorship under trade name 'Chaitya Ajay Mehta'.

Confirmations

None of our Directors were or are directors of listed companies during the preceding 5 years of this Draft Red Herring Prospectus whose shares have been / were suspended from being traded on any stock exchange during his / her tenure as a director of such listed company.

Save and except for below, none of our Directors were or are directors in listed companies which were delisted from the stock exchanges during his / her tenure as a director of such listed company.

- Sandeep Ummedmal Jain was a director of Rajesh Solvex Limited from July 15, 2005 to July 4, 2022. The equity shares of Rajesh Solvex Limited were delisted from the BSE Limited from July 4, 2017.

None of our Directors are related to each other.

Further, our Directors are not related to any of the Key Managerial Personnel and Senior Management of our Company.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Further:

1. None of our Directors have been identified as a Wilful Defaulter or Fraudulent Borrower as defined under the SEBI ICDR Regulations; and

2. None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors were selected / appointed as Directors of our Company pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service contracts with Directors

None of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

Borrowing Powers of our Board

In accordance with the Articles of Association of our Company, and Section 180(1)(c) of the Companies Act, our Shareholders have, pursuant to a special resolution passed at their meeting dated July 31, 2023, authorised our Board with the borrowing power, to borrow any sum or sums of money not exceeding ₹ 5,000.00 million.

Terms of Appointment of the Executive Directors of our Company

Chairman and Managing Director

Amit Mangilal Jain was appointed as the Managing Director and Chairman of our Company with effect from June 1, 2023 for a period of 5 years until May 31, 2028 pursuant to the resolution passed by our Board pursuant to its meeting held on June 1, 2023. Further, pursuant to the resolution passed by our Board at its meeting dated June 1, 2023 and by our Shareholders pursuant to their meeting dated June 5, 2023, he is entitled to the following remuneration and perquisites with effect from June 1, 2023:

Date of appointment	June 1, 2023
Term of appointment	5 years
Remuneration	₹ 19.4 million per annum
Other terms and conditions / perquisites and allowances of expenses	**Helper Allowance:** ₹ 0.6 million per annum **Reimbursement:** Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year. **Statutory / Other Benefits:** Car, telephone, cell phone, PC shall be provided and their maintenance and running expenses shall be met by our Company. The use of above at residence for official purpose shall not be treated as perquisites. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company. The Salary rates can be increased up to 20% per annum in the procedure of applicable laws. Further, he shall also be entitled to annual performance bonus, linked to our Company's net profits at the end of the financial year and such long-term incentive as per the recommendation of the Nomination and Remuneration Committee as approved by our Board of Directors of our Company from time to time. The annual performance bonus shall not exceed as required under the applicable law of the fixed component of the remuneration. **Perquisites:** In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

Whole Time Directors

Sandeep Ummedmal Jain was appointed as the Whole Time Director of our Company with effect from June 1, 2023 for a period of 5 years until May 31, 2028 pursuant to the resolution passed by our Board pursuant to its meeting held on June 1, 2023. Further, pursuant to the resolution passed by our Board at its meeting dated June 1, 2023 and by our Shareholders pursuant to their meeting dated June 5, 2023, he is entitled to the following remuneration and perquisites with effect from June 1, 2023:

Date of appointment	June 1, 2023
Term of appointment	5 years
Remuneration	₹ 9.28 million per annum
Other terms and conditions / perquisites and allowances of expenses	**Helper Allowance:** ₹ 0.72 million per annum **Reimbursement:** Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year. **Statutory / Other Benefits:** Car, telephone, cell phone, PC shall be provided and their maintenance and running expenses shall be met by our Company. The use of above at residence for official purpose shall not be treated as perquisites. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the

	employees of the Company. The Salary rates can be increased up to 20% per annum in the procedure of applicable laws. Further, he shall also be entitled to annual performance bonus, linked to our Company's net profits at the end of the financial year and such long-term incentive as per the recommendation of the Nomination and Remuneration Committee as approved by our Board of Directors of our Company from time to time. The annual performance bonus shall not exceed as required under the applicable law of the fixed component of the remuneration. **Perquisites:** In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

Arpit Vikram Jain was appointed as the Whole Time Director of our Company with effect from June 1, 2023 for a period of 5 years until May 31, 2028 pursuant to the resolution passed by our Board pursuant to its meeting held on June 1, 2023. Further, pursuant to the resolution passed by our Board at its meeting dated June 1, 2023 and by our Shareholders pursuant to their meeting dated June 5, 2023, he is entitled to the following remuneration and perquisites with effect from June 1, 2023:

Date of appointment	June 1, 2023
Term of appointment	5 years
Remuneration	₹ 9.64 million per annum
Other terms and conditions / perquisites and allowances of expenses	**Helper Allowance:** ₹ 0.36 million per annum **Reimbursement:** Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year. **Statutory / Other Benefits:** Car, telephone, cell phone, PC shall be provided and their maintenance and running expenses shall be met by our Company. The use of above at residence for official purpose shall not be treated as perquisites. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company. The Salary rates can be increased up to 20% per annum in the procedure of applicable laws. Further, he shall also be entitled to annual performance bonus, linked to our Company's net profits at the end of the financial year and such long-term incentive as per the recommendation of the Nomination and Remuneration Committee as approved by our Board of Directors of our Company from time to time. The annual performance bonus shall not exceed as required under the applicable law of the fixed component of the remuneration. **Perquisites:** In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

Terms of appointment of our Independent and Non-Executive Directors

The sitting fees to be paid to our Independent Directors has been approved by our Shareholders' in an August 18, 2023 general meeting dated August 18, 2023. Neha Huddar, Independent Director and Chairperson of Audit Committee of our Board is entitled to receive ₹ 0.03 million for attending the meetings of the Audit Committee of our Board. All our Independent Directors are entitled to receive ₹ 0.05 million for attending meetings of our Board and ₹ 0.02 million for attending meeting of the Committees of our Board as a member of such committees.

Neither our Company nor our Subsidiaries have paid any compensation or granted any benefit on an individual basis to any of our Directors (including contingent or deferred compensation) other than the remuneration, sitting fees and/or commission paid to them for such period.

Payment or benefits to Directors

The details of payments and benefits made to our Directors by our Company, in Fiscal 2023 are as follows:

Executive Directors

(*in ₹ million*)

Sr. No.	Name of the Executive Director	Amount
1.	Amit Mangilal Jain	13.00
2.	Sandeep Ummedmal Jain	43.87*
3.	Arpit Vikram Jain	44.83*
Total		**101.70**

**Includes amount paid* of ₹ 39.07 million paid to Sandeep Jain and ₹ 40.03 million paid to Arpit Jain as bonus in Fiscal 2023

Non-Executive Directors and Independent Directors

All the Non-Executive and Independent Directors have been appointed during Fiscal 2024. Accordingly, no remuneration was paid to the Non-Executive and Independent Directors during Fiscal 2023.

Remuneration paid by our Subsidiaries

None of our Directors have received any remuneration from the Subsidiaries of our Company.

Bonus or Profit-Sharing Plans

Except for Sandeep Ummedmal Jain and Arpit Vikram Jain, Whole Time Directors of our Company, none of our Directors are party to any bonus or profit-sharing plan of our Company.

Contingent or Deferred Compensation to our Directors

There is no contingent or deferred compensation payable to our Directors which does not form part of their remuneration.

Shareholding of Directors in our Company

The Articles of Association of our Company do not require our Directors to hold any qualification shares.

The shareholding of our Directors in our Company as of the date of this Draft Red Herring Prospectus is set forth below:

Sr. No.	Name of Director	Number of Equity Shares	Percentage shareholding (%)
1.	Amit Mangilal Jain	126,137,732	82.99
2.	Arpit Vikram Jain	76	Negligible
3.	Sandeep Ummedmal Jain	76	Negligible

Sr. No.	Name of Director	Number of Equity Shares	Percentage shareholding (%)
Total		**126,137,884**	**82.99**

Interest of our Directors

All our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to each of them, by our Company. Our Independent Directors may be deemed to be interested to the extent the sitting fees and commission, if any, payable to them for attending meetings of our Board and / or committees thereof as approved by our Board and, or, Shareholders, and the reimbursement of expenses payable to them, as approved by our Board.

Except as disclosed under *'Shareholding of Directors in our Company'* above, none of our Directors hold any Equity Shares or any other form of securities in our Company. Further, our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them in our Company.

Our Directors may be deemed to be interested to the extent of certain related party transactions that were undertaken with them by our Company. Our Directors may also be deemed to be interested in the contract agreement agreements/arrangements entered into or to be entered into by our Company in the normal course of business with any company in which they hold directorships or any partnership firm in which they are partners. For further details, see '*Restated Consolidated Financial Information'* on page 261.

Interest in the promotion/formation of our Company

Except for Amit Mangilal Jain, none of our Directors are involved in the promotion or formation of our Company.

Interest as to property

None of our Directors are interested in any property acquired or proposed to be acquired by our Company.

Loans to Directors

Our Directors have not availed any loans from our Company.

Other interest

No sum has been paid or agreed to be paid to our Directors or to any firms or companies in which they may be partners or members respectively, in cash or shares or otherwise by any person either to induce him / her to become, or to qualify him/ her as, a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

Changes in our Board in the last 3 years

Except for the following, there has been no change in our Board, in the last 3 years.

Sr. No.	Name	Date of Appointment / Change / Cessation	Reasons
1.	Amit Mangilal Jain	June 1, 2023	Appointed as the Managing Director and Chairman
2.	Sandeep Ummedmal Jain	June 1, 2023	Appointed as the Whole Time Director
3.	Arpit Vikram Jain	June 1, 2023	Appointed as the Whole Time Director
4.	Hiren Mohanlal Tanna	August 1, 2023	Appointed as the Additional Independent Director
5.	Neha Huddar	August 1, 2023	Appointed as the Additional Independent Director
6.	Chaitya Ajay Mehta	August 1, 2023	Appointed as the Additional Independent Director
7.	Hiren Mohanlal Tanna	August 18, 2023	Regularised as the Independent Director
8.	Neha Huddar	August 18, 2023	Regularised as the Independent Director
9.	Chaitya Ajay Mehta	August 18, 2023	Regularised as the Independent Director

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations and the Companies Act in respect of corporate governance pertaining to the constitution of our Board and committees thereof and formulation of policies.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas.

As on the date of this Draft Red Herring Prospectus, our Board comprises 6 Directors (including 1 woman director), of whom 3 are Executive Directors, 3 are Independent Directors.

Committees of our Board

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

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee;
5. Risk Management Committee; and
6. IPO Committee.

In addition to the above, our Board may, from time to time, constitute committees to delegate certain powers for various functions, in accordance with the applicable laws.

Audit Committee

The Audit Committee of our Board was constituted by a resolution of our Board at their meeting held on December 05, 2023. The constitution of the Audit Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Neha Huddar	Independent Director	Chairperson
2.	Chaitya Ajay Mehta	Independent Director	Member
3.	Arpit Vikram Jain	Whole Time Director	Member

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

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

Terms of Reference for the Audit Committee:

The Audit Committee shall be responsible for, among other things, from time to time, the following:
Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference;

2. to seek information from any employee;

3. to obtain outside legal or other professional advice;

4. management discussion and analysis of financial condition and results of operations;

5. to secure attendance of outsiders with relevant expertise, if it considers necessary; and

6. such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. oversight of financial reporting process and the disclosure of financial information relating to our Company to ensure that the financial statements are correct, sufficient and credible;

2. recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of our Company and the fixation of the audit fee;

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

4. formulation of a policy on related party transactions, which shall include materiality of related party transactions;

5. reviewing, at least on a quarterly basis, the details of related party transactions entered into by our Company pursuant to each of the omnibus approvals given;

6. examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;

    b. Changes, if any, in accounting policies and practices and reasons for the same;

    c. Major accounting entries involving estimates based on the exercise of judgment by management;

    d. Significant adjustments made in the financial statements arising out of audit findings;

    e. Compliance with listing and other legal requirements relating to financial statements;

f. Disclosure of any related party transactions; and

g. Modified opinion(s) in the draft audit report;

7. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

8. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds 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;

9. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

10. approval or any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company, subject to the conditions as may be prescribed;

    Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the *SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013*

11. laying down the criteria for granting omnibus approval in line with our Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;

12. scrutiny of inter-corporate loans and investments;

13. valuation of undertakings or assets of our Company, wherever it is necessary;

14. evaluation of internal financial controls and risk management systems;

15. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

16. 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;

17. discussion with internal auditors of any significant findings and follow up there on;

18. 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;

19. 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;

20. recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

21. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

22. reviewing the functioning of the whistle blower mechanism;

23. monitoring the end use of funds raised through public offers and related matters;

24. overseeing the vigil mechanism established by our Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

25. approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

26. reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary, exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing;

27. to consider and comment on the rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and provide comments to our Company's shareholders;

28. to review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively; and

29. carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was constituted by a resolution of our Board at their meeting held on August 1, 2023. The constitution of the Nomination and Remuneration Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Chaitya Ajay Mehta	Independent Director	Chairperson
2.	Hiren Mohanlal Tanna	Independent Director	Member
3.	Amit Mangilal Jain	Managing Director and Chairman	Member
4.	Neha Huddar	Independent Director	Member

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of Reference for the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of our Company (Board or Board of Directors) a policy relating to the remuneration of the directors, key managerial personnel and other employees (Remuneration Policy);

2. The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:

   a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

   b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of our Company and its goals.

3. formulation of criteria for evaluation of performance of independent directors and the Board;

4. devising a policy on Board diversity;

5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees, and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. Our Company shall disclose the Remuneration Policy and the evaluation criteria in its annual report;

6. reviewing and recommending to the Board, manpower plan/ budget and sanction of new senior management positions from time to time in the future;

7. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

    a. use the services of an external agencies, if required;

    b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

    c. consider the time commitments of the candidates.

8. extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

9. evaluation and recommendation of termination of appointment of directors in accordance with the Board's governance principles for cause or for other appropriate reasons;

10. making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel;

11. recommending to the Board, all remuneration, in whatever form, payable to senior management, including revisions thereto;

12. administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of our Company;

13. framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

    a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

    b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

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

15. performing such other functions as may be necessary or appropriate for the performance of its duties;

16. periodically reviewing and re-examining the terms of reference and making recommendations to our Board for any proposed changes;

17. authorization to obtain advice, reports or opinions from internal or external counsel and expert advisors;

18. ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act;

19. developing a succession plan for our Board and senior management and regularly reviewing the plan;

20. ensuring that it proactively maintains a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of our Company;

21. consideration and determination of the Remuneration Policy based on performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Nomination and Remuneration Committee shall deem appropriate; and

22. perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act to the extent notified and effective, as amended or by the SEBI Listing Regulations or by any other applicable law or regulatory authority.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of our Board was constituted by a resolution of our Board at their meeting held on August 1, 2023. The constitution of the Stakeholders' Relationship Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Neha Huddar	Independent Director	Chairperson
2.	Amit Mangilal Jain	Managing Director and Chairman	Member
3.	Arpit Vikram Jain	Whole Time Director	Member

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of Reference for the Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

1. considering and specifically looking into various aspects of interests of shareholders, debenture holders and other security holders;

2. resolving the grievances of the security holders of the listed entity including complaints related to allotment of shares, transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, depository receipt, non-receipt of annual report, balance sheet or profit and loss account, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc., and assisting with quarterly reporting of such complaints;

3. review of measures taken for effective exercise of voting rights by shareholders;

4. investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

5. giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures, and other securities from time to time;

6. review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;

7. 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 our Company; and

8. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of our Board was reconstituted by a resolution of our Board at their meeting held on August 1, 2023. The constitution of the Corporate Social Responsibility Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Amit Mangilal Jain	Managing Director and Chairman	Chairperson
2.	Arpit Vikram Jain	Whole time Director	Member
3.	Chaitya Ajay Mehta	Independent Director	Member

The scope and functions of the Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act.

Terms of Reference for the Corporate Social Responsibility Committee:

1. formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended (Companies Act), monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

2. identify corporate social responsibility policy partners and corporate social responsibility policy programs;

3. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by our Company;

4. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

5. review and monitor the implementation of corporate social responsibility programs and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programs;

6. assistance to the Board to ensure that our Company spends towards the corporate social responsibility activities in every Fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act;

7. providing explanation to the Board if our Company fails to spend the prescribed amount within the financial year;

8. providing updates to our Board at regular intervals of six months on the corporate social responsibility activities;

9. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time; and

10. exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

Risk Management Committee

The Risk Management Committee was constituted by a resolution of our Board at their meeting held on August 1, 2023. The members of the Risk Management Committee are:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Arpit Vikram Jain	Whole time Director	Chairperson
2.	Sandeep Ummedmal Jain	Whole time Director	Member
3.	Chaitya Ajay Mehta	Independent Director	Member

The scope and functions of the Risk Management Committee are in accordance with Section 178 of the Companies Act and the Regulation 21 of the SEBI Listing Regulations.

Terms of Reference for the Risk Management Committee:

1. To review and assess the risk management system and policy of our Company from time to time and recommend for amendment or modification thereof. The risk management policy shall include the following:

    a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

    b. Measures for risk mitigation including systems and processes for internal control of identified risks; and

    c. Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of our Company;

3. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

4. To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

5. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

6. To implement and monitor policies and/or processes for ensuring cyber security;

7. To frame, devise and monitor risk management plan and policy of our Company, including evaluating the adequacy of risk management systems;

8. To review and recommend potential risk involved in any new business plans and processes;

9. To review our Company's risk-reward performance to align with our Company's overall policy objectives;
10. Monitor and review regular updates on business continuity;

11. Advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and

12. Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013, as amended, or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

IPO Committee

The IPO Committee was constituted by a resolution of our Board at their meeting held on December 5, 2022. The members of the IPO Committee are:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Amit Mangilal Jain	Managing Director and Chairman	Chairman
2.	Arpit Vikram Jain	Whole Time Director	Member
3.	Sandeep Ummedmal Jain	Whole Time Director	Member

Terms of Reference for the IPO Committee:

1. to decide, negotiate and finalise the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with the investors, in consultation with the Book Running Lead Manager appointed in relation to the Issue (**BRLM**);

2. to decide in consultation with the BRLM the actual size of the Issue and taking on record the number of Equity Shares, and/or reservation on a competitive basis, and/or any rounding off in the event of any oversubscription and/or any discount to be offered to retail individual bidders or eligible employees participating in the Issue and all the terms and conditions of the Issue, including without limitation, timing, opening and closing dates of the Issue, price band, allocation/allotment to eligible persons pursuant to the Issue, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;

3. to appoint, instruct and enter into agreements with the BRLM, and in consultation with BRLM appoint and enter into agreements with intermediaries, co-managers, underwriters, syndicate members, brokers, sponsor banks, escrow collection bankers, auditors, independent chartered accountants, refund bankers, registrar, grading agency, monitoring agency, industry expert, legal counsels, depositories, custodians, credit rating agencies, printers, advertising agency(ies), and any other agencies or persons (including any successors or replacements thereof) whose appointment is required in relation to the Issue and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters and issue agreement with the BRLM, and the underwriting agreement with the underwriters, and to terminate agreements or arrangements with such intermediaries;

4. to make any alteration, addition or variation in relation to the Issue, in consultation with the BRLM or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure and the exact component of issue of Equity Shares;

5. to finalise, settle, approve, adopt and arrange for submission of the draft red herring prospectus (**DRHP**), the red herring prospectus (**RHP**), the prospectus (**Prospectus**), the preliminary and final international wrap and any amendments, supplements, notices, clarifications, reply to observations, addenda or corrigenda thereto, to appropriate government and regulatory authorities, respective stock exchanges where the Equity Shares are proposed to be listed (**Stock Exchanges**), the Registrar of Companies, Maharashtra at Mumbai (**RoC**), and take all such actions in consultation with the book running lead manager (**BRLM**) as may be necessary

for the submission and filing of the documents mentioned above, including incorporating such alterations/corrections/modifications as may be required by the SEBI, the RoC or any other relevant governmental and statutory authorities or otherwise under applicable laws;

6. to issue advertisements in such newspapers and other media as it may deem fit and proper, in consultation with the relevant intermediaries appointed for the Issue in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**SEBI ICDR Regulations**), Companies Act, 2013, as amended and other applicable laws;

7. to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any,;

8. to open separate escrow accounts as the escrow account to receive application monies from anchor investors/underwriters in respect of the bid amounts and a bank account as the refund account for handling refunds in relation to the Issue and in respect of which a refund, if any will be made;

9. to open account with the bankers to the Issue to receive application monies in relation to the Issue in terms of Section 40(3) of the Companies Act, 2013, as amended;

10. to do all such deeds and acts as may be required to dematerialise the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the Central Depository Services (India) Limited and the National Securities Depository Limited, registrar and transfer agents and such other agencies, as may be required in this connection, with power to authorise one or more officers of the Company to execute all or any such documents;

11. to negotiate, finalise, sign, execute and deliver or arrange the delivery of the issue agreement, syndicate agreement, cash escrow and sponsor bank agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Issue, monitoring agency, advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the registrar to the Issue, monitoring agency, legal counsel, auditors, Stock Exchanges, BRLM and other agencies/ intermediaries in connection with Issue with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents;

12. to make any applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Stock Exchange, the Securities and Exchange Board of India (**SEBI**), the Reserve Bank of India (**RBI**), Registrar of Companies, Maharashtra at Mumbai, and such other statutory and governmental authorities in connection with the Issue, as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus;

13. to make in-principle and final applications for listing and trading of the Equity Shares on one or more Stock Exchanges, to execute and to deliver or arrange the delivery of the equity listing agreement(s) or equivalent documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;

14. to determine and finalize, in consultation with the BRLM, the price band for the Issue and minimum bid lot for the purpose of bidding, any revision to the price band and the final Issue price after bid closure, and to finalize the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws and undertake other matters in connection with or incidental to the Issue, including determining the anchor investor portion, in accordance with the SEBI ICDR Regulations;

15. to issue receipts/allotment advice/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and

regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforementioned documents;

16. to approve the code of conduct, suitable insider trading policy, whistle blower/vigil mechanism policy, risk management policy and other corporate governance requirements considered necessary by the Board or the IPO Committee or as required under applicable law or the uniform listing agreement to be entered into by the Company with the relevant stock exchanges;

17. to seek, if required, the consent and waivers of the parties with whom the Company has entered into various commercial and other agreements such as Company's lenders, joint venture partners, all concerned governmental and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue in accordance with the applicable laws;

18. to determine the price at which the Equity Shares are offered, issued, allocated, transferred and/or allotted to investors in the Issue in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, and determine the discount, if any, proposed to be offered to eligible categories of investors;

19. to settle all questions, difficulties or doubts that may arise in relation to the Issue, as it may in its absolute discretion deem fit;

20. to do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Issue;

21. to authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage and remuneration in connection with the Issue;

22. to withdraw the DRHP or RHP or to decide not to proceed with the Issue at any stage, in consultation with the BRLM and in accordance with the SEBI ICDR Regulations and applicable laws;

23. to determine the utilization of proceeds of the fresh issue, if applicable and accept and appropriate proceeds of such fresh issue in accordance with the Applicable Laws;

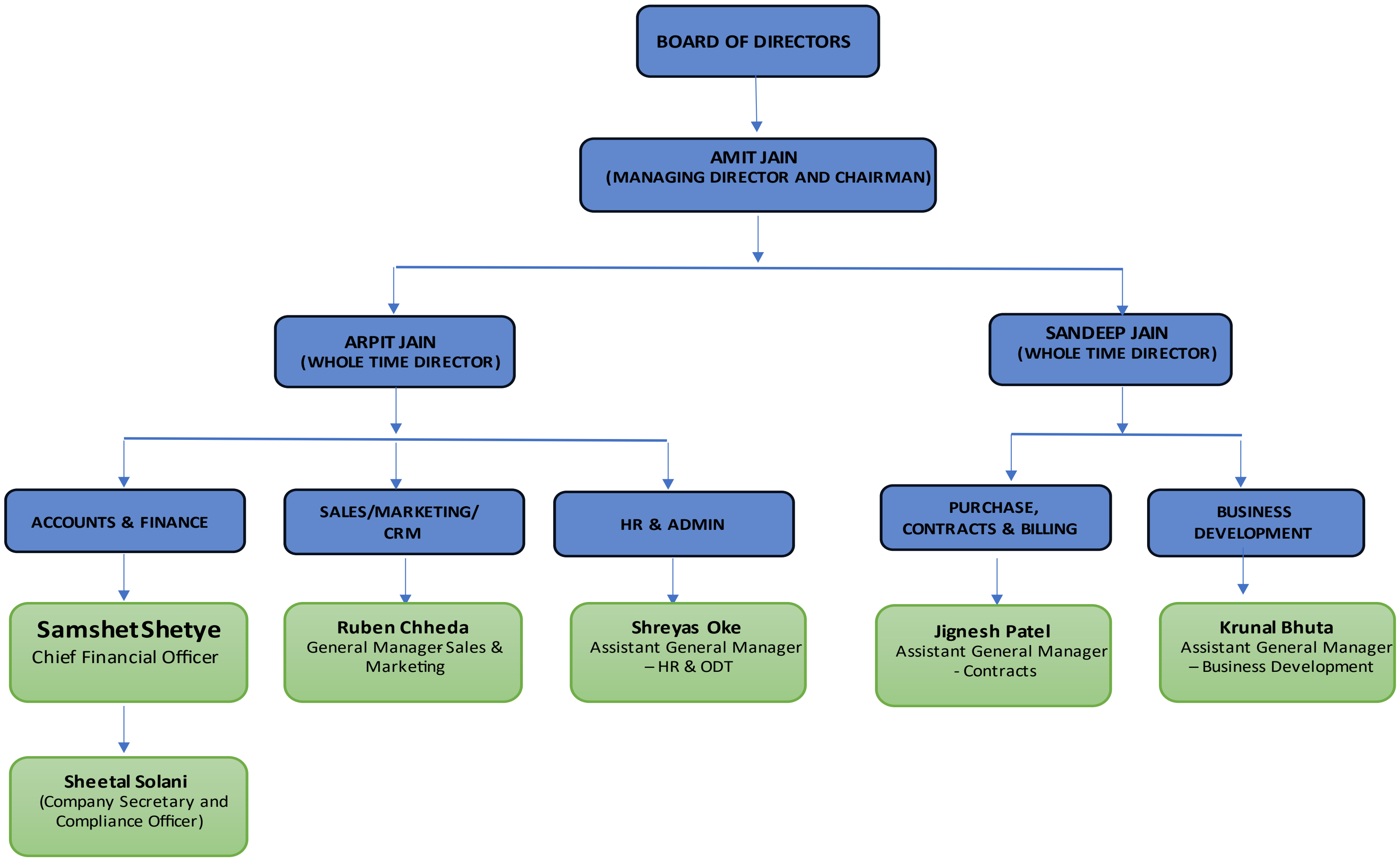
24. to authorize any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Issue or provide clarifications to the SEBI, Registrar of Companies, Maharashtra at Mumbai and the relevant Stock Exchange(s) where the Equity Shares are to be listed;

25. to authorize the affixation of the common seal of the Company on such documents in this connection as may be required in accordance with the provisions of the Articles of Association of the Company and Applicable Law; and

26. to authorize and empower officers of the Company (each, an **Authorized Officer(s)**), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Issue, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the Stock Exchange(s), the registrar's agreement and memorandum of understanding, the depositories' agreements, the issue agreement with the BRLM (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLM and syndicate members, the cash escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, registrar to the Issue, bankers to the Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, grading agency, monitoring agency and all such persons or agencies as may be involved in or concerned with the Issue, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Issue by the BRLM and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions

for the Issue; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing.

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Amit Mangilal Jain, Our Managing Director and Chairman, and Sandeep Ummedmal Jain and Arpit Vikram Jain, our Whole Time Directors, whose details have been provided under the paragraph '*Brief profile of our Directors*' on page 234, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

1. Sheetal Haresh Solani, Company Secretary and Compliance Officer; and

2. Samshet B Shetye, Chief Financial Officer.

Brief Profiles of the KMPs of our Company

Sheetal Haresh Solani is the Company Secretary and Compliance Officer of the Company. She was appointed as the Company Secretary and Compliance Officer of the Company through its board resolution dated May 17, 2023 with effect from May 22, 2023. She holds a bachelor's of commerce from University of Mumbai. She has also passed the final exam of the LLB Degree from University of Mumbai. She is a member of the Institute of Company Secretaries of India. Prior to joining our Company, she was associated with Manish Ghia & Associates as Executive – Company Secretary from January 6, 2015 till April 7, 2018. She has also worked as the company secretary of Bajaj International Realty Private Limited and Opul Constructions Private Limited from April 9, 2018 till May 17, 2023. She has approximately 8 years of work experience. The gross remuneration paid to her during Fiscal 2023 was ₹ NIL.

Samshet B Shetye is the Chief Financial Officer of the Company. He joined our Company on June 1, 2023. He has passed the final examination for bachelors' degree in commerce from University of Mumbai. He is a chartered accountant and holds a certificate of membership from the ICAI since August 1, 2001. He is also a Company Secretary and holds a certificate from the Institute of Company Secretaries of India. He has been previously associated with FSN Ecommerce Ventures Limited as Assistant Vice President – Finance and Accounting, Tribhovandas Bhimji Zaveri Limited as Manager – Finance and Assistant General Manager – Accounting and Finance, A.S.A. Enterprises, Johannesburg as a Project Accountant, Gujarat Pipavav Port Limited as a Finance Consultant, DPSY and Greaves Cotton Limited as an Accounts Executive. The gross remuneration paid to him during Fiscal 2023 was ₹ NIL.

Senior Management

The details of our Senior Management as on the date of this Draft Red Herring Prospectus, are as follows:

1. Jignesh M. Patel, Assistant General Manager –Contracts;

2. Krunal R. Bhuta, Manager of Business Development;

3. Shreyas Prakash Oke, Assistant General Manager – HR and ODT;

4. Amol Vasudev Desai, Assistant General Manager - Accounts and Finance; and

5. Ruben Chheda H, General Manager – Sales and Marketing.

Brief Profiles of our Senior Management

Jignesh M. Patel is the Assistant General Manager - Contracts of our Company. He had joined our Company as Senior Engineer cum Project Manager in March 2010. He holds a diploma in Civil Engineering from Government Polytechnic, Mumbai and a bachelor's degree in Engineering (Civil Branch) from University of Pune. He has previously worked with Evershine Builders Private Limited as a Site Engineer from 2001 to 2002 and Romell Real Estate Private Limited as a Site Engineer from 2002 to 2003 and Urmila Enterprise from 2003 to 2010. He has approximately 22 years of work experience. The gross remuneration paid to him during Fiscal 2023 was ₹ 2.31 million.

Krunal R. Bhuta is the Manager of Business Development of the Company. He joined our Company in February 2019. He holds a bachelor's degree in Commerce from University of Mumbai. He has passed the final examination for Master's in Business Administration in Management Studies from University of Mumbai. He has previously worked at Raycon Infrastructure Private Limited as a Manager – Business Development, Basar Constructions Private Limited as the Deputy Manager in Business Development Department, Mayfair Housing Private Limited in Business Development Department and Dhanshree Developers Private Limited as an Executive – Projects (Redevelopment & SRA). The gross remuneration paid to him during Fiscal 2023 was ₹ 1.57 million.

Shreyas Prakash Oke is the Assistant General Manager – HR and ODT of the company. He joined our Company in January 2023. He holds a Masters in Business Administration from Karunya University, Tamil Nadu. He has previously worked in Amtrust Mobile Solutions Private Limited as Manager of Human Resources, MAN Global Limited as Assistant Manager of HR Department, Mayfair Housing Private Limited as Senior Executive of Human Development, Xylem Resource Management Private Limited as Senior Executive, Purecotz Eco Life Styles Private Limited as HR Executive, Planman Consulting India Private Limited as Assistant Manager – Client Servicing and MHIIT Private Limited as Manager of HR and Marketing. The gross remuneration paid to him during Fiscal 2023 was ₹ 0.34 million.

Amol Vasudev Desai is the Assistant General Manager - Accounts and Finance of the Company and is responsible for accounting and finance matters of our Company. He had joined our Company in January 2010. He has approximately 12 years of work experience. The gross remuneration paid to him during Fiscal 2023 was ₹ 1.29 million.

Ruben Chheda H is the General Manager – Sales and Marketing of the Company. He joined our Company in May 2016. He holds a bachelor's degree in Commerce from G. E. Society's Bhausaheb Vartak Arts, Science and Commerce College, University of Bombay. He has previously worked at Mayfair Housing Private Limited as a DGM - Sales and Marketing from 2005 to 2016 and Nucleus Securities Limited as a Senior Manager from 1995 to 2004. He has approximately 27 years of work experience. The gross remuneration paid to him during Fiscal 2023 was ₹ 4.52 million.

Relationship amongst our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are related to each other.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel and Senior Management have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers or others.

Retirement and termination benefit

Except for applicable statutory benefits, none of our Key Managerial Personnel and Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

Service Contracts with Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management have entered into any service contract with our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to our Key Managerial Personnel and Senior Management which does not form part of their remuneration:

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Shareholding of Key Managerial Personnel and Senior Management

Except for Amit Mangilal Jain, Managing Director and Chairman, Sandeep Ummedmal Jain, Whole Time Director and Arpit Vikram Jain, Whole Time Director, none of the Key Managerial Personnel or Senior Management personnel are holding any shares in the Company.

Bonus or Profit-Sharing Plan of Key Managerial Personnel and Senior Management

Except for bonus paid to Sandeep Ummedmal Jain, Whole Time Director and Arpit Vikram Jain, Whole Time Director as disclosed at '*Bonus or Profit-Sharing Plans of Directors'* above, none of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company other than performance based discretionary incentives given to the Key Managerial Personnel and Senior Management.

Changes in the Key Managerial Personnel and Senior Management

The changes in our Key Managerial Personnel and our Senior Management during the 3 years immediately preceding the date of this Draft Red Herring Prospectus, are set forth below:

Sr. No.	Name	Date of Appointment / Change / Cessation	Reasons
1.	Girish Koltharkar	April 30, 2023	Resigned due to personal reasons
2.	Amit Mangilal Jain	June 1, 2023	Appointed as the Managing Director and Chairman
3.	Sheetal Haresh Solani	May 17, 2023 with effect from May 22, 2023	Appointed as the Company Secretary and Compliance Officer
4.	Sandeep Ummedmal Jain	June 1, 2023	Appointed as the Whole Time Director
5.	Arpit Vikram Jain	June 1, 2023	Appointed as the Whole Time Director
6.	Samshet B Shetye	June 1, 2023	Appointed as the Chief Financial Officer

Interest of Key Managerial Personnel and Senior Management

Except as disclosed under '*Our Management - Interest of Directors*', and '*Restated Consolidated Financial Information - Related Party Transactions'* on pages 239 and 261, our Directors, Key Managerial Personnel, and Senior Management do not have any interest in our Company other than to the extent of remuneration, or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred to them in the ordinary course of business.

Attrition of Key Managerial Personnel and Senior Management vis-à-vis industry

As on the date of this Draft Red Herring Prospectus, the attrition rate of key managerial personnel and senior management is not high as compared to the industry.

Payment or benefits to Directors or Key Managerial Personnel and Senior Management (non-salary related)

Except as disclosed above under '*Interest of our Directors*' on page 239, '*Interest of Key Managerial Personnel and Senior Management*' on page 255 and as stated in see '*Restated Consolidated Financial Information – Related Party Transactions*' on page 261, no amount or benefit has been paid or given within the 2 years preceding the date of filing of this Draft Red Herring Prospectus or intended to be paid or given to any officer of our Company, including our Directors, Key Management Personnel and Senior Management.

Employee Stock Option Plan

Our Company has formulated an ESOP Plan. For further details of the ESOP Plan of our Company and employee stock options granted under ESOP Plan, see '*Capital Structure - Employee Stock Option Plan*' on page 90.

OUR PROMOTER AND PROMOTER GROUP

Amit Mangilal Jain is the Promoter of our Company. Our Promoter gradually acquired control over our Company with acquisition of aggregate 31.10% of the paid-up share capital of our Company on October 20, 2001 which increased to 99.30% of the paid-up share capital of our Company on November 30, 2010. For further details, please see *Capital Structure - Notes to the Capital Structure - Equity Share capital history of our Company* on page 76. As on date of this Draft Red Herring Prospectus, our Promoter holds 126,137,732 Equity Shares constituting 82.99% of the issued, subscribed and paid-up Equity Share capital of our Company.

Brief Profiles of our Promoter

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Amit Mangilal Jain

Date of Birth: May 19, 1976

PAN: AABPJ0925G

Educational qualifications: Bachelor of Science

Amit Mangilal Jain, aged 47 years, is the Promoter and the Managing Director and Chairman of our Company. Other than the entities forming part of the Promoter Group, he is not involved in any other venture.

For complete profile of Amit Mangilal Jain, including his residential address, professional experience, other directorships etc. see *'Our Management'* on page 232.

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Our Company confirms that the PAN, bank account number, passport number, aadhar card number and driving license number of our Promoter will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Interests of our Promoter

Our Promoter is interested in our Company to the extent: (a) that he has promoted our Company; (b) of his shareholding in our Company, the shareholding of his relatives, and the dividends payable upon such shareholding, if any; (c) any other distributions in respect of the Equity Shares held by him, his relatives or such entities, if any; (d) of being the Director and Key Managerial Personnel of our Company and the sitting fees/remuneration, benefits and reimbursement of expenses, payable to him as per the terms of his employment by our Company; (e) that our Company has undertaken transactions with him, or his relatives or entities in which our Promoter holds shares or has an interest, if applicable; (f) to the extent of interest received on unsecured loans availed by the Company from him; and (g) rent paid to him for our Registered and Corporate Office. For further details of interests of our Promoter, see '*Summary of Issue Document - Summary of Related Party Transactions*', '*Capital Structure*' *'History and Certain Corporate Matters'* and '*Our Management*' on page 23, 75, 226 and 232, respectively.

Our Promoter is not interested as a member of a firm or company and no sum has been paid or agreed to be paid to our Promoter or to any such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise, for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Save and except as disclosed below, our Promoter does not have an interest in any property acquired by or leased to our Company during the 3 years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired or leased to our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

- Our Company has entered into a leave and license agreement dated July 5, 2023 with M/s Arkade Creations for a period of 36 months from April 1, 2023 up to April 1, 2025, in relation to leasing the corporate and registered office of our Company owned by M/s Arkade Creations. Our Promoter, Managing Director and Chairman is the proprietor in M/s Arkade Creations. We have paid security deposit of ₹ 0.30 million and the rent payable to M/s Arkade Creations is ₹ 0.15 million per month.

For further details, see '*Restated Consolidated Financial Information - Note No. 39 - Related Party Transactions'* on page 261.

All the entities who are part of our Promoter Group, are engaged in business activities similar to those of our Company. Further, other than the interest in the entities forming part of our Promoter Group, our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when it arises.

Payment or benefits to our Promoter or to the members of our Promoter Group

Except as stated in '*Our Management*' and '*Restated Consolidated Financial Information - Note No. 39 - Related Party Transactions'* on pages 232 and 261, there has been no direct or indirect contracts, agreements or any other arrangements pursuant which any amount, payment or benefit paid or given, respectively, to our Promoter or any of the members of our Promoter Group during 2 years prior to the date of this Draft Red Herring Prospectus and no amount, payment or benefit is intended to be paid or given to our Promoter or any of the members of our Promoter Group.

Material guarantees to third parties with respect to the Equity Shares

As on the date of this Draft Red Herring Prospectus, our Promoter has not given any material guarantees to any third party with respect to the Equity Shares. For further details with respect to personal guarantees given by our Promoter to any third party see '*History and Certain Corporate Matters*' on page 226.

Change in the control of our Company

There has been no change in control of our Company in the last 5 years immediately preceding the date of this Draft Red Herring Prospectus.

Companies with which our Promoter has disassociated in the last 3 years

Our Promoter has not disassociated himself from any company in the last 3 years preceding the date of filing of this Draft Red Herring Prospectus.

Our Promoter is not and has never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter has not been declared as Wilful Defaulter or Fraudulent Borrower, as defined in the SEBI ICDR Regulations.

Except as disclosed in the *'Outstanding Litigation and Other Material Developments'* on page 374, there is no litigation or legal or disciplinary action pending or taken by any ministry, department of the Government or statutory authority during the last 5 years preceding the date of this Draft Red Herring Prospectus against our Promoter.

Our Promoter is not interested in any entity which holds any intellectual property rights that are used by our Company.

Our Promoter Group

In addition to our Promoter, the following persons and entities form part of our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

Natural persons forming part of our Promoter Group

Name of Promoter	Relationship	Name of the Relative
Amit Mangilal Jain	Spouse	Ketu Amit Jain
	Mother	Sajjan Mangilal Jain
	Father	Mangilal Ratanchand Jain
	Sister	Anisha Bhavesh. Jain
	Sister	Anuja Nitesh. Jain
	Son	Aarin Amit Ambavat
	Spouse's Father	Uttamchand Sagarmal Jain
	Spouse's Mother	Lataben Uttamchand Jain
	Spouse's Brother	Mitten Uttamchand Jain
	Spouse's Sister	Chhaya Jitendra Jain

Entities forming part of our Promoter Group

Sr. No.	Name
1.	Arkade Associates
2.	Paras & Arkade Associates
3.	Arkade Bhoomi Enterprise
4.	Arkade Bhoomi Developers
5.	Atul & Arkade Associates
6.	Arkade Creations

OUR GROUP COMPANY

Under the SEBI ICDR Regulations, the definition of '*group companies*' includes (a) such companies (other than the promoters and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under applicable accounting standards, and (b) such other companies as are considered material by our Board.

In accordance with the aforementioned thresholds, our Company does not have any group companies.

DIVIDEND POLICY

The declaration and payment of dividends, if any will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable law, including the Companies Act. The dividend policy of our Company was adopted and approved by our Board in their meeting held on August 18, 2023 (**Dividend Policy**).

In terms of our Dividend Policy, our Board shall consider, *inter alia*, internal and external parameters while declaring or recommending dividends to our Shareholders.

The internal parameters considered by the Board while declaring or recommending dividends include: (i) distributable surplus available as per the Companies Act and the SEBI Listing Regulations; (ii) profits earned during the financial year (iii) Retained Earnings (iv) Earnings outlook (v) Present and future capital expenditure plans/working capital requirement of the Company (vi) past dividend trends (vii) any other relevant factors and material events as may be deemed fit by the Board.

The Board shall also consider certain external parameters while declaring or recommending dividends which include: (i) Dividend pay-out ratios of Companies in the same industry (ii) Macro-economic environment – Significant changes in macro-economic environment materially affecting the businesses in which the Company is engaged in the geographies in which the Company operates (iii) Regulatory changes – Introduction of new regulatory requirements or material changes in existing taxation or regulatory requirements, which significantly affect the businesses in which the Company is engaged (iv) Technological changes – Development in technology which necessitate significant new investments in any of the businesses in which the Company is engaged (v) Capital Markets – Dividend pay-out may depend upon the capital market environment and cost of capital to raise fresh funds through alternate resources (vi) Taxation Policy – The tax policy of a country also influences the dividend policy of a company. The rate of tax directly influences the amount of profits available to the company for declaring dividends.

In addition, our ability to pay dividends may be impacted by a number of other factors, including any uncertainties in the business operations or restrictive covenants under the loan or financing document, our Company is currently a party to, or may enter into from time to time.

Our Company has not declared any dividend from April 1, 2023 till the date of this Draft Red Herring Prospectus and during Fiscals 2023, 2022 and 2021.

Our past practices in relation to declaration of dividend and, or, the amount of dividend paid is not necessarily indicative of our future dividend declaration. There is no guarantee that any dividends will be declared or paid of any amount, or with any frequency in the future. For further details in relation to the risk involved, see '*Risk Factors - Our Company has not paid dividends in the last 3 Fiscals and during the current Fiscal. We cannot assure you that our Company will be in a position to pay dividends in the future* .' on page 50.

SECTION VI: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

Independent Examination report on the Restated Ind AS Consolidated Financial Information of Arkade Developers Limited (formerly Arkade Developers Private Limited)

The Board of Directors
Arkade Developers Limited (formerly Arkade Developers Private Limited)
Arkade House, Near Children's Academy, A S Marg,
Ashok Nagar, Kandivali (East), Mumbai, Maharashtra 400101

Independent Auditor's Examination Report on Restated Consolidated Financial Information in connection with the proposed Initial Public Offering of Arkade Developers Limited (formerly Arkade Developers Private Limited)

Dear Sirs,

1. This report is issued in accordance with the terms of our engagement dated June 21, 2023.

2. We have examined the attached Restated Consolidated Financial Information, expressed in Indian Rupees in million of Arkade Developers Limited (formerly Arkade Developers Private Limited) (hereinafter referred to as the "Company" or the "Issuer" or the 'ADL') and its subsidiaries (the Company and its subsidiaries together referred toas the "Group"), and associates comprising:

   (a) the "Restated Consolidated Statement of Assets and Liabilities" as at March 31, 2023, March 31, 2022 and March 31, 2021 (enclosed as Annexure I);

   (b) the "Restated Consolidated Statement of Profit and Loss" for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 (enclosed as Annexure II);

   (c) the "Restated Consolidated Statement of Changes in Equity" for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 (enclosed as Annexure III);

   (d) the "Restated Consolidated Statement of Cash Flows" for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 (enclosed as Annexure IV);

   (e) the "Basis of Preparation, Significant Accounting Policies" for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 (enclosed as Annexure V);

   (f) the "Notes to Restated Consolidated Financial Information" for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 (enclosed as Annexure VI); and

   (g) the "Statement of Adjustments to Audited Consolidated Financial Statements" as at and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 (enclosed as Annexure VII);

   (hereinafter together referred to as the "Restated Consolidated Financial Information"), prepared by the Management of the Company in connection with the proposed Initial Public Offering of Equity Shares of the Company (the "IPO" or "Issue") in accordance with the requirements of:

   i. Section 26 of the Companies Act, 2013 (the "Act") as amended from time to time;

   ii. Paragraph (A) of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR

Regulations") issued by the Securities and Exchange Board of India (the "SEBI"); and

iii. the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

The said Restated Consolidated Financial Information has been approved by the Board of Directors of the Company at their meeting held on July 21, 2023 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") and initialed by us for identification purposes only.

Management's Responsibility for the Restated Consolidated Financial Information

3. The preparation of the Restated Consolidated Financial Information, for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India (SEBI), BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") in connection with the proposed Initial Public Offering of the equity shares of the Company, isthe responsibility of the Management of the Company. The Restated Consolidated Financial Information have been prepared by the Management of the Company in accordance with the basis of preparation stated in Note 2.1 to the Restated Consolidated Financial Information in Annexure V. The Management's responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Group, its jointly controlled operations, joint ventures and associates, comply with the Act, SEBI ICDR Regulations and the Guidance Note.

Auditor's Responsibilities

4. Our work has been carried out considering the concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information in accordance with the Guidance Note on Reports in Company Prospectuses (Revised 2019) and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India and pursuant to the requirements of Section 26 of the Act, and the SEBI ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Issue.

5. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Instituteof Chartered Accountants of India.

6. The Restated Consolidated Financial Information, expressed in Indian Rupees in million, has been prepared by the Company's Management from:

   (a) the audited consolidated financial statements of the Group and associates as at and for the years ended on March 31, 2022 and March 31, 2021 prepared in accordance with Accounting Standard (referred to as "AS") as prescribed under Section 133 of the Act, read with Companies (Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on April 01, 2023

   (b) the Special purpose audited consolidated converged financial statements (based on the previously issued audited financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Indian Accounting Standards – Ind AS) of the Group and associates as at and for the years ended on March 31, 2022 and March 31, 2021 prepared in accordance with Indian Accounting Standard (referred to as "Ind AS") 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, which have been approved by the Board of Directors at their meeting held on July 03, 2023.

(c) the audited consolidated financial statements of the Group and associates as at and for the years ended on March 31, 2023 prepared in accordance with Indian Accounting Standard (referred to as "Ind AS") 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, which have been approved by the Board of Directors at their meeting held on July 03, 2023.

7. For the purpose of our examination, we have relied on

(a) Auditor's reports issued by other auditors on consolidated financial statements of the Group and associates as at and for the years ended on March 31, 2022 and March 31, 2021 prepared in accordance with Accounting Standard (referred to as "AS") as prescribed under Section 133 of the Act, read with Companies (Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, dated April 01, 2023.

(b) Auditor's report issued by other auditors on the Special Purpose Ind AS Financial Statements of the subsidiaries and associates as at and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

(c) Special purpose audit report issued by us on the Special Purpose Ind AS Consolidated Financial Statements of the Group and its associate as at and for the year ended March 31, 2022, March 31, 2021, dated July 03, 2023, as referred in Para 6 (c) above;

(d) Audit report issued by us on the Ind AS Consolidated Financial Statements of the Group and its associates as at and for the year ended March 31, 2023, dated July 03, 2023, as referred in Para 6 (d) above.

8. We have not audited any financial statements of the Group and associates as of any date or for any period subsequent to March 31, 2023. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Group and associates as of any date or for any period subsequent to March 31, 2023.

Opinion

9. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:

a. have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note;

b. have been prepared after incorporating adjustments in respect of changes in the accounting policies, material errors, and regrouping/reclassifications, retrospectively (as disclosed in Annexure VII to Restated Consolidated Financial Information) to reflect the same accounting treatment as per the accounting policies as at and for the year ended March, 2023; and

c. there are no qualifications in the auditors' reports which require any adjustments.

10. The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective date of reports on the audited consolidated financial statements of the Group and its jointly controlled operations, joint ventures and associates mentioned in paragraph 8 above.

11. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit report issued by us or other auditors on the consolidated financial statements of the Group, or any components included in those financial statements as may be applicable for the reporting periods.

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

Other Matters

13. a) As indicated in the auditor's reports referred in paragraph 7 above:

1. The comparative financial information of the Company for the year ended 31st March, 2022 and the transition date opening Balance Sheet as at April 01, 2021 included in the financial statements for the year ended on March 31, 2023, are based on the previously issued audited financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Indian Accounting Standards (Ind AS), which have been audited by us.

2. Consolidated accounts for the previous years ended on March 31, 2022 and March 31, 2021 under Companies (Accounting Standard) Rules, 2006, were audited by another firm of Chartered Accountants viz. M/S. Kavin Shah & Associates. They have expressed the unmodified opinion on the financial statements for the year ended on 31st March, 2022 and March 31, 2021 vide their respective years report dated 01 April, 2023.

3. We did not audit the financial statements of subsidiaries and associates whose share of total assets, net assets, total revenue, total comprehensive income (comprising of profit/ (loss) and other comprehensive income), net cash inflows / (outflows) and share of profit/ (loss) in its associates included in the consolidated financial statements, for the relevant years/period is tabulated in Table A below, which are audited by other auditors and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of other auditors:

Table A

Particulars	As at and for theyear ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for theyear ended March 31, 2021
Number of Subsidiaries (numbers)	2	2	2

Particulars	As at and for theyear ended March 31, 2023	As at and for theyear ended March 31, 2022	As at and for theyear ended March 31, 2021
Total Assets (INR Million)	1.53	52.37	91.57
Net Assets (INR Million)	0.52	(1.99)	9.84
Total Revenue (INR Million)	Nil	25.87	563.51
Total Comprehensive Income (INR Million)	(0.47)	3.28	9.84
Net cash inflows/ (outflows) (INR Million)	(0.55)	(0.18)	(47.23)
Number of Associates and Joint Ventures (numbers)	3	3	3
Share of profit/ (loss) in associates (net) (INR Million)	41.74	72.08	(6.10)

Our opinion on the consolidated financial statements is not modified in respect of the above matters.

b) We did not examine the restated financial information of subsidiaries and associates whose share of total assets, net assets, total revenue, total comprehensive income (comprising of profit/ (loss) and other comprehensive income), net cash inflows / (outflows) and share of profit/ (loss) in its associates included in the Restated Consolidated financial information, for the relevant years/period is tabulated in Table B below, which are audited by other auditors and whose reports have been furnished to us by the Company's management and our opinion on the Restated consolidated financial information, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of other auditors and information provided by the management

Table B

Particulars	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021
Number of Subsidiaries (numbers)	2	2	2
Total Assets (INR Million)	1.53	57.09	91.57
Net Assets (INR Million)	0.52	2.74	9.84
Total Revenue (INR Million)	Nil	25.87	563.51
Total Comprehensive Income (INR Million)	(0.47)	8.00	(0.88)
Net cash inflows/ (outflows) (INR Million)	(0.55)	(0.18)	(50.32)
Number of Associates and Joint Venture (numbers)	3	3	3
Share of profit/ (loss) in associates	41.74	72.79	(6.10)

The other auditors of the subsidiaries and associates, have confirmed that the restated standalone / consolidated financial information of the components:

i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications to reflect the same accounting treatment as per the accounting policies of the Arkade Developers Limited as at March 31, 2023;

ii. there are no qualifications in the auditors' report which require any adjustments; and

iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

Restriction on Use

14. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Draft Red Herring Prospectus, prepared in connection with the proposed Initial Public Offering of Equity Shares of the Company, to be filed by the Company with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited in connection with the proposed Initial Public Offering of the equity shares of the Company. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Mittal & Associates
Chartered Accountants
Firm Reg. No. 106456W

Hemant R Bohra
Partner
Mem. No.: 165667
UDIN:- 23165667BGTIGQ9354

Place : Mumbai
Date : July 21, 2023

Arkade Developers Limited (Formerly known as Arkade Developers Private Limited)
ANNEXURE I
Restated Consolidated Statement of Assets & Liabilities
All amounts are ₹ in Millions unless otherwise stated

Particulars	Note	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Assets				
Non-current assets				
(a) Property, plant and equipment	4	19.11	18.28	3.46
(b) Intangible assets	5	2.49	-	-
(c) Financial assets				
(i) Investments	6.1	169.73	163.75	159.90
(ii) Loans	7.1	-	-	-
(iii) Other financial assets	8.1	63.72	11.00	6.50
(d) Non-current tax assets (net)	9.1	10.80	0.54	8.83
(e) Deferred tax assets (net)	10.1	6.59	2.70	2.26
(f) Other non-current assets	11.1	0.83	-	-
Total non-current assets		**273.26**	**196.28**	**180.95**
Current assets				
(a) Inventories	12.1	5,005.26	2,990.08	2,040.89
(b) Financial assets				
(i) Investments	6.1	-	231.63	976.46
(ii) Trade receivables	13.1	37.05	52.60	126.13
(iii) Cash and cash equivalents	14.1	166.20	25.21	49.39
(iv) Bank balances other than (ii) above	15.1	9.52	70.03	66.58
(v) Loans	7.1	0.91	0.15	0.23
(vi) Other financial assets	8.1	26.77	1.88	2.56
(c) Other current assets	11.1	34.07	131.82	54.19
Total current assets		**5,279.78**	**3,503.39**	**3,316.43**
Total assets		**5,553.04**	**3,699.67**	**3,497.38**
Equity and liabilities				
Equity				
(a) Equity share capital	16.1	20.00	20.00	20.00
(b) Other equity	17.1	1,982.11	1,474.95	971.41
Total attributable to owners of the parent company		**2,002.11**	**1,494.95**	**991.41**
Total attributable to Non- Controlling Interest		0.52	(1.98)	9.41
Total Equity		**2,002.63**	**1,492.97**	**1,000.82**
Liabilities				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	18.1	787.54	11.99	-
(ii) Other financial liabilities	19.1	-	-	-
(b) Provisions	20.1	10.91	9.12	6.79
(c) Deferred Tax Laibilities (Net)	10.1	-	-	-
Total non-current liabilities		**798.45**	**21.11**	**6.79**
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	18.1	702.41	632.14	136.94
(ii) Trade payables	21.1			
- Total outstanding dues to small and micro enterprises		79.66	32.54	60.91
- Total outstanding dues of creditors other than small and micro enterprises		155.53	104.77	162.01
(iii) Other financial liabilities	19.1	137.29	77.08	73.78
(b) Other current liabilities	22.1	1,648.01	1,308.11	2,032.11
(c) Provisions	20.1	29.05	30.95	24.01
(d) Current tax liabilities (net)	23.1	-	-	-
Total current liabilities		**2,751.95**	**2,185.60**	**2,489.76**
Total equity and liabilities		**5,553.04**	**3,699.67**	**3,497.38**

The above statement should be read with the Notes to the Restated Consolidated Financial Information- Significant Accounting Policies appearing in Annexure V, Notes to the Restated Standalone Financial information - Other Information appearing in Annexure VI; and Restatement Adjustments to Restated Standalone Financial information appearing in Annexure VII.

As per our report of even date
For Mittal & Associates
Chartered Accountants
Firm Reg. No.: 106456W

Hemant R Bohra
Partner
M No. 165667
Place: Mumbai
Date : July 21, 2023

For and on behalf of Board of Directors of
Arkade Developers Limited

Amit Jain
Managing Director
DIN : 00139764

Arpit Jain
Whole-time Director
DIN : 06899631

Samshet Shetye
Chief Financial Officer

Sheetal Solani
Company Secretary
M No. : A45964

Place: Mumbai
Date : July 21, 2023

Arkade Developers Limited (Formerly known as Arkade Developers Private Limited)
ANNEXURE II
Restated Consolidated Statement of Profit and Loss
All amounts are ₹ in Millions unless otherwise stated

	Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
I	Revenue from operations	24.1	2,201.52	2,289.34	1,082.70
II	Other income	25.1	38.61	82.48	49.15
III	**Total income (I + II)**		**2,240.13**	**2,371.82**	**1,131.85**
IV	**Expenses**				
	(a) Cost of construction	26.1	3,344.28	2,548.79	585.16
	(b) Changes in inventories of finished goods and work in progress	27.1	(2,015.19)	(949.19)	79.04
	(c) Employee benefit expense	28.1	170.83	79.46	61.30
	(d) Finance costs	29.1	12.81	43.29	12.98
	(e) Depreciation and amortisation expense	30.1	2.71	0.71	1.09
	(f) Other expenses	31.1	98.69	65.83	95.25
	Total expenses (IV)		**1,614.14**	**1,788.89**	**834.81**
V	**Profit before tax and share of profit (loss) from associates (III - IV)**		**625.99**	**582.93**	**297.04**
	Share of profit / (loss) from associates		41.74	72.79	(6.10)
VI	**Profit before tax**		**667.73**	**655.72**	**290.95**
VII	**Tax expense**				
	(1) Current tax	32.1	165.01	147.73	76.89
	(2) Deferred tax expense/ (credit)	32.1	(3.89)	(0.45)	(3.13)
	Total tax expense (VI)		**161.12**	**147.28**	**73.76**
VIII	**Profit for the year (V -VI)**		**506.61**	**508.44**	**217.18**
	(i) Owners of the company		506.78	504.73	211.90
	(ii) Non controlling interest		(0.17)	3.71	5.28
IX	**Other comprehensive income**				
	(A) Items that will not be reclassified to profit or loss				
	(a) (Loss)/Gain on remeasurement of the defined benefit plan	36.1	(0.38)	1.19	0.40
	(b) Income tax on above	32.1			
	Total other comprehensive (loss)/income for the year		**(0.38)**	**1.19**	**0.40**
	(i) Owners of the company		(0.38)	1.19	0.40
	(ii) Non controlling interest		-	-	
X	**Total comprehensive (loss)/income for the year (VII+VIII)**		**506.99**	**507.25**	**216.78**
	(i) Owners of the company		507.16	503.54	211.50
	(ii) Non controlling interest		(0.17)	3.71	5.28
XI	**Earnings per equity share (Face value of ₹ 10/- per share)**	33.1			
	(1) Basic (₹)		3.33	3.32	1.39
	(2) Diluted (₹)		3.33	3.32	1.39

The above statement should be read with the Notes to the Restated Consolidated Financial Information- Significant Accounting Policies appearing in Annexure V, Notes to the Restated Standalone Financial information - Other Information appearing in Annexure VI; and Restatement Adjustments to Restated Standalone Financial information appearing in Annexure VII.

As per our report of even date
For Mittal & Associates
Chartered Accountants
Firm Reg. No.: 106456W

Hemant R Bohra
Partner
M No. 165667
Place: Mumbai
Date : July 21, 2023

For and on behalf of Board of Directors of
Arkade Developers Limited

Amit Jain
Managing Director
DIN : 00139764

Arpit Jain
Whole-time Director
DIN : 06899631

Samshet Shetye Chief
Financial Officer

Sheetal Solani
Company Secretary
M No. : A45964

Place: Mumbai
Date : July 21, 2023

Arkade Developers Limited (Formerly known as Arkade Developers Private Limited)
ANNEXURE III
Restated Consolidated Statement of Changes in Equity
All amounts are ₹ in Millions unless otherwise stated

(a) Equity share capital

For the year ended March 31, 2023				
Balance as at April 1, 2022	**Changes in equity share capital due to prior period errors**	**Restated balance at April 1, 2022**	**Changes in equity share capital during the year**	**Balance as at March 31, 2023**
20.00	-	20.00	-	20.00

For the year ended March 31, 2022				
Balance as at April 1, 2021	**Changes in equity share capital due to prior period errors**	**Restated balance at April 1, 2021**	**Changes in equity share capital during the year**	**Balance as at March 31, 2022**
20.00	-	20.00	-	20.00

For the year ended March 31, 2021				
Balance as at April 1, 2020	**Changes in equity share capital due to prior period errors**	**Restated balance at April 1, 2020**	**Changes in equity share capital during the year**	**Balance as at March 31, 2021**
20.00	-	20.00	-	20.00

(b) Other equity

Particulars	Reserves and Surplus			Total
	Securities premium	**Retained earnings**	**Remeasurement of defined benefit plan**	
Balance as at April 1, 2022	**187.92**	**1,287.82**	**(0.79)**	**1,474.95**
Changes in accounting policy	-	-	-	-
Restated balance as at April 1, 2022	**187.92**	**1,287.82**	**(0.79)**	**1,474.95**
Profit for the year	-	506.78	-	506.78
Remeasurement of defined benefit obligation, net of income tax	-	-	0.38	0.38
Total comprehensive (loss)/Gain for the year	**-**	**506.78**	**0.38**	**507.16**
Securities premium on shares issued (net of share issue costs)	-	-	-	-
Balance as at March 31, 2023	**187.92**	**1,794.60**	**(0.41)**	**1,982.11**

Particulars	Reserves and Surplus			Total
	Securities premium	**Retained earnings**	**Remeasurement of defined benefit plan**	
Balance as at April 1, 2021	**187.92**	**783.09**	**0.40**	**971.41**
Changes in accounting policy	-	-	-	-
Restated balance as at April 1, 2021	**187.92**	**783.09**	**0.40**	**971.41**
Profit for the year	-	504.73	-	504.73
Remeasurement of defined benefit obligation, net of income tax	-	-	(1.19)	(1.19)
Total comprehensive (loss)/Gain for the year	**-**	**504.73**	**(1.19)**	**503.54**
Securities premium on shares issued (net of share issue costs)	-	-	-	-
Balance as at March 31, 2022	**187.92**	**1,287.82**	**(0.79)**	**1,474.95**

Arkade Developers Limited (Formerly known as Arkade Developers Private Limited)
ANNEXURE III
Restated Consolidated Statement of Changes in Equity
All amounts are ₹ in Millions unless otherwise stated

Particulars	Reserves and Surplus			Total
	Securities premium	Retained earnings	Remeasurement of defined benefit plan	
Balance as at April 1, 2020	**187.92**	**571.19**	**-**	**759.10**
Changes in accounting policy	-	-	-	-
Restated balance as at April 1, 2020	**187.92**	**571.19**	**-**	**759.10**
Profit for the year	-	211.90	-	211.90
Remeasurement of defined benefit obligation, net of income tax	-	-	0.40	0.40
Total comprehensive (loss)/Gain for the year	**-**	**211.90**	**0.40**	**212.30**
Securities premium on shares issued (net of share issue costs)	-	-	-	-
Balance as at March 31, 2021	**187.92**	**783.09**	**0.40**	**971.41**

The above statement should be read with the Notes to the Restated Consolidated Financial Information- Significant Accounting Policies appearing in Annexure V, Notes to the Restated Standalone Financial information - Other Information appearing in Annexure VI; and Restatement Adjustments to Restated Standalone Financial information appearing in Annexure VII.

As per our report of even date
For Mittal & Associates
Chartered Accountants
Firm Reg. No.: 106456W

Hemant R Bohra
Partner
M No. 165667
Place: Mumbai
Date : July 21, 2023

For and on behalf of the Board of Directors of
Arkade Developers Limited

Amit Jain
Managing Director
DIN : 00139764

Arpit Jain
Whole-time Director
DIN : 06899631

Samshet Shetye
Chief Financial Officer

Sheetal Solani
Company Secretary
M No. : A45964

Place: Mumbai
Date : July 21, 2023

Arkade Developers Limited (Formerly known as Arkade Developers Private Limited)
ANNEXURE IV
Restated Consolidated Statement of Cash flow
All amounts are ₹ in Millions unless otherwise stated

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Cash flows from operating activities			
Profit before tax	667.73	655.72	290.95
Adjustments for:			
Finance costs	12.81	43.29	12.98
Interest income	(4.55)	(6.51)	(8.00)
Loss/(Gain) on disposal of property, plant and equipment (net)	-	0.03	-
Fair value (gain) on investments (net)	-	(1.16)	(5.11)
Loss / (gain) on sale of current investments (net)	(7.27)	(30.43)	(1.05)
Depreciation and amortisation expenses	2.71	0.71	1.09
Operating profit before working capital changes	**671.43**	**661.65**	**290.86**
Adjustments for:			
(Increase)/decrease in operating assets			
Trade receivables	15.55	73.53	205.88
Inventories	(2,015.18)	(949.19)	79.11
Other financial assets (Non-Current and Current)	(77.62)	(3.82)	(3.30)
Loans to staff	(0.75)	0.08	(0.25)
Other assets (Non-Current and Current)	96.93	(77.63)	(16.56)
Increase/(decrease) in operating liabilities			
Trade payables	97.87	(85.61)	(77.33)
Provisions (Non-Current and Current)	(0.10)	9.27	8.80
Other financial liabilities (Non-Current and Current)	60.21	3.30	-
Other current liabilities	339.89	(724.00)	1,022.00
Changes in Working Capital	**(1,483.21)**	**(1,754.06)**	**1,218.34**
Cash generated from operations	**(811.78)**	**(1,092.41)**	**1,509.21**
Income taxes paid (Net of Refund)	(175.27)	(139.42)	(58.91)
Net cash generated by operating activities	**(987.04)**	**(1,231.83)**	**1,450.30**
Cash flows from investing activities			
(Investment in) / Proceeds from Bank Deposits	60.51	(3.45)	-
(Investment) / withdrawal from investments in subsidiary & associates firms	(5.97)	(3.85)	(30.23)
(Investment in) / Proceeds from current investments	238.90	776.43	(954.67)
Purchase of property, plant and equipment and other intangible assets	(6.03)	(18.14)	(0.19)
Interest Income	4.55	6.51	8.00
Proceeds from disposal of property, plant and equipment and other intangible assets	-	2.55	-
Net cash used in investing activities	**291.96**	**760.05**	**(977.09)**
Cash flows from financing activities			
Proceeds from long term borrowings	778.33	11.99	
Repayment of long term borrowings	(2.77)	-	
Proceeds from short term borrowings (net)	70.27	495.21	(481.08)
Interest paid	(12.81)	(43.29)	(12.98)
Net cash (used in) / generated by financing activities	**833.01**	**463.90**	**(494.06)**
Add / Less : (Loss)/Gain on remeasurement of the defined benefit plan	0.38	(1.19)	(0.40)
Change in Non-Controlling Interest	2.68	(15.11)	(8.37)
Net increase/ (decrease) in cash and cash equivalents	**140.99**	**(24.18)**	**(29.62)**
Cash and cash equivalents at the beginning of the year	25.21	49.39	79.02
Cash and cash equivalents at the end of the year	**166.20**	**25.21**	**49.39**

Arkade Developers Limited (Formerly known as Arkade Developers Private Limited)
ANNEXURE IV
Restated Consolidated Statement of Cash flow
All amounts are ₹ in Millions unless otherwise stated

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Reconciliation of cash and cash equivalents with the Balance Sheet:			
Cash and cash equivalents at end of the year (Refer Note 15)	166.20	25.21	49.39

Note:
The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS - 7) "Statement of Cash Flow".

The above statement should be read with the Notes to the Restated Consolidated Financial Information- Significant Accounting Policies appearing in Annexure V, Notes to the Restated Standalone Financial information - Other Information appearing in Annexure VI; and Restatement Adjustments to Restated Standalone Financial information appearing in Annexure VII.

For Mittal & Associates
Chartered Accountants
Firm Reg. No.: 106456W

Hemant R Bohra
Partner
M No. 165667
Place: Mumbai
Date : July 21, 2023

For and on behalf of the Board of Directors of
Arkade Developers Limited

Amit Jain
Managing Director
DIN : 00139764

Arpit Jain
Whole-time Director
DIN : 06899631

Samshet Shetye
Chief Financial Officer

Sheetal Solani
Company Secretary
M No. : A45964

Place: Mumbai
Date : July 21, 2023

Significant Accounting Policies forming part of the Restated Consolidated Financial Information

1 Corporate information

Arkade Developers Limited is a Public Company domiciled in India and incorporated on 13th May, 1986 under the provisions of the Companies Act, 1956 having its registered office situated at Arkade House, Opp. Bhhomi Arkade, Ashok Nagar, Kandivali East, Mumbai, 400 101. The Group is primarily engaged in real estate development. The operations of the Group span all aspects of real estate development, from the identification and acquisition of land, to planning, execution, construction and marketing of Commercial and residetial projects.

This note provides a list of the significant accounting policies adopted in the preparation of the restated consolidated financial information. These policies have been consistently applied to all the periods presented, unless otherwise stated. These restated consolidated financial information are for the Company consisting of Arkade Developers Limited and its subsidiaries & associates (collectively referred to as "Group"). These Restated Consolidated financial information were approved for issue in accordance with a resolution of the directors on July 21, 2023.

2 Significant Accounting Policies

2.1.1 Basis of preparation

Compliance with Ind AS

The restated consolidated financial information of the Company comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash flows for the year ended March 31, 2023, years ended March 31, 2022 and March 31, 2021 and Notes to the Restated Consolidated Financial Information and Statement of Adjustments to Audited Consolidated Financial Statements (collectively, the 'Restated Consolidated Financial Information').

These Restated Consolidated Financial Information have been prepared by the Management of the Group for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Group with the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited and BSE Limited in connection with proposed Initial Public Offering ("IPO") of its equity shares.

The Restated Consolidated Financial Information, which have been approved by the Board of Directors of the Group, have been prepared in accordance with the requirements of:

(i) Section 26 of the Companies Act, 2013 ("the Act") as amended from time to time;

(ii) Paragraph A of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (the "SEBI"); and

(iii) Guidance Note on Reports in Group Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI") as amended from time to time (the "Guidance Note").

The Restated Consolidated Financial Information have been prepared by the Management from the audited consolidated financial statements as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 which is prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Act [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act,

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of auditor's reports on the audited consolidated financial statements mentioned above.

The Restated Consolidated Financial Information:
(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors, if any, and regrouping/reclassifications retrospectively in the period/years ended March 31, 2023, March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2023.
(b) do not require any adjustment for qualification as there are no qualifications in the underlying audit reports.

These Restated financial Information have been prepared on a going concern basis following the accrual basis of accounting in accordance with the Generally accepted Accounting Principles (GAAP) in India (Indian Accounting standards referred to as "IndAS") as specified under the section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standard) Rules, 2015 and relevant amendments rules issued there after and and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). These standalone financial statements are presented in INR and all values are rounded to the nearest **Millions** except when otherwise indicated.

The financial statements have been prepared on a historical cost convention, except for the following assets and liabilities:

i. Certain financial assets and liabilities that is measured at fair value;
ii. Defined benefit plans-plan assets measured at fair value.
iii. Investments in equity instruments, other than investments in subsidiary & associates firm, measured at fair value thorugh profit & loss account (FVTPL)

2.1.2 Principles of Consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. InterGroup transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the restated consolidated statement of profit and loss, restated consolidated statement of changes in equity and restated consolidated statement of assets and liabilities respectively.

Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Equity Method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Company's share of the post acquisition profits or losses of the investee in profit and loss, and the Company's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Company's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Company's interest in these entities.

Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Company.

2.2 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised 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

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
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

2.3 Property, Plant & Equipments

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group.

All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Subsequent costs are included in asset's carrying amount or recognized as separate assets, as appropriate, only when it is probable that future economic benefit associated with the item will flow to the Group and the cost of item can be measured reliably.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

Capital work- in- progress includes cost of property, plant and equipment under installation/under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.4 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Cost of intangible assets acquired in business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. The Group has assessed indefinite life for such brand considering the expected usage, expected investment on brand, business forecast and challenges to establish a premium electronic segment. These are carried at historical cost and tested for impairment annually.

An intangible asset is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed off.

Depreciation and Amortisation

Depreciation on property, plant and equipment is calculated on pro-rata basis on straight-line method using the useful lives prescribed in Schedule II to the Companies Act 2013.

Followings are the estimated useful lives of various category of assets used which are aligned with useful lives defined in schedule II of Companies Act,2013 :

Fixed Asset Name	**No. Of Years Useful Life**
Vehicles (Car)	8 Years
Office Equipment	5 Years
Computers & Mobiles	3 Years
Software	8 Years

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

The useful lives of intangible assets other than having indefinite life :

Class of Asset	**Useful lives**
Computer Software	8 Years

2.5 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Group operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill and intangible assets having indefinite life, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the
assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

As per the assessment conducted by the Group there were no indications that the non-financial assets have suffered an impairment loss during the reporting periods.

2.6 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.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

2.6.1 **Financial assets**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

2.6.2 **Classification of financial assets**

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):
•the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows: and
• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on th principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):
• the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets and
• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on th principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

All other financial assets are subsequently measured at fair value.

2.6.3 Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

2.6.4 Financial assets at fair value through profit or loss (FVTPL)

initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments, which are not held for trading.
Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases, The Group has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurements recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

2.6.5 Investments in equity instruments at FVTOCI

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs.

Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

A financial asset is held for trading if:
•it has been acquired principally for the purpose of selling it in the near term; or
• on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actua pattern of short-term profit-taking; or
•it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend win flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in profit or loss is included in the 'Other income' line item.

The Group has not elected for the FVTOCI irrevocable option for this investment.

2.6.6 **Impairment of financial assets**

The Group assesses on a forward-looking basis the expected credit losses associated with its assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

2.6.7 **Derecognition of financial assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.7 Financial liabilities and equity instruments

2.7.1 **Classification as debt or equity**

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2.7.2 **Equity instruments**

deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

2.7.3 **Financial liabilities**

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

2.7.4 **Financial liabilities at FVTPL:**

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.
A financial liability is classified as held for trading if:
•It has been incurred principally for the purpose of repurchasing it in the near term; or
• on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actua pattern of short-term profit-taking; or
•it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:
• such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
• the financial liability forms part of a Group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
• it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the Statement of Profit and Loss. The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

2.7.5 **Other financial liabilities:**

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2.7.6 **Derecognition of financial liabilities**

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability, Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2.8 **Investment in Subsidiaries**

The investment in subsidiaries are carried at cost as per IND AS 27. The Group regardless of the nature of its involvement with an entity (the investee), determines whether it is a parent by assessing whether it controls the investee. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, the Group controls an investee if and only if it has all the following:
• power over the investee;
• exposure, or rights, to variable returns from its involvement with the investee and
• the ability to use its power over the investee to affect the amount of the returns.

Investments are accounted in accordance with Ind AS 105 when they are classified as held for sale. On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

2.9 Inventories

Inventories comprise of: (i) Construction materials and consumables (ii) Construction Work-In-Progress representing properties under construction/development (iii) Finished Inventories representing unsold units in completed projects

The construction materials and consumables are valued at lower of cost or net realisable value. The construction materials and consumables purchased for construction work issued to construction are treated as

The construction work in progress is valued at lower of cost or net realisable value. Cost includes cost of land, development rights, rates and taxes, construction costs, borrowing costs, other direct expenditure, allocated overheads and other incidental expenses.

Finished stock of completed projects and stock in trade of units is valued at lower of cost or net realisable value.

2.10 Revenue recognition

Revenue from contacts with customer is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is measured based on the transaction price which is the consideration, adjusted for discount and other credits, if any, as specified in the contract with customer. The Group presents revenue from contracts with customer net of indirect taxes in its statement of profit and loss. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangement.

Income from property development

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated in determining the transaction price, the Group considers the effect of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

The Group satisfies a performance obligation and recognize the revenue over the time if the Group's performance does not create an asset with an alternative use to the Group and it has an enforceable right to receive payment for performance completed till the date on the basis of the agreement entered with customers, otherwise revenue is recognized point in time. The revenue is recognized at the point in time when the control of the asset is transferred to the customer and the performance obligation is satisfied i.e. on transfer of legal title of the residential unit and on completion of project and occupation certificate is received.

When it is not possible to reasonably measure the outcome of a performance obligation and the Group expect to recover the cost incurred in satisfying the performance obligation revenue is recognized only to the extent of the cost incurred until such time that it can reasonably measure the outcome of the performance obligation

The Group becomes entitled to invoice customers for construction of residential and commercial properties based on achieving a series of construction-linked milestones. When the Group satisfies a performance obligation by delivering the promised goods or services it creates a contract asset based on the amount of consideration earned by the performance. Any amount previously recognized as a contract asset is reclassified to trade receivable at the point when the Group has the right to receive the consideration that is unconditional. If a customer pays consideration before the Group transfer goods or services to the customer, the contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue, when the Group performs under the contract.

2.11 **Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realized or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum alternate tax (MAT) paid in a year is charged to statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group 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 Group recognizes MAT credit as an asset in accordance with the Guidance note on Accounting for Credit available in respect of Minimum Alternate Tax under the Income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement" under the deferred tax assets. The Group reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

2.12 Employee Benefits:

2.12.1 Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

2.12.2 Post-employment

Defined contribution plan

The Group makes specified monthly contribution towards employee provident fund to Employees' Provident Fund. The Group's contributions to the fund are recognised in the Statement of Profit and Loss in the financial year to which the employee renders the service.

Defined benefit plan

The Group's gratuity scheme is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried at the year-end using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date.

The Group recognizes the following changes in the net defined benefit obligation under Employee benefit expense in statement of profit or loss:

· Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements

· Net interest expense or income

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

2.13 Transition to Ind AS

The following is the summary of practical expedients elected on initial application:

•Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date

• Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term on the date c initial application, variable lease and low value asset.

•Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

2.14 **Segment reporting :**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of directors monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment.

The operating segments have been identified on the basis of the nature of products/services. Further:

• Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter–segment revenue.

• Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.

• Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.

• Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.

2.15 **Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) if any that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

2.16 **Borrowing costs**

Borrowing costs that are directly attributable to real estate project development activities are inventorised / capitalized as part of project cost.

Borrowing costs are inventorised / capitalised as part of project cost when the activities that are necessary to prepare the inventory / asset for its intended use or sale are in progress. Borrowing costs are suspended from inventorisation / capitalisation when development work on the project is interrupted for extended periods and there is no imminent certainty of recommencement of work.

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

2.17 **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institutions, other short–term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2.18 **Foreign currency translation**

Functional and presentation currency

The Group's Financial Statements are presented in Indian rupee (₹) which is also the Group's functional currency. Foreign currency transaction are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction

Measurement of foreign currency item at the balance sheet date:

- Foreign currency monetary assets and liabilities denominated in foreign currency are translated at the exchange rates prevailing on th reporting date.
- Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of the initial transactions

Exchange differences:

Exchange differences arising on settlement or translation of monetary items are recognised as income or expense in the Statement of Profit & Loss.

2.19 Provisions, Contingent Liabilities

2.19.1 **Provisions:**

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

When the Group expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in respective expense.

2.19.2 **Provision for Defects Liabilities and Repairs**

As per, Real Estate (Regulation and Development) Act, 2016 (RERA) vide section 14(3) a builder or developer will be liable to repair any defect, on the building sold, for a period of Five years. Further, as per the terms of contracts with customers, the Group is liable for any defects, repairs and other claims for crtain period after completion and handover of the possession of developed properties. Provision for defect liability and repairs is recognized when sales from contracts with customer is recognized. Certain percentage to the sales recognised is applied for the current accounting period to derive the provision for expense to be accrued. The recognition percentage is based on management estimates of the possible future incidence. The claims against defect liability and repairs from customers may not exactly match the historical percentage, so such estimates are reviewed annually for any material changes in assumptions and likelihood of occurrence and revised accordingly.

2.19.3 **Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

2.20 Fair value measurement

The Group measures financial instruments, such as investments (other than equity investments in subsidiaries and joint ventures) and 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 ordinary 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 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 Group. The fair value of an asset or 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 Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising 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 Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.21 **Critical accounting estimates and assumptions**

The preparation of these Consolidated financial statements requires the management to make judgments, use estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the acGrouping disclosures, and the disclosure of contingent liabilities. Uncertainty about these judgements, assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

i. Taxes
Uncertainties exist with respect to the interpretation of tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax assessments and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

ii. Employee benefit plans
The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for India. Future salary increases and pension increases are based on expected future inflation rates for India.

iii. Contingencies
Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal, contractor and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

iv. Property Plant and Equipment
Property, Plant and Equipment represent significant portion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of assets expected useful life and expected value at the end of its useful life. The useful life and residual value of Group's assets are determined by Management at the time asset is acquired and reviewed periodically including at the end of each year. The useful life is based on historical experience with similar assets, in anticipation of future events, which may have impact on their life such as change in technology.

v. Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset including intangible assets having indefinite useful life and goodwill may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use , the estimated future cash flows are estimated based on past trend and discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

vi. Provisions for Defect liability and repairs

As per, Real Estate (Regulation and Development) Act, 2016 (RERA) vide section 14(3) a builder or developer will be liable to repair any defect, on the building sold, for a period of Five years. Further, as per the terms of contracts with customers, the Group is liable for any defects, repairs and other claims for crtain period after completion and handover of the possession of developed properties. Provision for defect liability and repairs is recognized when sales from contracts with customer is recognized. Certain percentage to the sales recognised is applied for the current accounting period to derive the provision for expense to be accrued. The recognition percentage is based on management estimates of the possible future incidence. The claims against defect liability and repairs from customers may not exactly match the historical percentage, so such estimates are reviewed annually for any material changes in assumptions and likelihood of occurrence and revised accordingly.

(vii) Provision for expected credit losses (ECL) of trade receivables and contract assets

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Under this approach the Group does not track changes in credit risk but recognizes impairment loss allowance based on lifetime ECLs at each reporting date. For this purpose the Group uses a provision matrix to determine the impairment loss allowance on the portfolio of trade receivables. The said matrix is based on historically observed default rates over the expected life of the trade receivables duly adjusted for forward looking estimates.

For recognition of impairment loss on other financial assets and risk exposures, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month expected credit loss(ECL) is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12-month ECL.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. The ECL impairment loss allowance (or reversal) recognized during the period in the statement of profit and loss and the cumulative loss is reduced from the carrying amount of the asset until it meets the write off criteria, which is generally when no cash flows are expected to be realised from the asset.

(vii) Impairment for Investments in Subsidiary & Assocites

Determining whether the investments in subsidiaries are impaired requires an estimate in the value in use of investments. In considering the value in use, the Directors have anticipated the future operating margins, resources and availability of infrastructure, discount rates and other factors of the underlying businesses/operations of the investee companies. Any subsequent changes to the cash flows due to changes in the above-mentioned factors could impact the carrying value of investments.

2.22 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

(i) Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired, and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its Financial Statements.

(ii) Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the Group is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant, and equipment in its Financial Statements.

(iii) Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification, and the Group does not expect the amendment to have any significant impact in its Financial Statements.

(iv) Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its Financial Statements.

(v) Ind AS 116 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Group does not expect the amendment to have any significant impact in its Financial Statements.

2.23 **First-time adoption – mandatory exceptions, optional exemptions**

The Group has prepared the opening balance sheet as per Ind AS as of April 1, 2021 (the transition date) by,

- recognising all assets and liabilities whose recognition is required by Ind AS,
- not recognising items of assets or liabilities which are not permitted by Ind AS,
- by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and
- applying Ind AS in measurement of recognised assets and liabilities.

However, this principle is subject to the certain exception and certain optional exemptions availed by the Group as detailed below. Since, the financial statements are the first financial statements, the first time adoption – mandatory exceptions and optional exemptions have been explained in detail.

Derecognition of financial assets and financial liabilities:

The Group has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after April 1, 2021 (the transition date).

(i) Designation of previously recognised financial instruments

The Group has designated financial liabilities and financial assets at fair value through profit or loss on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(ii) Impairment of financial assets

The Group has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Group has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

(iii) Deemed cost for investments in subsidiaries

The Group has elected to continue with the carrying value of all of its investments in subsidiaries recognised as of April 1, 2021 (transition date) measured as per the previous GAAP as its deemed cost as at the date of transition.

(iv) Deemed cost for property, plant and equipment, and intangible assets

The Group has elected to continue with the carrying value of all of its property, plant and equipment, and intangible assets recognised as of April 1, 2021 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

All amounts are ₹ in Millions unless otherwise stated

4 Property, plant and equipment

Particulars	Office equipment	Computer	Vehicles	Total
I. Cost/Deemed Cost				
Balance as at April 1, 2020	**0.32**	**0.87**	**7.72**	**8.91**
Additions	-	0.19	-	0.19
Disposals	(0.18)	(0.52)	-	(0.70)
Balance as at March 31, 2021	**0.15**	**0.54**	**7.72**	**8.40**
Balance as at April 1, 2021	**0.14**	**0.54**	**7.71**	**8.39**
Additions	0.20	0.49	17.44	18.14
Disposals	-	(0.10)	(7.08)	(7.18)
Balance as at March 31, 2022	**0.34**	**0.93**	**18.07**	**19.34**
Balance as at April 1, 2022				
Additions	0.15	1.41	1.98	3.54
Disposals	-	-	-	-
Balance as at March 31, 2023	**0.50**	**2.33**	**20.05**	**22.88**
II. Accumulated depreciation				
Balance as at April 1, 2020	**0.20**	**0.70**	**3.67**	**4.56**
Depreciation expense for the year	0.03	0.13	0.92	1.08
Eliminated on disposal of assets	(0.18)	(0.52)	-	(0.70)
Balance as at March 31, 2021	**0.06**	**0.31**	**4.58**	**4.94**
Balance as at April 1, 2021	**0.06**	**0.30**	**4.58**	**4.94**
Depreciation expense for the year	0.04	0.11	0.56	0.71
Eliminated on disposal of assets	-	(0.10)	(4.49)	(4.60)
Balance as at March 31, 2022	**0.09**	**0.31**	**0.65**	**1.06**
Balance as at April 1, 2022				
Depreciation expense for the year	0.09	0.40	2.22	2.71
Eliminated on disposal of assets	-	-	-	-
Balance as at March 31, 2023	**0.18**	**0.71**	**2.87**	**3.77**
III. Net block balance (I-II)				
As on March 31, 2023	**0.31**	**1.62**	**17.18**	**19.11**
As on March 31, 2022	**0.25**	**0.61**	**17.42**	**18.28**
As on April 1, 2021	**0.09**	**0.24**	**3.13**	**3.46**

(a) There are no impairment losses recognised during the year ended March 31, 2023, March 31, 2022 and March 31, 2021

(b) **Assets pledged as security**
a. Vehicles with a carrying amount of ₹ 17.18 millions (as at March 31, 2022: ₹ 17.42 millions and as at April 1, 2021: ₹ 3.13 millions) included in the block of Vehicles have been pledged to secure borrowings of the Group (see note 18.1).

(c) The Company has not revalued its property, plant and equipment as on each reporting period and therefore Schedule III disclosure requirements with respect to fair value details is not applicable.

(d) The Group does not hold any immovable property, other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee, whose title deeds are not held in the name of the Group.

All amounts are ₹ in Millions unless otherwise stated

5.1 Intangible assets

Particulars	Computer Software	Total
I. Cost/Deemed cost		
Balance as at April 1, 2020	**-**	**-**
Additions	-	-
Disposals	-	-
Balance as at March 31, 2021	**-**	**-**
Balance as at April 1, 2021	**-**	**-**
Additions	-	-
Disposals	-	-
Balance as at March 31, 2022	**-**	**-**
Balance as at April 1, 2022		
Additions	2.49	2.49
Disposals	-	-
Balance as at March 31, 2023	**2.49**	**2.49**
II. Accumulated amortisation		
Balance as at April 1, 2020	**-**	**-**
Amortisation expense for the year	-	-
Eliminated on disposal of assets	-	-
Balance as at March 31, 2021	**-**	**-**
Balance as at April 1, 2021	**-**	**-**
Amortisation expense for the year	-	-
Eliminated on disposal of assets	-	-
Balance as at March 31, 2022	**-**	**-**
Balance as at April 1, 2022		
Amortisation expense for the year	-	-
Eliminated on disposal of assets	-	-
Balance as at March 31, 2023	**-**	**-**
III. Net block balance (I-II)		
As on March 31, 2023	**2.49**	**2.49**
As on March 31, 2022	**-**	**-**
As on April 1, 2021	**-**	**-**

5.2 The Group has not revalued its intangible assets as on each reporting period and therefore Schedule III disclosure requirements with respect to fair value details is not applicable.

5.3 The computer software under Intangible assets is having useful life of indefinite period and hence not amortised.

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6.1 Investments

Particular	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of Units	Amount	No. of Units	Amount	No. of Units	Amount
Investments in Current Capital of Associates						
Arkade Abode LLP		-		0.78		0.78
Chandak & Arkade Associates		-		0.08		0.08
Atul & Arkade Realty		169.73		162.89		159.04
Total		**169.73**		**163.75**		**159.90**
Quoted Investments (all fully paid)						
Investments in Mutual Funds						
HDFC Low Duration Fund - Regular Plan - Growth	-	-	28,58,837	115.11	93,61,024.71	421.34
HDFC Overnight Fund Collection	-	-	-	-	11,563.95	35.16
HDFC Ultra Short Term Fund	-	-	8,86,297	10.88	1,05,71,922.47	125.24
ICICI Prudential Overnight Fund Growth	-	-	-	-	8,17,082.38	90.47
ICICI Prudential Floating Interest Fund - Growth	-	-	-	-	9,04,900.00	293.48
IDFC Ultra Short Term Fund	-	-	-	-	8,75,790.56	10.44
ICICI Prudential Ultra Short Term Fund - Growth	-	-	47,11,680	105.64	16,138.92	0.35
Total		**-**		**231.63**		**976.46**
Total aggregate unquoted investments						
Aggregate amount of market value of quoted investments		**-**		**231.63**		**976.46**
Aggregate amount of cost of quoted investments		**-**		**230.46**		**960.82**
Aggregate amount of cost of unquoted investments		169.73		163.75		159.90
Aggregate amount of impairment value of investments		-		-		-

6.2 The Group has three associate firms and accordingly, the Company is compliant with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017).

All amounts are ₹ in Millions unless otherwise stated

6.3 **Details of Investment in Partnership Firms:**

(i) M/s Arkade Abode LLP

Name of the Partners	As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	Share of Each partner	Total Capital	Share of Each partner	Total Capital	Share of Each partner	Total Capital
	(%)	Amount in `	(%)	Amount in `	(%)	Amount in `
Arkade Developers Pvt Ltd.	50.00	-	50.00	0.78	50.00	0.78
Sandeep U Jain	25.00	-	25.00	0.13	25.00	0.13
Arpit V Jain	25.00	-	25.00	0.11	25.00	0.11
Total Capital	**100.00**	**-**	**100.00**	**1.03**	**100.00**	**1.03**

(ii) M/s Chandak & Arkade Associates

Name of the Partners	As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	Share of Each partner	Total Capital	Share of Each partner	Total Capital	Share of Each partner	Total Capital
	(%)	Amount in `	(%)	Amount in `	(%)	Amount in `
Arkade Developers Pvt Ltd.	50.00	-	50.00	0.08	50.00	0.08
Chandak Realtors Pvt Ltd	50.00	-	50.00	0.08	50.00	0.08
Total Capital	**100.00**	**-**	**100.00**	**0.16**	**100.00**	**0.16**

(iii) M/s Atul & Arkade Realty

Name of the Partners	As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	Share of Each partner	Total Capital	Share of Each partner	Total Capital	Share of Each partner	Total Capital
	(%)	Amount in `	(%)	Amount in `	(%)	Amount in `
Arkade Developers Pvt Ltd.	40.00	169.73	40.00	162.89	40.00	159.04
Atul Projects India Ltd.	60.00	165.22	60.00	151.87	60.00	148.51
Total Capital	**100.00**	**334.95**	**100.00**	**314.76**	**100.00**	**307.54**

(iv) M/s Bhoomi & Arkade Associates

Name of the Partners	As at 31st March 2023		As at 31st March 2022		As at 31st March 2021	
	Share of Each partner	Total Capital	Share of Each partner	Total Capital	Share of Each partner	Total Capital
	(%)	Amount in `	(%)	Amount in `	(%)	Amount in `
Arkade Developers Pvt Ltd.	34.00	(3.27)	34.00	(35.93)	34.00	(124.57)
Bhoomi Shashwat Estate Pvt. Ltd.	66.00	(7.91)	66.00	(98.88)	66.00	(257.11)
Total Capital	**100.00**	**(11.18)**	**100.00**	**(134.81)**	**100.00**	**(381.68)**

All amounts are ₹ in Millions unless otherwise stated

7 Loans

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non-current - unsecured, considered good			
(a) Loans to employees	-	-	-
Total	**-**	**-**	**-**
Current - unsecured, considered good			
(a) Loans to employees	0.91	0.15	0.23
Total	**0.91**	**0.15**	**0.23**

8 Other financial assets

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non Current - unsecured, considered good			
(a) Deposits with bank			
- Margin money deposits with banks (held as lien by bank)	63.72	11.00	6.50
Total	**63.72**	**11.00**	**6.50**
Current - unsecured, considered good			
(a) EMD Deposits with societies	20.00	0.10	0.30
(b) Security deposits	0.30	0.30	0.63
(c) Other receivables	6.47	1.48	1.64
Total	**26.77**	**1.88**	**2.56**

9 Non-current tax assets (net)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Advance tax (net of provisions)	10.80	0.54	8.83
Total	**10.80**	**0.54**	**8.83**

All amounts are ₹ in Millions unless otherwise stated

10 Deferred tax asset (net)

10 Deferred tax asset/(liabilities) in relation to the year ended March 31, 2023

Particulars	Opening Balance as on April 1, 2022	Recognised in Profit or loss (expense)/ credit	Recognised in Other comprehensive income	Closing balance as on March 31, 2023
Property, plant and equipment	0.02	(0.27)		(0.25)
Intangible assets	-			-
Provisions	2.69	1.08		3.77
Disallowances under Income Tax	-	3.07		3.07
Total	**2.70**	**3.89**	**-**	**6.59**

10 Deferred tax asset/(liabilities) in relation to the year ended March 31, 2022

Particulars	Opening Balance as at April 01, 2021	Recognised in Profit or loss (expense)/ credit	Recognised in Other comprehensive income	Closing balance as at March 31, 2022
Property, plant and equipment	0.29	(0.27)		0.02
Intangible assets	-			-
Provisions for Employee Benefits	1.97	0.72		2.69
Disallowances under Income Tax	-			-
Total	**2.26**	**0.45**	**-**	**2.70**

10 Deferred tax asset/(liabilities) in relation to the year ended March 31, 2021

Particulars	Opening Balance as at April 01, 2020	Recognised in Profit or loss (expense)/ credit	Recognised in Other comprehensive income	Closing balance as at March 31, 2021
Property, plant and equipment	0.03	0.26		0.29
Intangible assets	-			-
Provisions for Employee Benefits	0.64	1.33		1.97
Disallowances under Income Tax	-			-
Total	**0.67**	**1.59**	**-**	**2.25**

All amounts are ₹ in Millions unless otherwise stated

11 Other assets

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Non-current			
(a) Prepaid Expenses	0.83	-	-
Total	**0.83**	**-**	**-**
Current			
(a) Security deposits given against purchase of land	-	94.70	27.21
(b) Balance with Government Authorities	19.88	12.03	5.58
(c) Advance to Suppliers	9.03	6.71	3.81
(d) Prepaid Expenses	1.49	0.40	0.51
(e) Interest Accrued and due	2.49	1.70	1.17
(f) Other Receivables	1.17	16.29	15.91
Total	**34.07**	**131.82**	**54.19**

12 Inventories

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
At lower of cost or net realisable value			
(a) Work in Progress (Project)	4,897.81	2,990.08	2,007.25
(b) Finished Goods	107.45	-	33.63
Total	**5,005.26**	**2,990.08**	**2,040.89**

13 Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Trade receivables			
(a) Unsecured, considered good	37.05	52.60	126.13
(b) Unsecured, credit Impaired	-	-	-
	37.05	52.60	126.13
Less: Allowance for doubtful debts	-	-	-
Total	**37.05**	**52.60**	**126.13**

13 The average credit period on sales of goods is 15 days.

13 Considering the inherent nature of business of the Group, Customer credit risk is minimal. The Group generally does not part away with its assets unless trade receivables are fully realised. Wherever there is doubt on recovery, the Group makes adequate provision based on best estimation of recovery.

Based on prior experience and an assessment of the current economic environment, management believes there is no credit risk provision required, other than those made in the accounts, if any. Also the Group does not have any significant concentration of credit risk.

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13.4 Aging of receivables

As on March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed						
- considered good	27.81	0.19	-	-	0.10	28.10
- credit impaired						-
Disputed						
- considered good	-	-	8.86	0.09	-	8.95
- credit impaired	-	-	-	-	-	-
						37.05
Less: Allowance for doubtful debts						-
Total						**37.05**

As on March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed						
- considered good	26.29	1.68	9.99	0.71	4.98	43.65
- credit impaired						-
Disputed						
- considered good	0.39	8.47	0.09	-	-	8.95
- credit impaired						-
						52.60
Less: Allowance for doubtful debts						-
Total						**52.60**

As on March 31, 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed						
- considered good	107.52	2.74	10.79	1.99	2.99	126.03
- credit impaired						-
Disputed						
- considered good	-	0.09	-	-	-	0.09
- credit impaired						-
						126.13
Less: Allowance for doubtful debts						-
Total						**126.13**

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14.1 Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(a) Cash on hand	0.11	1.25	1.32
(b) Balances with banks in current account	166.08	23.97	48.07
(c) Cheques in hand	-	-	-
Total	**166.20**	**25.21**	**49.39**

14.2 There is no repatriation restriction with regard to cash and cash equivalents at the end of reporting and prior periods.

15.1 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(a) Term deposits with banks (with original maturity of more than three months but less than twelve months) (held as margin money with Banks for guarantees)	9.52	70.03	66.58
Total	**9.52**	**70.03**	**66.58**

All amounts are ₹ in Millions unless otherwise stated

16.1 Equity share capital

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorised capital						
20,00,000 Equity Shares of ₹ 10/- each	20,00,000	20.00	20,00,000	20.00	20,00,000	20.00
	20,00,000	**20.00**	**20,00,000**	**20.00**	**20,00,000**	**20.00**
Issued, subscribed and fully paid up						
20,00,000 Equity Shares of ₹ 10/- each	20,00,000	20.00	20,00,000	20.00	20,00,000	20.00
	20,00,000	**20.00**	**20,00,000**	**20.00**	**20,00,000**	**20.00**

16.2 The Company has only one class of equity shares having face value as ₹ 10/- each. Every holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. Any dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

16.3 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the relevant year	20,00,000	20.00	20,00,000	20.00	20,00,000	20.00
Add: Issued during the year	-	-	-	-	-	-
At the end of the year	**20,00,000**	**20.00**	**20,00,000**	**20.00**	**20,00,000**	**20.00**

16.4 Details of shares held by each shareholder holding more than 5% shares:

Name of shareholder	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	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
Mr. Amit Mangilal Jain	19,99,710	99.99%	19,99,710	99.99%	19,56,350	97.82%

16.5 Details of Change in % holding of the Promoters

Promoter Name	As at March 31, 2023			As at March 31, 2022		
	Number of shares held	% of total shares	% Change during the year	Number of shares held	% of total shares	% Change during the year
Mr. Amit Mangilal Jain	19,99,710	99.99%	0.00%	19,99,710	99.99%	2.17%

Promoter Name	As at March 31, 2021		
	Number of shares held	% of total shares	% Change during the year
Mr. Amit Mangilal Jain	19,56,350	97.82%	3.01%

16.6 Aggregate number of bonus share issued and share issued for consideration other than cash during the period of 5 years immediately preceding the reporting date:
There were no buy back of shares or issue of shares pursuant to contract without payment being received in cash during the previous 5 years.

All amounts are ₹ in Millions unless otherwise stated

17.1 Other equity

Paticulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Securities premium	187.92	187.92	187.92
Retained earnings	1,794.60	1,287.82	783.09
Remeasurement of defined benefit plan	(0.41)	(0.79)	0.40
Total	**1,982.11**	**1,474.95**	**971.41**

17.2 Securities premium

Paticulars	**For year ended March 31, 2023**	**For year ended March 31, 2022**	**For year ended March 31, 2021**
Balance at beginning of the year	187.92	187.92	187.92
Securities premium arising on issue of equity shares	-	-	-
Share issue costs	-	-	-
Balance at end of the year	**187.92**	**187.92**	**187.92**

Amount received in excess of face value of the equity shares is recognised in Securities Premium. It will be used as per the provisions of Companies Act, 2013, to issue bonus shares, to provide for premium on redemption of shares, write-off equity related expenses like underwriting costs, etc.

17.3 Retained earnings

Paticulars	**For year ended March 31, 2023**	**For year ended March 31, 2022**	**For year ended March 31, 2021**
Balance at beginning of the year	1,287.82	783.09	571.19
Profit/(Loss) for the year	506.78	504.73	211.90
Balance at end of the year	**1,794.60**	**1,287.82**	**783.09**

Retained earnings are the profits that the Company has earned till date less any transfers to General Reserve, dividends or other distributions to shareholders. Retained earnings is a free reserve available to the Company.

17.4 Remeasurement of defined benefit plan

Paticulars	**For year ended March 31, 2023**	**For year ended March 31, 2022**	**For year ended March 31, 2021**
Balance at beginning of the year	(0.80)	0.40	-
Remeasurement of defined benefit obligation	0.38	(1.19)	0.40
Income tax on above	-	-	-
Balance at end of the year	**(0.41)**	**(0.80)**	**0.40**

Includes re-measurement (loss)/gain on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss.

18.1 Borrowings

Particulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Non Current			
Secured from banks:			
Vehicle Loan from Bank	9.21	11.99	-
Term Loan from Non-Bank Financial Companies	778.33	-	-
	787.54	**11.99**	**-**
Current			
Secured from banks:			
Current maturities of long term loans from banks	2.77	2.42	-
Unsecured - at amortised cost			
Loan from related parties (refer note 39.3)	694.64	629.72	136.00
Intercorporate Deposits	5.00	-	0.94
	702.41	**632.14**	**136.94**
Total	**1,489.95**	**644.13**	**136.94**

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18.2 Summary of borrowing arrangements

The terms of repayment of term loans and other loans are stated below:

Particulars	Terms of repayment	Amount outstanding - 31.03.2023	Amount outstanding - 31.03.2022	Amount outstanding - 31.03.2021
Nature of Security for Non-current borrowings: **(a) Term Loan from HDFC Bank Limited** **Security** Mortgage of Company's share of Inventory, receivables and Insurance policies of Project namely "Arkade Crown" in Borivali West, Mumbai. Further, It is secured against Morgage of commercial premises of the Director, Mr. Amit Jain, sitated at 2nd Flor, Arkade House, Atmaram Merchant Marg, Kandivali, Mumbai.	The loan is repayable as 10% of the collections out of the said projects receivables by way of escrow sweep It carries interst rate @ HDFC-CF-PLR minus 280 basis point spread (effective rate of interest at the time of sanction is 11.25% p.a.).	145.00	-	-
(b) Term Loan from Bajaj Housing Finance Limited **Security** Secured against exclusive first charge by way of Mortgage of unsold Inventory, scheduled receivables and receivables from unsold units and Insurance policies of Project namely "Arkade Aspire" in Goregaon East,	The loan is repayable as 10% of the collections out of the said projects receivables by way of escrow sweep. It carries interst rate @ BHFL-I-FRR HFCINS minus 4.45 % spread. .(effective rate of interest at the time of sanction is 11.50% p.a.)	633.33	-	-
(c) Vehicle Loan from Bank of Baroda Limited **Security** Secured against mortgage of Vehicle.	The loan is repayable in 60 equal monthly installment of Rs. 2.93 millions. It carries an interest rate of 10.36% p.a.	11.99	14.41	-

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18.3 Loan from Director, Mr. Amit Jain, amounting to Rs. 410.31 millions (PY March 2022 Rs. 305.43 millions, PY March 2021 Rs. 17.64 millions) are unsecured and carries interest at rate of 8% p.a. The loans are repayable on demand.

Loan from Director, Mr. Arpit Jain amounting to Rs. 140.66 millions (PY March 2022 Rs. 95.86 millions, PY March 2021 Rs. 5.75 millions) are unsecured and carries interest at rate of 15% p.a. The loans are repayable on demand.

Loan from Director, Mr. Sandeep Jain amounting to Rs. 143.67 millions (PY March 2022 Rs. 112.57 millions, PY March 2021 Rs. 8.65 millions) are unsecured and carries interest at rate of 15% p.a. The loans are repayable on demand.

Loan from Relative of Directors, Mrs. Kala Jain amounting to Rs. Nil (PY March 2022 Rs. 16.56 millions, PY March 2021 Rs. 1.30 millions) are unsecured and carries interest rate of 15% p.a.. The loans are repayable on demand.

Loan from Relative of Directors, Mr. Mangilal Jain amounting to Rs. Nil (PY March 2022 Rs. 56.00 millions, PY March 2021 Rs. 56.00 millions) are unsecured and interest free. The loans are repayable on demand.

Loan from Relative of Directors, Mrs. Sajjan Jain amounting to Rs. Nil (PY March 2022 Rs. 29.10 millions, PY March 2021 Rs. 31.40 millions) are unsecured and interest free. The loans are repayable on demand.

Loan from Relative of Directors, Vikram Jain amounting to Rs. Nil (PY March 2022 Rs. Nil, PY March, 2021 Rs. 1.60 millions) are unsecured and interest free. The loans are repayable on demand.

Loan from Atul Projects (India) Private Limited amounting to Rs. 5.00 millions (PY March 2022 Rs. Nil, PY March 2021 Rs. Nil) is unsecured and interest free. The loan is repayable on demand.

18.4 Reconciliation of liabilities arising from financing activities

The table below details changes in the Company's liabilities arising from financing activities, including both cash and non–cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Company's statement of cash flows as cash flows from financing activities.

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Term loans from banks / Non Banking financial companies			
Balance at beginning of year of relevant year	644.13	136.94	603.96
Financing cash flows			
- Proceeds from issue of long term / short term borrowings	1,170.06	542.71	146.24
- Repayment of long term borrowings	384.48	57.36	618.63
Non-cash changes			
- Transaction cost of long term borrowings (net)	(13.28)	-	-
- Interest accruals on account of amortisation	73.53	21.85	5.36
Balance at end of year	**1,489.95**	**644.13**	**136.94**

18.5 The Group has availed working capital term loans in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets for the specific projects. Quarterly returns / statements and other information filed with such Banks/ financial institutions are in agreement with the books of accounts.

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19.1 Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022	As at April 1, 2021
Non-current			
Financial liabilities at amortised cost:	-	-	-
Total	**-**	**-**	**-**
Current			
Financial liabilities at amortised cost:			
Security deposits received from customer	19.70	40.57	25.33
Interest accrued but not due	2.54	-	
Society maintenance liabilities (net of expense incurred)	6.24	0.08	14.22
Employee Benefits payable	51.95	8.15	2.73
Accrued Expenses	1.33	0.29	1.87
Project Expenses Payable	54.57	24.39	24.40
Other payables	0.94	3.61	5.23
Total	**137.29**	**77.08**	**73.78**

19.2 Refer note 40.2 on financial instruments.

20.1 Provisions

Particulars	As at March 31, 2023	As at March 31, 2022	As at April 1, 2021
Non-current			
Provision for employee benefits			
- Gratuity	10.43	8.74	6.45
- Leave Encashment	0.49	0.38	0.34
Total	**10.91**	**9.12**	**6.79**
Current			
Provision for employee benefits			
- Gratuity	1.74	1.45	0.92
- Leave Encashment	0.10	0.07	0.06
Provision for defect liability & repairs	27.21	29.42	23.03
Total	**29.05**	**30.95**	**24.01**

21.1 Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(a) Total outstanding dues of small and micro enterprises	79.66	32.54	60.91
(b) Total outstanding dues of creditors other than small and micro enterprises	155.53	104.77	162.01
Total	**235.19**	**137.32**	**222.92**

21.2 The average credit period on purchases is 30 days.

21.3 For explanations on the Company's liquidity risk management processes Refer note 40.3 (iii)

All amounts are ₹ in Millions unless otherwise stated

21.4 Ageing of trade payables

As on March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
Undisputed dues						
- MSME	64.21	14.92	-	0.54	-	79.66
- Others	129.16	25.59	0.27	0.17	0.33	155.53
Disputed dues						
- MSME	-	-	-	-	-	-
- Others	-	-	-	-	-	-
Total	**193.37**	**40.51**	**0.27**	**0.70**	**0.33**	**235.19**

As on March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
Undisputed dues						
- MSME	19.68	11.09	1.77	-	-	32.54
- Others	34.95	21.20	6.01	42.36	0.25	104.77
Disputed dues						
- MSME	-	-	-	-	-	-
- Others	-	-	-	-	-	-
Total	54.63	32.29	7.78	42.36	0.25	137.32

As on March 31, 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
Undisputed dues						
- MSME	41.25	19.66	-	-	-	60.91
- Others	46.45	41.77	48.64	18.17	6.99	162.01
Disputed dues						
- MSME	-	-	-	-	-	-
- Others	-	-	-	-	-	-
Total	87.71	61.42	48.64	18.17	6.99	222.92

All amounts are ₹ in Millions unless otherwise stated

21.5 Disclosures as required under the Micro, Small and Medium Enterprises Development Act,

The amounts due to Micro and Small Enterprises as defined in the 'The Micro, Small and Medium Enterprises Development Act, 2006' has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors.

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at period end	79.66	32.54	60.91
(b) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at period end	-	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the period	-	-	-
(c) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the period	-	-	-
(d) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act,beyond the appointed day during the period	-	-	-
(e) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-	-
(g) Further interest remaining due and payable for earlier periods	-	-	-

22.1 Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Statutory remittances	98.76	27.40	43.44
Advance from Customers	1,545.97	1,244.78	1,864.11
Current Account balance with Partnership Firms & LLP's	3.27	35.93	124.57
Total	**1,648.01**	**1,308.11**	**2,032.11**

23.1 Current tax liabilities (net of advance tax)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Income tax payable (net of advance tax)	-	-	-
Total	**-**	**-**	**-**

All amounts are ₹ in Millions unless otherwise stated

24.1 Revenue from operations

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Sale of Properties	2,191.57	2,230.11	902.56
Other operating revenues			
Development and amenities charges from Sale of Flats	9.96	59.24	180.15
Total	**2,201.52**	**2,289.34**	**1,082.70**

24.2 The Group has provided for impairment losses, if any, based on expected credit loss policy on trade receivable recognised in statement of profit and loss for the year ended March 31, 2023 and March 31, 2022.

24.3 Contract balances

Refer details of trade receivables in note 13.1 & advance from customers in note 22.1

24.4 The Group receives payments from customers as per agreed contractual terms and payment schedules. Accounts receivable are recorded when the right to consideration becomes unconditional.

24.5 Reconciliation of revenue recognised in the statement of profit and loss with the contracted price:

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Revenue from contracts with customers	2,191.57	2,230.11	902.56
Add: Credits / Returns	-	-	-
Contracted price with the customers	**2,191.57**	**2,230.11**	**902.56**

All amounts are ₹ in Millions unless otherwise stated

25.1 Other income

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Interest Income on fianancial assets measures at amortised cost			
- From bank deposits	3.67	3.79	3.72
- From delayed payments by customers	0.87	2.72	4.28
	4.55	**6.51**	**8.00**
Other gains and losses			
- Net gain arising on financial investments measure at FVTPL	-	1.16	5.11
- Gain on sale of current investments	7.27	30.43	1.05
	7.27	**31.59**	**6.16**
Other non-operating income			
- Cancellation Charges Received from Customers	0.49	0.59	-
- Commission Received	1.08	1.09	1.38
- Balances / Provisions written back (net)	24.44	36.18	32.78
- Miscellaneous income	0.77	6.50	0.84
	26.78	**44.38**	**35.00**
Total	**38.61**	**82.48**	**49.15**

26.1 Cost of Constructions

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Land & Land Related cost	1,443.91	1,327.85	110.04
Construction Cost	1,715.52	1,122.96	443.63
Allocated expenses to project:			
Finance cost (refer note 29.1)	66.24	-	-
Employee benefits expense (refer note 28.1)	5.00	-	-
Other expenses (refer note 31.1)	113.61	97.98	31.49
Total	**3,344.28**	**2,548.79**	**585.16**

27.1 Changes in inventories of finished goods and work in progress

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Inventories at the beginning of the year			
-Finished Units (Completed Projects)	-	33.63	2,119.93
-Work in Progress (Projects under construction / development)	2,990.08	2,007.25	
Inventories at the end of the year			
-Finished Units (Completed Projects)	107.45	-	33.63
-Work in Progress (Projects under construction / development)	4,897.81	2,990.08	2,007.25
Net (increase)/decrease	**(2,015.19)**	**(949.19)**	**79.04**

28.1 Employee benefits expense

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Salaries, wages and bonus	68.79	43.45	34.97
Director's Remuneration & Bonus	101.70	33.24	23.76
Contribution to provident and other funds (Refer note 36.1)	0.46	0.15	0.09
ESIC Contribution	0.07	0.00	-
Gratuity (Refer note 38)	2.36	1.63	1.47
Leave Encashment	0.13	0.06	0.30
Staff Training & Recruitment Expense	1.55	0.20	-
Staff welfare expenses	0.77	0.74	0.71
	175.83	**79.46**	**61.30**
Employee benefits expense allocated to Cost of Constructions (refer note 26.1)	(5.00)	-	-
Total	**170.83**	**79.46**	**61.30**

Arkade Developers Limited (Formerly known as Arkade Developers Private Limited)
Annexure VI
Notes to the Restated Consolidated Financial Information
All amounts are ₹ in Millions unless otherwise stated

29.1 Finance cost

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Interest cost - on financial liabilities at amortised cost			
- Borrowings from banks	1.17	0.20	-
- Borrowings from NBFC's	11.48	-	-
- Borrowings from Others	61.99	40.91	12.59
Transaction cost related to long term borrowings	0.24	-	-
Bank Charges and Stamp Duty Charges on long term borrowings	4.18	2.18	0.39
	79.05	**43.29**	**12.98**
Finance cost allocated to Cost of Constructions (refer note 26.1)	(66.24)	-	-
Total	**12.81**	**43.29**	**12.98**

30.1 Depreciation and amortisation expenses

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Depreciation of property, plant and equipment	2.71	0.71	1.09
Amortisation of intangible assets *	-	-	-
Total	**2.71**	**0.71**	**1.09**

*** The computer software under Intangible assets is having useful life of indefinite period and hence not amortised.**

31.1 Other expenses

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Brokerage & Commission	46.04	40.51	34.58
Business Promotion & Advertising	78.21	7.91	4.31
Computer Expenses	0.18	0.16	0.13
Donation & CSR Expense	8.33	8.63	3.69
Electricity Charges	0.55	1.32	0.31
House Keeping Expenses	3.15	2.67	4.26
Insurance Expenses	0.86	0.70	0.65
Auditors Remuneration (As per Note 31.2)	0.40	0.04	0.13
Loss on Sale of Fixed Assets	-	0.03	-
Legal & Professional Fees	54.96	45.04	42.30
Motor Car Expenses	0.58	0.50	0.56
Printing & stationary	1.09	0.86	1.25
Repair & Maintenance Expenses - Others	0.98	0.27	0.28
Security Expenses	7.44	3.24	2.02
GST Reversed / Paid	-	40.96	25.87
Software & IT related Expenses	1.97	1.67	0.11
Travelling & Conveyance Expenses	2.14	0.99	1.01
Miscellaneous Expenses	5.43	8.30	5.27
	212.30	**163.81**	**126.74**
Other expenses allocated to Cost of Constructions (refer note 26.1)	(113.61)	(97.98)	(31.49)
Total	**98.69**	**65.83**	**95.25**

31.2 Auditors remuneration and out-of-pocket expenses (net of GST):	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
(i) For audit	0.40	0.04	0.13
(ii) For taxation matters	-	-	-
(iii) For other services	-	-	-
(iv) For certification work	-	-	-
(v) Auditors out-of-pocket expenses	-	-	-
Total	**0.40**	**0.04**	**0.13**

All amounts are ₹ in Millions unless otherwise stated

31.3 Expenses on corporate social responsibility

No.	Particulars	For year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
1	Gross amount required to be spent by the Company during the period/ year (under Section 135 of the Companies Act, 2013)	7.66	4.41	3.20
2	**Amount of expenditure incurred**			
	(i) Construction/acquisition of any asset	-	-	-
	(ii) On purposes other than (i) above	7.94	4.50	3.22
3	**Amount not spend during the year on:**			
	(i) Construction/acquisition of any asset	-	-	-
	(ii) On purposes other than (i) above	-	-	-
3	Shortfall at the end of the year	-	-	-
4	Total of previous years shortfall	-	-	-
5	Reason for shortfall - Adoption of long gestation program/project			
6	Amount yet to be spent/paid	-	-	-
7	Details of Related party transactions			
	- Contributions to the trust in which directors are trustee	2.13	-	-
8	Liability incurred by entering into contractual obligations	-	-	-
9	Nature of CSR activities:	a. Promoting health care including preventive health care and sanitation b. Protection of Art/ culture c. Ensuring environmental sustainability and maintaining quality of soil, air and water d. Eradicating hunger, poverty and malnitrition	a. Promoting health care including preventive health care and sanitation b. Protection of Art/ culture c. Ensuring environmental sustainability and maintaining quality of soil, air and water d. Eradicating hunger, poverty and malnitrition	a. Promoting health care including preventive health care and sanitation b. Protection of Art/ culture c. Ensuring environmental sustainability and maintaining quality of soil, air and water d. Eradicating hunger, poverty and malnitrition

All amounts are ₹ in Millions unless otherwise stated

32.1 Current Tax and Deferred Tax

32.2 Income Tax Expense recognised in statement of profit and loss

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Current Tax:			
Current income tax charge	165.01	147.73	76.89
Short provision of tax relating to earlier years	-	-	-
	165.01	**147.73**	**76.89**
Deferred Tax expense/ (credit)			
In respect of current period	(3.89)	(0.45)	(3.13)
	(3.89)	**(0.45)**	**(3.13)**
Total tax expense/(credit) recognised in statement of profit and loss	**161.12**	**147.28**	**73.76**

32.3 Income Tax recognised in other Comprehensive Income

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Deferred Tax (Liabilities)/Assets:			
Remeasurement of Defined Benefit Obligations	-	-	-
Total	**-**	**-**	**-**

32.4 Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Profit/(Loss) before tax	**667.73**	**655.72**	**290.95**
Less: Income taxed at different tax rate	(7.27)	(30.43)	(1.05)
Profit/(Loss) Before tax	**660.46**	**625.29**	**289.90**
Income Tax using the Company's domestic Tax rate #	166.22	157.37	72.96
Effect of expenses / Income that are not deductible in determining taxable profit	3.76	(0.48)	0.85
Effect of income that is not taxable in determining taxable profit	(10.51)	(18.32)	1.53
Effect of income taxed at different rate	2.12	8.86	0.26
Effect of adoption of Ind AS	3.40	0.29	1.29
Income tax related earlier year	-	-	-
Income tax expense recognised in Statement of Profit or Loss	**165.01**	**147.73**	**76.89**

The tax rate used for the reconciliations above is the corporate tax rate of plus surcharge (as applicable) on corporate tax, education cess and secondary and higher education cess on corporate tax, payable by corporate entities in India on taxable profits under Income Tax Act, 1961.

In pursurance of Section 115BAA of the Income Tax Act, 1961 announced by the Government of India through Taxation Laws (Amendment) Ordinance, 2019, the Company has opted for irrevocable option of shifting to lower tax rate w.e.f FY 19-20.

32.5 The Group does not have any unrecorded income and assets related to previous years which are required to be recorded during the year.

All amounts are ₹ in Millions unless otherwise stated

33.1 Earning per share

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
(a) Profit/Loss for the year	506.78	504.73	211.90
(b) Weighted average number of Ordinary shares outstanding for the purpose of basic earnings per share (numbers)	20,00,000	20,00,000	20,00,000
(c) Effect of issued of ordinary bonus shares (numbers)*	15,00,00,000	15,00,00,000	15,00,00,000
(d) Weighted average number of ordinary shares in computing diluted earnings per share [(b) + (c)] (numbers)	15,20,00,000	15,20,00,000	15,20,00,000
(e) Earnings per share on Profit for the year (Face Value ₹ 10/- per share)			
– Basic [(a)/(b)] (₹)	3.33	3.32	1.39
– Diluted [(a)/(d)] (₹)	3.33	3.32	1.39

*Note : Pursuant to the resolution passed in the meeting of shareholders held on July 06, 2023, the Company has allotted 15,00,00,000 equity shares of face value of Rs. 10/- each, as a bonus Shares in the ratio of 75 : 1 to the existing equity shareholders. Hence, weighted average number of equity shares outstanding for all comparative period presented have now been adjusted on account of bonus done by company.

34.1 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Contingent liabilities :			
(i) Bank Guarantees	19.00	16.50	6.50
(ii) Demands/Claims by Government Authorities not acknowledged as debts and contested/to be contested by the Group:			
Service Tax - FY 2016-17	0.89	0.89	0.89
Goods & Service Tax - FY 2017-18 to FY 2022-23 *	297.54	272.35	191.62

34.2 * The figures for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 includes the amount of contingent liabilities for the respective years, where show cause notice or claims have been received after the close of respective reporting period and till the date of approval of this fianncial statements by the Board of Directors.

34.3 The Group is subject to legal proceedings and claims, which have arisen in the ordinary course of business, the impact of which presently is not quantifiable. These cases are pending with various courts / authorities. After considering the circumstances and advice from the legal advisors, management believes that these cases will not adversely affect its financial statements. The above Contingent Liabilities exclude undeterminable outcome of these pending litigations.

34.4 Future cash flow in respect of the above, if any, is determinable only on receipt of judgements/decisions pending with the relevant authorities. Interest, penalty or compensation liability arising on outcome of the disputes has not been considered, since not determinable at present.

34.5 The Group did not have any long-term contracts including derivative contracts for which any provision was required for foreseeable losses.

35.1 Segment information

For management purposes, the Group is into one reportable segment i.e. Real Estate development.

The Managing Director is the Chief Operating Decision Maker of the Company who monitors the operating results of the Group for the purpose of making decisions about resource allocation and performance assessment. The Company's performance as single segment is evaluated and measured consistently with profit or loss in the standalone financial statements. Also, the Company's financing (including finance costs and finance income) and income taxes are managed on a Company basis.

35.2 Geographical information

The Group operates in one geographical environment only i.e. in India.
The Group's revenue from continuing operations from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

Particulars	Revenue from External Customers		
	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Within India	2,201.52	2,289.34	1,082.70
Outside India	-	-	-
Total	**2,201.52**	**2,289.34**	**1,082.70**

Particulars	Non-current Assets		
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Within India	22.42	18.28	3.46
Outside India	-	-	-
Total	**22.42**	**18.28**	**3.46**

35.3 Information about major customers

No single customer contributed 10% or more to the Group's revenue for the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

35.4 The reporting segment includes a number of sales operations in various cities within India each of which is considered as a separate operating segment by the CODM. For financial statements presentation purposes, these individual operating segments have been aggregated into a single reportable operating segment taking into account the following factors:

- these operating segments have similar long-term gross profit margins;
- the nature of the products and production processes are similar; and
- the methods used to distribute the products to the customers are the same.

All amounts are ₹ in Millions unless otherwise stated

36.1 Employee benefit plans

36.2 Defined contribution plans:

The Group participates in Provident fund as defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to provident fund represents the value of contributions payable during the period by The Company at rates specified by the rules of provident fund. The only amounts included in the balance sheet are those relating to the prior months contributions that were not paid until after the end of the reporting period.

(a) Provident fund and pension

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the provident fund administered and managed by Government of India (GOI). The Company has no further obligations under the fund managed by the GOI beyond its monthly contributions which are charged to the statement of Profit and Loss in the period they are incurred. The benefits are paid to employees on their retirement or resignation from the Group.

Contribution to defined contribution plans, recognised in the statement of profit and loss for the year under employee benefits expense, are as under:

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
i) Employer's contribution to provident fund and pension	0.46	0.15	0.09
ii) Employer's contribution to state insurance corporation	0.07	0.00	-
Total	**0.54**	**0.15**	**0.09**

(b) Defined benefit plans:

Gratuity (Unfunded)

The Company has an obligation towards gratuity, a unfunded defined benefit retirement plan covering all employees. The plan provides for lump sum payment to vested employees at retirement or at death while in employment or on termination of the employment of an amount equivalent to 15 days salary, as applicable, payable for each completed year of service. Vesting occurs upon completion of five years of service. The Group accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

The most recent actuarial valuation of the present value of the defined benefit obligation was carried out for the year ended March 31, 2023 by an independent actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

(A) Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

(1) Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:
i) Adverse Salary Growth Experience
ii) Variability in mortality rates
iii) Variability in withdrawal rates

(2) Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter- valuation period.

(3) Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Group there can be strain on the cashflows.

(4) Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

(5) Legislative Risk

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

(B) Principal actuarial assumptions used:

The principal assumptions used for the purposes of the actuarial valuations were as follows.

	Gratuity (Unfunded)		
Particulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
1. Discount rate - Company	7.40%	6.85%	6.50%
2. Salary escalation - Company	10.00%	10.00%	10.00%
3. Rate of employee turnover - Company	Age 25 & Below : 25 %, Age 25 to 35 : 20 %, Age 35 to 45 : 15 %, Age 45 to 55 : 10 %, Age 55 & above : 5 %	Age 25 & Below : 25 %, Age 25 to 35 : 20 %, Age 35 to 45 : 15 %, Age 45 to 55 : 10 %, Age 55 & above : 5 %	Age 25 & Below : 25 %, Age 25 to 35 : 20 %, Age 35 to 45 : 15 %, Age 45 to 55 : 10 %, Age 55 & above : 5 %
4. Mortality rate	Indian Assured Lives Mortality (2012-14) Ult.		

All amounts are ₹ in Millions unless otherwise stated

(C) Expenses recognised in profit and loss

Particulars	**Gratuity (Unfunded)**		
	For year ended March 31, 2023	**For year ended March 31, 2022**	**For year ended March 31, 2021**
Service cost:			
Current service cost	1.71	1.18	1.08
Net Interest cost	0.65	0.45	0.39
Components of defined benefit cost recognised in profit or loss	**2.36**	**1.63**	**1.47**

The current service cost and the net interest expenses for the year are included in the 'Employee benefits expenses' line item in the Statement of profit and loss.

(D) Net interest cost recognised in profit or loss:

Particulars	**Gratuity (Unfunded)**		
	For year ended March 31, 2023	**For year ended March 31, 2022**	**For year ended March 31, 2021**
Interest cost	0.65	0.45	0.39
Interest income	-	-	-
Net interest cost recognised in profit or loss	**0.65**	**0.45**	**0.39**

(E) Expenses recognized in the Other Comprehensive Income (OCI)

Particulars	**For year ended March 31, 2023**	**For year ended March 31, 2022**	**For year ended March 31, 2021**
Actuarial (gains)/losses on obligation for the year			
- Due to changes in demographic assumptions	-	-	
- Due to changes in financial assumptions	(0.39)	(0.21)	0.05
- Due to experience adjustment	0.00	1.40	(0.45)
Return on plan assets, excluding interest income	-	-	
Net (income)/expense for the period recognized in OCI	**(0.38)**	**1.19**	**(0.40)**

(F) Amount recognised in the consolidated balance sheet

Particulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Present value of defined benefit obligation as at the end of the year	12.17	10.19	7.37
Fair value of plan assets			
	12.17	**10.19**	**7.37**

(G) Net asset/(liability) recognised in the consolidated balance sheet

Recognised under:	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
Long term provision	10.43	8.74	6.45
Short term provision	1.74	1.45	0.92
Total	**12.17**	**10.19**	**7.37**

(H) Movements in the present value of defined benefit obligation are as follows:

Particulars	**For year ended March 31, 2023**	**For year ended March 31, 2022**	**For year ended March 31, 2021**
Opening defined benefit obligation	10.19	7.37	6.30
Current service cost	1.71	1.18	1.08
Interest cost	0.65	0.45	0.39
Actuarial losses / (Gain)	(0.38)	1.19	(0.40)
Benefits paid from the fund	-	-	-
Closing defined benefit obligation	**12.17**	**10.19**	**7.37**

All amounts are ₹ in Millions unless otherwise stated

(I) Maturity profile of defined benefit obligation:

Projected benefits payable in future years from the date of reporting	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Year 1 cashflow	1.74	1.45	0.92
Year 2 cashflow	1.73	1.36	0.91
Year 3 cashflow	1.57	1.32	0.85
Year 4 cashflow	1.40	1.20	0.84
Year 5 cashflow	1.29	1.07	0.78
Year 6 to year 10 cashflow	5.08	3.77	2.78
Total expected payments	**12.82**	**10.17**	**7.09**

(J) Sensitivity analysis

The Sensitivity analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the lied assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous year.

Projected benefits payable in future years from the date of reporting	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Projected benefit obligation on current assumptions			
Rate of discounting			
Impact of +0.5% change	11.84	9.91	7.15
(% change)	(2.72%)	(2.79%)	(3.00%)
Impact of -0.5% change	12.52	10.49	7.61
(% change)	2.87%	2.94%	3.18%
Rate of salary increase			
Impact of +0.5% change	12.32	10.31	7.49
(% change)	1.22%	1.18%	1.59%
Impact of -0.5% change	12.04	10.08	7.24
(% change)	(1.07%)	(1.07%)	(1.74%)
Withdrawal Rate (W.R.)			
W.R. x 110%	12.28	10.26	7.39
(% change)	0.90%	0.72%	0.21%
W.R. x 90%	12.04	10.10	7.35
(% change)	(1.09%)	(0.89%)	(0.34%)

(K) Other disclosures

The weighted average duration of the obligations as at March 31, 2023 is 6.89 years (as at March 31, 2022: 6.92 years and April 1, 2021: 7.07 Years).

All amounts are ₹ in Millions unless otherwise stated

(c) Leave Encashment plan

(A) Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

(1) Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:
i) Adverse Salary Growth Experience
ii) Variability in mortality rates
iii) Variability in withdrawal rates
iv) Variability in availment rates

(2) Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter- valuation period.

(3) Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Entity there can be strain on the
cash flows.

(4) Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

(5) Legislative Risk

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Shop and Establishment Act, thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

(B) Principal actuarial assumptions used:

The principal assumptions used for the purposes of the actuarial valuations were as follows.

	Leave Encashment		
Particulars	**As at March 31, 2023**	**As at March 31, 2022**	**As at March 31, 2021**
1. Discount rate - Company	7.40%	6.85%	6.50%
2. Salary escalation - Company	10.00%	10.00%	10.00%
3. Rate of employee turnover - Company	Age 25 & Below : 25 %, Age 25 to 35 : 20 %, Age 35 to 45 : 15 %, Age 45 to 55 : 10 %, Age 55 & above : 5 %	Age 25 & Below : 25 %, Age 25 to 35 : 20 %, Age 35 to 45 : 15 %, Age 45 to 55 : 10 %, Age 55 & above : 5 %	Age 25 & Below : 25 %, Age 25 to 35 : 20 %, Age 35 to 45 : 15 %, Age 45 to 55 : 10 %, Age 55 & above : 5 %
4. Mortality rate	Indian Assured Lives Mortality (2012-14) Ult.		

(C) Expenses recognised in profit and loss

Particulars	**Leave Encashment**		
	For year ended March 31, 2023	**For year ended March 31, 2022**	**For year ended March 31, 2021**
Service cost:			
Current service cost	0.17	0.12	0.09
Net Interest cost	0.03	0.02	0.02
Net value of remeasurements on the obligation and plan assets	(0.07)	(0.09)	(0.01)
Components of defined benefit cost recognised in profit or loss	**0.13**	**0.06**	**0.10**

The current service cost and the net interest expenses for the year are included in the 'Employee benefits expenses' line item in the Statement of profit and loss.

(D) Net interest cost recognised in profit or loss:

Particulars	**Leave Encashment**		
	For year ended March 31, 2023	**For year ended March 31, 2022**	**For year ended March 31, 2021**
Interest cost	0.03	0.02	0.02
Interest income	-	-	-
Net interest cost recognised in profit or loss	**0.03**	**0.02**	**0.02**

(E) Remeasurements on the Obligation and Plan Assets

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Actuarial (gains)/losses on obligation for the year			
- Due to changes in demographic assumptions	-	-	-
- Due to changes in financial assumptions	(0.02)	(0.01)	0.00
- Due to experience adjustment	(0.05)	(0.08)	(0.01)
Return on plan assets, excluding interest income	-	-	
Net (Gain)/Loss for the period recognized in OCI	**(0.07)**	**(0.09)**	**(0.01)**

(F) Amount recognised in the consolidated balance sheet

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Present value of defined benefit obligation as at the end of the year	0.59	0.46	0.40
Fair value of plan assets	-	-	-
	0.59	**0.46**	**0.40**

(G) Net asset/(liability) recognised in the consolidated balance sheet

Recognised under:	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Long term provision	0.49	0.38	0.34
Short term provision	0.10	0.07	0.06
Total	**0.59**	**0.46**	**0.40**

(H) Movements in the present value of defined benefit obligation are as follows:

Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Opening defined benefit obligation	0.46	0.40	0.30
Transfer in/(out) obligation	-	-	-
Current service cost	0.17	0.12	0.09
Interest cost	0.03	0.02	0.02
Actuarial losses	(0.07)	(0.09)	(0.01)
Benefits paid from the fund	-	-	-
Closing defined benefit obligation	**0.59**	**0.46**	**0.40**

(I) Maturity profile of defined benefit obligation:

Projected benefits payable in future years from the date of reporting	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Year 1 cashflow	0.10	0.07	0.06
Year 2 cashflow	0.09	0.07	0.06
Year 3 cashflow	0.08	0.06	0.05
Year 4 cashflow	0.07	0.05	0.05
Year 5 cashflow	0.07	0.05	0.04
Year 6 to year 10 cashflow	0.26	0.20	0.16
Total expected payments	**0.67**	**0.50**	**0.43**

(J) Sensitivity analysis

The Sensitivity analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the lied assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous year.

Projected benefits payable in future years from the date of reporting	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
Projected benefit obligation on current assumptions			
Rate of discounting			
Impact of +0.5% change	0.57	0.45	0.39
(% change)	(2.36%)	(2.47%)	(2.53%)
Impact of -0.5% change	0.60	0.47	0.41
(% change)	2.48%	2.59%	2.66%
Rate of salary increase			
Impact of +0.5% change	0.60	0.47	0.41
(% change)	2.41%	2.50%	2.56%
Impact of -0.5% change	0.57	0.45	0.39
(% change)	(2.32%)	(2.41%)	(2.46%)
Withdrawal Rate (W.R.) varied by 10%			
W.R. x 110%	0.54	0.42	0.37
(% change)	(6.99%)	(7.22%)	(7.61%)
W.R. x 90%	0.63	0.49	0.44
(% change)	7.87%	8.13%	8.63%

(K) Other disclosures

The weighted average duration of the obligations as at March 31, 2023 is 5.43 years (as at March 31, 2022: 5.49 years and April 1, 2021: 5.45 Years).

All amounts are ₹ in Millions unless otherwise stated

39 Related party disclosures

39.1 Details of related parties

Description of relationship	Name of the related party
Key management personnel	
- Director (Managing Director w.e.f. 01.06.2023)	Amit Mangilal Jain
- Director (Whole Time Director w.e.f. 01.06.2023)	Arpit Jain
- Director (Whole Time Director w.e.f. 01.06.2023)	Sandeep Jain
- Chief Financial Officer (w.e.f. 01.06.2023)	Samshet Balkrishna Shetye
- Company Secretary (w.e.f. 22.05.2023)	Sheetal Haresh Solani
Relatives of key management personnel (where transactions have taken place)	Kritika Jain
	Simran Jain
	Ketu Jain
	Sajjan Jain
	Vikram Jain
	Kala Jain
	Mangilal Jain
	Sneha Jain
Enterprises over which key management personnel is able to exercise significant influence (where transactions have taken place)	The Sajjan Jain Support Trust
Associates Firms / LLP	Bhoomi & Arkade Associates
	Atul & Arkade Realty
	Arkade Abode LLP
	Chandak & Arkade Associates

39.2 Transactions during the year with related parties

S. No.	Particulars	For year ended March 31, 2023	For year ended March 31, 2022	For year ended March 31, 2021
A	**Key management personnel**			
I	**Amit Mangilal Jain**			
	Managerial Remuneration	13.00	9.00	9.60
	Loan Taken	218.46	318.85	90.34
	Repayment of Loan Taken	137.11	36.85	393.95
	Interest Expenses	23.54	5.79	5.36
II	**Arpit Jain**			
	Managerial Remuneration	44.83	12.12	7.60
	Loan Taken	34.10	85.50	5.75
	Repayment of Loan Taken	7.08	0.51	-
	Interest Expenses	17.78	5.12	-
III	**Sandeep Jain**			
	Managerial Remuneration	43.87	12.11	6.56
	Loan Taken	20.00	96.70	8.65
	Repayment of Loan Taken	7.12	0.80	-
	Interest Expenses	18.22	8.02	-
B	**Relatives of Key Management Personnel**			
I	**Ketu Jain**			
	Managerial Salaries	1.63	0.50	-
	Sale of flat	116.62	-	-
II	**Kala Jain**			
	Loan Taken	-	26.30	1.30
	Repayment of Loan Taken	14.10	13.77	
	Interest Expenses	0.02	2.73	
III	**Sajjan Jain**			
	Repayment of Loan Taken	29.10	2.30	
	Sale of flat	57.50	-	
IV	**Mangilal Jain**			
	Repayment of Loan Taken	56.00	-	13.00
	Loan Taken			24.00

All amounts are ₹ in Millions unless otherwise stated

V	**Vikram Jain**			
	Repayment of Loan Taken	-	1.60	
	Loan Taken			1.60
VI	**Kritika Jain**			
	Professional Fees Paid	-	0.30	0.58
VII	**Simran Jain**			
	Commission / Brokerage Paid	-	1.96	1.96
VIII	**Sneha Jain**			
	Commission / Brokerage Paid	-	1.93	1.93
	Managerial Remuneration			1.38
C	**Enterprises over which key management personnel is able to exercise significant influence***			
I	**The Sajjan Jain Support Trust**			
	Donations Paid	2.13	-	-
D	**Associates Firms / LLP**			
I	**Bhoomi & Arkade Associates**			
	Share of profit / (loss)	46.86	73.09	0.09
	Capital Introduce	0.19	19.99	16.41
	Capital Withdrawals	14.40	3.75	1.53
	Repayment of Loan Taken	14.21	0.06	0.04
	Interest Expenses	-	0.61	0.59
II	**Arkade Abode LLP**			
	Share of profit / (loss)	(0.38)	(0.000)	(0.000)
	Capital Introduce	-	0.001	-
	Capital Withdrawals	0.41	0.001	-
III	**Atul & Arkade Realty**			
	Share of profit / (loss)	(0.02)	(0.02)	0.03
	Capital Introduce	6.85	3.88	0.03
	Capital Withdrawals	-	-	-
IV	**Chandak & Arkade Associates**			
	Write off of Balances	0.08	-	-

The transactions with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. All the related party transactions are reviewed and approved by board of directors.

39.3 Amounts outstanding with related parties

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
A	**Key management personnel**			
I	**Amit Mangilal Jain**			
	Loan Payable	410.31	305.43	17.64
	Managerial Remuneration Payable	1.01	0.54	
II	**Arpit Jain**			
	Loan Payable	140.66	95.86	5.75
	Managerial Remuneration Payable	21.23	1.59	0.03
III	**Sandeep Jain**			
	Loan Payable	143.67	112.57	8.65
	Managerial Remuneration Payable	21.62	1.88	0.23
	Relatives of Key Management Personnel			
I	**Kala Jain**			
	Loan Payable	-	16.56	1.30
	Interest Payable	2.48	-	
II	**Mangilal Jain**			
	Loan Payable	-	56.00	56.00

All amounts are ₹ in Millions unless otherwise stated

III	**Sajjan Jain**			
	Loan Payable	-	29.10	31.40
IV	**Vikram Jain**			
	Loan Payable	-		1.60
V	**Kritika Jain**			
	Trade Receivable			0.02
B	**<u>Associates Firms</u>**			
I	**Bhoomi & Arkade Associates**			
	Capital balance with firms	(3.27)	(35.93)	(124.57)
	Loan Payable	-	14.21	13.66
II	**Atul & Arkade Realty**			
	Capital balance with firms	169.73	162.89	159.04
III	**Arkade Abode LLP**			
	Capital balance with firms	-	0.78	0.78
IV	**Chandak & Arkade Associates**			
	Capital balance with firms	-	0.08	0.08

All amounts are ₹ in Millions unless otherwise stated

40 Financial instruments and risk management

40.1 Capital risk management

The Group's objective, when managing capital is to ensure the going concern operation and to maintain an efficient capital structure to reduce the cost of capital, support the corporate strategy and meet shareholder's expectations. The policy of the Group is to borrow funds through banks or raise through equity which is supported by committed borrowing facilities to meet anticipated funding requirements. The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and the requirement of financial markets. The capital structure is governed by policies approved by the Board of Directors, and is monitored by various metrics. The following table summarises the capital of the Group :

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Short term debts*(including current maturities of long term debt)	702.41	632.14	136.94
Long term debts	787.54	11.99	-
Total Debts	**1,489.95**	**644.13**	**136.94**
Less: Cash and cash equivalents	(166.20)	(25.21)	(49.39)
Net debt	**1,323.75**	**618.92**	**87.55**
Total Equity	**2,002.11**	**1,494.95**	**991.41**
Net debt to equity ratio	**0.66**	**0.41**	**0.09**

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings.
The Group has not defaulted on any loans payable, and there has been no breach of any loan covenants.
No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

40.2 Categories of financial instruments

The following table provides categorisation of all financial instruments

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Financial assets			
Measured at amortised cost			
(a) Loans (including inter corporate deposit)	0.91	0.15	0.23
(b) Security deposits	20.30	0.40	0.93
(c) Deposits with bank (Fixed Deposits)	63.72	11.00	6.50
(d) Cash and cash equivalent	166.20	25.21	49.39
(e) Bank balance other than (d) above	9.52	70.03	66.58
(f) Trade receivables	37.05	52.60	126.13
(g) Other financial assets	6.47	1.48	1.63
Total financial assets	**304.18**	**160.87**	**251.39**
Financial liabilities			
Measured at amortised cost			
(a) Borrowings	1,489.95	644.13	136.94
(b) Trade payables	235.19	137.32	222.92
(c) Lease Liabilities	-	-	-
(d) Other financial liabilities	137.29	77.08	73.78
Total financial liabilities	**1,862.43**	**858.52**	**433.64**

40.3 Financial risk management objectives

The Group's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group periodically reviews the risk management policy so that the management manages the risk through properly defined mechanism. The focus is to foresee the unpredictability and minimise potential adverse effects on the Group's financial performance. The Group's overall risk management procedures to minimise the potential adverse effects of financial market on the Group's performance are as follows:

(i). Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

(a) Interest rate risk:

The Group is exposed to cash flow interest rate risk from long-term borrowings at variable rate. Currently the Group has external borrowings and borowwings from promoter & promoter groups which are fixed and floating rate borrowings. The Group achieves the optimum interest rate profile by refinancing when the interest rates go down. However this does not protect Group entirely from the risk of paying rates in excess of current market rates nor eliminates fully cash flow risk associated with variability in interest payments, it considers that it achieves an appropriate balance of exposure to these risks.

(b) 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 foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

Particulars of unhedged foreign currency exposures as at the reporting date:

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(a). Financial liabilities:			
In USD	-	-	-
Equivalent in ₹ Millions	-	-	-
(b). Financial assets:			
In USD	-	-	-
In EURO	-	-	-
Equivalent in ₹ Millions	-	-	-

(ii). Credit risk management

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Group’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Group’s customer base, including the default risk of the industry and country, in which customers operate, has less influence on the credit risk.

The Group has entered into contracts for the sale of residential and commercial units on an installment basis. The installments are specified in the contracts. The Group is exposed to credit risk in respect of installments due. However, the possession of residential and commercial units is handed over to the buyer only after all the installments are recovered. In addition, installment dues are monitored on an ongoing basis with the result that the Group’s exposure to credit risk is not significant. The Group evaluates the concentration of risk with respect to trade receivables as low, as none of its customers constitutes significant portions of trade receivables as at the year end.

Credit risk from balances with banks and financial institutions is managed by Group's treasury in accordance with the Group’s policy. The Group limits its exposure to credit risk by only placing balances with local banks of good
repute. Given the profile of its bankers, management does not expect any counterparty to fail in meeting its obligations.

All amounts are ₹ in Millions unless otherwise stated

(iii). Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Group has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group manages the liquidity risk by maintaining adequate funds in cash and cash equivalents.

Surplus funds not immediately required are invested in certain financial assets which provide flexibility to liquidate at short notice and are included in cash equivalents.

Liquidity risk table

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Particulars	Upto 1 year	1-5 years	Total
March 31, 2023			
Borrowings	702.41	787.54	**1,489.95**
Trade payables	235.19	-	**235.19**
Other financial liabilities	137.29	-	**137.29**
Total	**1,074.88**	**787.54**	**1,862.43**
March 31, 2022			
Borrowings	632.14	11.99	**644.13**
Trade Payables	137.32	-	**137.32**
Other Financial Liabilities	77.08	-	**77.08**
Total	**846.54**	**11.99**	**858.52**
March 31, 2021			
Borrowings	136.94	-	**136.94**
Trade Payables	222.92	-	**222.92**
Other Financial Liabilities	73.78	-	**73.78**
Total	**433.64**	**-**	**433.64**

41 Fair value measurements

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

41.1 Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

The Group has not measure any financial assets and financial liabilities that are measured at fair value on a recurring basis.

41.2 Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The directors of the Group consider that the carrying amounts of financial assets and financial liabilities recognised in these financial statements approximate their fair values.

42 Disclosure as per Section 186 of the Companies Act, 2013

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

(i) Details of Investments made by the Group are given in Note 6.1 in the financial statement.
(ii) The Group has not granted any loans to any parties during the period.

42 Other Notes

42.1 The Group does not own benami properties. Further, there are no proceedings which have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

42.2 The Group has not traded or invested in Crypto currency or Virtual Currency during each reporting period. During each reporting period, the Group has not traded or invested in Crypto currency or Virtual Currency.

42.3 There were no Scheme of Arrangements entered by the Group during each reporting period, which required approval from the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

42.4 Relationship with struck-off companies
The Group did not have any transactions with Companies struck off.

42.5 The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

42.6 The Group has not made any delay in Registration of Charges under the Companies Act, 2013.

42.7 **Code of Social Security, 2020**
The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. the Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

All amounts are ₹ in Millions unless otherwise stated

43 Ratio Analysis and its elements

Where any one or both the components of ratios are extracted from statement of profit and loss, the ratios are provided for the year ended March 31, 2022 and March 31, 2021. However, where both the components of ratio are extracted from the Balance sheet, the ratios are provided for all the three periods (i.e., as at March 31, 2022, as at March 31, 2021 and April 1, 2020).

a) Current Ratio = Current assets divided by Current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current assets	5,279.78	3,503.39	3,316.43
Current liabilities	2,751.95	2,185.60	2,489.76
Ratio (In times)	**1.92**	**1.60**	**1.33**
% Change from previous year	**20.00%**	**20.30%**	

b) Return on Equity Ratio = Net profit after tax divided by average equity

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Net profit after tax	506.61	508.44	217.18
Total equity*	1,748.53	1,243.18	991.41
Ratio	**0.29**	**0.41**	**0.22**
% Change from previous year	**-29.16%**	**86.69%**	

*Average equity represents the average of opening and closing total equity.

Reason for change more than 25%:

In FY 2021-22 is due to increase in Net profitability of the Company.

c) Inventory Turnover Ratio = Cost of materials consumed divided by average inventory

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Cost of materials consumed	1,329.09	1,599.60	664.20
Average Inventory	3,997.67	2,515.49	2,040.89
Ratio (In times)	**0.33**	**0.64**	**0.33**
% Change from previous year	**-47.72%**	**95.39%**	

Reason for change more than 25%:

In FY 2021-22 and FY 2022-23, due to increase in Inventory of Work in Progress for New Projects and increased in overall opertions of the Company.

d) Trade Receivables turnover ratio = Credit Sales divided by average trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Sales	2,191.57	2,230.11	902.56
Average Trade Receivables #	44.82	89.36	126.13
Ratio (In times)	**48.89**	**24.96**	**7.16**
% Change from previous year	**95.92%**	**248.74%**	

Trade receivables is included gross of ECL and net of customer advances. Average Trade receivables represents the average of opening and closing trade receivables.

Reason for change more than 25%:

In FY 2021-22 due to increase in Sales while maintaining Debtors Realisation period at under control.

e) Trade payables turnover ratio = Credit purchases divided by average trade payables

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Contract Cost	3,344.28	2,548.79	585.16
Closing Trade Payables	93.13	90.06	111.46
Ratio (In times)	**35.91**	**28.30**	**5.25**
% Change from previous year	**21.19%**	**81.45%**	

Reason for change more than 25%:

In FY 2021-22 due to increase in operations while maintaining Creditors Payment period at similar level.

f) Net Capital Turnover Ratio = Sales divided by Net Working capital

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Sales (A)	2,201.52	2,289.34	1,082.70
Current Assets (B)	5,279.78	3,503.39	3,316.43
Current Liabilities (C)	2,751.95	2,185.60	2,489.76
Net Working Capital (D = B - C)	2,527.83	1,317.79	826.67
Ratio (In times) (E = A / D)	**0.87**	**1.74**	**1.31**
% Change from previous year	**-49.87%**	**32.64%**	

Reason for change more than 25%:

In FY 2021-22 and FY 2022-23, the increase in Inventory of Work in Progress for New Projects and increased in overall opertions of the Company has lead to increased investments in working capital of the Company.

g) Net profit ratio = Net profit before tax divided by Sales

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Net profit before tax	625.99	582.93	297.04
Sales	2,201.52	2,289.34	1,082.70
Ratio	**28.43%**	**25.46%**	**27.44%**
% Change from previous year	**11.67%**	**-7.19%**	

Reason for change more than 25%:

In FY 2021-22, the decrease in ratio is on account of lower profitability of projects completed during the year.

h) Return on Capital employed (pre -tax) = Earnings before interest and taxes (EBIT) divided by average Capital Employed

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Profit before tax (A)	625.99	582.93	297.04
Add : Interest (B)	74.63	41.11	12.59
EBIT (C) = (A) + (B)	**700.62**	**624.04**	**309.64**
Total Assets (C)	5,553.04	3,699.67	3,497.38
Current Liabilities (D)	2,751.95	2,185.60	2,489.76
Capital Employed (E)=(C)-(D)	**2,801.09**	**1,514.07**	**1,007.62**
Ratio (In %)	**25.01%**	**41.22%**	**30.73%**
% Change from previous year	**-39.31%**	**34.13%**	

Reason for change more than 25%:

In FY 2021-22 and FY 2022-23, the increase in Inventory of Work in Progress for New Projects and increased in overall opertions of the Company has lead to increased investments in working capital of the Company.

i) Debt Equity ratio = Total debts divided by Total Equity

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Total Debts	1,489.95	644.13	136.94
Shareholder's funds	2,002.11	1,494.95	991.41
Ratio (In Times)	**0.74**	**0.43**	**0.14**
% Change from previous year	**72.72%**	**211.95%**	

Reason for change more than 25%:

Increase in FY 21-22 is mainly on account of increase in unsecured borrowings & Increase in FY 22-23 is on account of raising fresh Term Loans for Projects & unsecured borrowings.

j) Debt service coverage ratio= Earnings available for debt services dividend by total interest and principal repayments.

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Profit after tax (A)	506.61	508.44	217.18
Add: Non cash operating expenses and finance cost			
-Depreciation and amortisation (B)	2.71	0.71	1.09
-Finance cost (C)	12.81	43.29	12.98
Total Non-cash operating expenses and finance cost (Pre-tax) (D= B+C)	**15.52**	**44.00**	**14.07**
Total Non-cash operating expenses and finance cost (Post-tax) (E = D (1-Tax rate))	11.62	32.93	10.53
Earnings available for debt services (F = A+E)	**518.23**	**541.37**	**227.71**
Debt service			
Interest (G)	74.63	41.11	12.59
Lease payments (H)	-	-	-
Principal repayments (I)	(384.48)	(57.36)	(618.63)
Total Interest and principal repayments (J = G + H + I)	**(309.85)**	**-16.25**	**-606.03**
Ratio (In times) (J = F/ I)	**1.67**	**33.31**	**0.38**
% Change from previous year	**-94.98%**	**8765.71%**	

Reason for change more than 25%:

In FY 2021-22 and FY 2022-23 - Increase in cash profit of the Company has lead to increased Debt Repayment Capacity of the Company.

k) Return on Investments

This ratio has not been calculated since the Company does not have any investments as on 31st March, 2023 except investments in Subsidiary Partnership Firms & Associates Firms

44 Other Events

44.1 Initial Public Offer - Draft Red Herring Prospectus

The Company has formed the IPO Committee vide resolution passed in the meeting of Board of Directors of the Company held on December 05, 2022 for initiating the process of preparing and filing of the Draft Red Herring Prospectuts in terms of SEBI (Issue of Capital & Disclosures Requirements) Regulations.

44.2 Events after balance sheet date

Significant non - adjusting event occurred between the balance sheet date and date of the approval of these financial statements by the Board of Directors of the Company requiring disclosure :

(a) Conversion into Public Limited Company

The Company has been converted from Private Limited Company to Public Limited Company vide resolution passed in the Extra Ordinary General Meeting of the Company held on June 05, 2023. It also has made filing with Ministry of Corporate Affairs (MCA) for such change and awaiting for Fresh Certificate of Incorporation.

(b) Increase in Authorised Share Capital

The Company has increased its authorised share capital from Rs. 200 millions (devided into 20 millions equity shares of Rs. 10 each fully paid up) to Rs. 18,500 millions (devided into 185 millions equity shares of Rs. 10 each fully paid up vide special resolution passed in the meeting of shareholders held on July 06, 2023

(c) Issue of Bonus Shares

The Company has allotted 15,00,00,000 equity shares of face value of Rs. 10/- each, as a bonus Shares in the ratio of 75 : 1 to the existing equity shareholders of the Company vide resolution passed in the meeting of shareholders held on July 06, 2023

As per our report of even date

For Mittal & Associates
Chartered Accountants
Firm Reg. No.: 106456W

Hemant R Bohra
Partner
M No. 165667
Place: Mumbai
Date : July 21, 2023

For and on behalf of Board of Directors of
Arkade Developers Limited

Amit Jain	**Arpit Jain**
Managing Director	**Whole-time Director**
DIN : 00139764	**DIN : 06899631**
Samshet Shetye	**Sheetal Solani**
Chief Financial Officer	**Company Secretary**
	M No. : A45964

Place: Mumbai
Date : July 21, 2023

Arkade Developers Limited (Formerly known as Arkade Developers Private Limited)
ANNEXURE VII
Restatement adjustment to Audited Ind As Consolidated Financial Statements
All amounts are ₹ in Millions unless otherwise stated

Part A

The summary of results of restatement adjustments made in the audited consolidated financial statements for the respective year and its impact on the profit of the Group is as follows

(₹ in millions)

Particulars	Note	For the year ended		
		31st March 2023	31st March 2022	31st March 2021
(A) Total Comprehensive Income for the year as per audited financial statements		548.79	487.90	207.39
(B) Adjustment for:-				
(1) Write back of Provisions		(55.85)	24.92	4.41
(2) Provisions for Grauity		-	-	5.29
(3) Share of Profit / (Loss) from Partnership Firms		-	0.71	0.09
(4) Short / (Excess) Provision of Current tax		-	-	(0.61)
(5) Current Tax		14.06	(6.27)	(1.11)
(6) Deferred Tax		-	-	1.33
Total adjustments		**(41.79)**	**19.36**	**9.40**
Restated Total Comprehensive Income for the year		**507.00**	**507.25**	**216.79**

Part B

The summary of results of restatement adjustments made in the audited consolidated financial statements for the respective year and its impact on Total Equity of the Group is as follows:

(₹ in millions)

Particulars	Note	As at		
		31st March 2023	31st March 2022	31st March 2021
(A) Total Equity as per audited financial statements		2,002.64	1,451.17	978.39
(B) Adjustment for:-				
(1) Write back of Provisions		(55.85)	24.92	4.41
(2) Provisions for Grauity		-	-	5.29
(3) Share of Profit / (Loss) from Partnership Firms		-	0.71	0.09
(4) Short / (Excess) Provision of Current tax		-	-	(0.61)
(5) Current Tax		14.06	(6.27)	(1.11)
(6) Deferred Tax		-	-	1.33
(7) Carry forward adjustment in total equity from the immediate previous year		41.79	22.43	13.04
Total adjustments		**-**	**41.79**	**22.43**
Restated Total Equity		**2,002.64**	**1,492.96**	**1,000.82**

Notes to the adjustments

1. The Restated Ind AS Consolidated Financial Information do not require any adjustment for auditor qualification as there was no qualification in the underlying audit reports of the respective years that required any corrective adjustments

2. In audited Standalone financial statements of financial year 2022-23, provision of defect liability and repairs pertaining to earlier years were written back and accounted as other income. For the purpose of Restated Standalone Financial Information, such errors of accounting estimates of written back of excess provisions have been appropriately adjusted in the respective financial year to which they relate including income tax thereon.

3.In audited Standalone financial statements of financial year 2020-21, tax pertaining to earlier years were accounted based on self assessment by Group. For the purpose of the Restated Standalone Financial Information, such taxes, interest and errors have been appropriately adjusted in the respective financial year to which they relate.

4. For the purpose of this Restated Consolidated Financial Information, certain errors of previous years are corrected retrospectively in the years to which they pertain. Such as provision for gratuity, share of profit & loss from Partneship Firms etc.

5. Deferred tax impact of the restatement adjustments as explained above is given based on the applicable tax rates.

6 Material Regrouping
Appropriate adjustments have been made in the Restated Ind AS Consolidated Summary Statement of Assets and Liabilities, Profit and Loss and Cash Flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings/ disclosures as per the Audited Consolidated Financial Statements of the Group.

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are set out below:

Sr. No.	Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
1.	Basic EPS (in ₹)	3.33	3.32	1.39
2.	Diluted EPS (in ₹)	3.33	3.32	1.39
3.	Return on Net worth (RoNW) (in %)	28.97%	40.90%	21.91%
4.	Net asset value per Equity Share (in ₹)	13.17	9.84	6.52
5.	EBITDA (in ₹ million)	683.25	699.73	305.02

Notes:

1. *Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders of our Company by the weighted average number of Equity Shares outstanding during the year.*
2. *Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.*
3. *EPS has been calculated in accordance with the Indian Accounting Standard 33 – 'Earning per share' notified under the Companies (Indian Accounting Standards) Rules, 2015. The above statement should be read with significant accounting policies and notes on Restated Consolidated Financial Information.*
4. *RoNW is calculated as Profit for the year, as restated divided by restated net worth calculated on average of opening and closing Net worth of the year. Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
5. *Net Asset Value per Equity Share (NAV) is computed as the closing net worth (sum of equity share capital, other equity and non-controlling interest) divided by the weighted average outstanding number of equity shares as on March 31, 2023.*
6. *EBITDA is calculated as profit for the year plus tax expense, depreciation and amortisation and finance cost for the year.*

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 (**Audited Financial Statements**) are available at https://arkade.in/investor-relations/IPO. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

Non-GAAP Measures

Certain non-GAAP measures like EBITDA, Net Debt – Equity ratio, and Net Debt – EBITDA ratio (**Non-GAAP Measures**) presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. See '*Risk Factor – We have included certain non-GAAP financial and operational measures related to our operations and financial performance that may vary from any standard methodology that may be applicable across the industry in which we operate, and which may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by similar companies'*

Reconciliation of restated profit for the year to EBITDA and EBITDA Margin for the year

The table below reconciles restated profit for the year to EBITDA. EBITDA is calculated as restated profit for the year plus total tax expenses, depreciation and amortization expenses, and finance costs while EBITDA Margin is the percentage of EBITDA divided by total revenue from operations for the year.

(in ₹ million)

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Restated profit for the year	506.61	508.44	217.18
Add: Tax expense	161.12	147.28	73.76

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Add: Finance costs	12.81	43.29	12.98
Add: Depreciation and amortisation expenses	2.71	0.71	1.09
EBITDA	683.25	699.73	305.02
Revenue from operations	2,201.52	2,289.34	1,082.70
EBITDA Margin (%)	31.04%	30.56%	28.17%

Reconciliation of net worth and return on net worth

(in ₹ million)

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Equity share capital (I)	20.00	20.00	20.00
Other equity (II)	1,982.11	1,474.95	971.41
Net worth (III) = (I + II)	2,002.11	1,494.95	991.41
Average Net worth (IV) *	1,748.53	1,243.18	991.41
Restated profit for the year (**V**)	506.61	508.44	217.18
Return on net worth (VI) = (V / (IV)) (in %)	28.97%	40.90%	21.91%

** Average of opening and closing net worth of the year. 'Net worth': Equity share capital and other equity.*

Reconciliation of Net Asset Value (per Equity Share)

(in ₹ million, except per share data)

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Equity share capital (I)	20.00	20.00	20.00
Other equity (II)	1,982.11	1,474.95	971.41
Total equity (III) = (I + II)	2,002.11	1,494.95	991.41
Weighted average number of equity shares used for computing Basic EPS (IV)	152.00	152.00	152.00
Net asset value per equity share (V) = (III / IV)	13.17	9.84	6.52

Reconciliation of net debt - equity ratio

(in ₹ million)

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Non-current borrowings (I)**	787.54	11.99	-
Current borrowings (II)**	702.41	632.14	136.94
Total borrowings (III = I + II)	1,489.95	644.13	136.94
Cash & cash equivalents (IV)	166.20	25.21	49.39
Net debt (V = III – IV)	1,323.75	618.92	87.55
Equity share capital (VI)	20.00	20.00	20.00
Other equity (VII)	1,982.11	1,474.95	971.41
Total equity (VIII) = (VI + VII)	2,002.11	1,494.95	991.41
Net debt - equity ratio (IX = V / VIII) (in times)	0.66	0.41	0.09

*** Includes lease liabilities*

FINANCIAL INDEBTEDNESS

Our Company avails fund based facilities in the ordinary course of its business for the purposes such as, *inter alia*, expenditure towards project development, meeting our working capital requirements or business requirements. Our Company has received the no objection and consents from our lenders in relation to the Issue.

For further details of the borrowing powers of our Board, see '*Our Management - Borrowing Powers of our Board'*

The following table sets forth the details of the aggregate outstanding borrowings of our Company amounting to ₹ 843.01 million, as on July 31, 2023:

(in ₹ million)

Category of Borrowing	Sanctioned Amount	Amount outstanding as on July 31, 2023
Secured		
Fund based borrowings		
Term loans	1,314.80	290.57
Total fund based borrowings (A)	**1,314.80**	**290.57**
Total non-fund based borrowings (B)	Nil	Nil
Unsecured		
Loan from Directors	900.00	552.44
Total unsecured borrowings (C)	**900.00**	**552.44**
Total borrowings (A + B +C)	**2,214.80**	843.01

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023

A brief summary of the fund-based borrowings of our Company as on July 31, 2023 is set out below:

Term Loans

Set out below are the brief details of our term loan facilities:

Sr. No.	Nature of Borrowing	Purpose of the Borrowing	Amount Sanctioned (in ₹ million)	Amount Outstanding (as on July 31, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure	Repayment
Bajaj Housing Finance Limited							
1.	Term loan	Construction cost and / or working capital requirements in relation to Project Arkade Aspire	800.00	129.84	Floating interest rate of 11.50% (reference rate of 15.95% p.a., spread of 4.45% p.a. and accordingly, the applicable rate is 11.50%) p.a.	Maximum of 72 months (including principal standstill period of 36 months from date of first disbursement of the loan facility)	Scheduled equated monthly repayment of the loan facility in 36 months after principal standstill period of 36 months from the date of first disbursement
Security		i. Exclusive first charge by way of registered mortgage on the land admeasuring 3,440 sq. yards equivalent to 2,876 sq. mtrs. Bearing survey no. 121 (part), survey no. 122 hissa no. 2 (part), survey no. 123 (part) corresponding CTS no. 465, 465/1, 465/2, 465/3, 465/4, 465/5, 465/6 admeasuring 2,724.5 sq. mtrs. As per property register cards, and the land admeasuring 3,727 sq. yards equivalent to 3116.25 sq. mtrs. Bearing survey no. 122 (part) corresponding city survey no. 466 admeasuring 3,208.40 sq. mtrs. As per property register card, aggregating to 5,932.9 sq. mtrs. (excluding area of 1,093.89 sq. mtrs) at Village Pahadi Goregaon (East) Taluka Borivali in the Registration District and Sub-District Mumbai City and Mumbai Suburban, 400063, along with					

Sr. No.	Nature of Borrowing	Purpose of the Borrowing	Amount Sanctioned (in ₹ million)	Amount Outstanding (as on July 31, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure	Repayment
		the Project Arkade Aspire being developed along with present and future construction, transferable development rights / floor space index (excluding the sold units). All receivables from the property set out at (i) above including but not limited all the right, title, interest, benefits, claims and demands whatsoever, in and to or in respect of all amounts owing / payable. To and / or received by or to be received from any purchaser / lessee / licensee and which are now due owing / payable / belonging to our Company and, or our Promoter, Amit Mangilal Jain (hereinafter collectively, for the purpose of this facility, **Mortgagors**) or which may at any time during the continuance of the mortgage become due, owing, payable or belonging to the Mortgagor in respect of the property set out at (i) above including without limitation- to all the proceeds and considerations due to the Mortgagor, pursuant to the marketing of the shop, offices / units and shall include the sale consideration, adjustable deposits premium, lease rentals, business centre charges, leave and license fees, advance rentals / licence fees / charges, rent, out standings and claims but shall exclude all deposits (which are non-adjustable) receivable by the Mortgagor in respect of lease or licenses to be created by the Mortgagor in respect of the property set out at (i) above or the construction thereon or any part thereof.					
Housing Development Finance Corporation Limited							
2.	Term loan	Construction of a residential / commercial project in relation to Project Arkade Crown	500.00	149.54	11.25	51 months from the date of first disbursement / drawdown of the loan facility / tranche	Repayment commencing from 42^{nd} month from the date of first disbursement till the 51^{st} month. 10% of the receivables are utilized towards principal repayment.
Security		i. Exclusive charge on all rights, title, interest, share, demands, claims and entitlements of our Company and M/s Arkade Creation (a sole proprietorship of our Promoter, Amit Mangilal Jain) (hereinafter collectively, for the purpose of this facility, **Mortgager**), in respect of all that piece and parcel of land or ground bearing CTS No. 1,430, S. No. 226, 198 H. No. 5 bearing Municipal Ward R. No. 5,096 (1), (2), (3) and (4) Street Nos. 449, 450, 452 and 451 admeasuring 6,913 sq. yards i.e. 5,760 sq. mtrs (as per property card admeasuring 5,711.9 sq. mtrs), lying being and situated at Mandapeshwar Road now known as Sardar Vallabhbhai Patel Road, Mouje Eksar, Borivali in the Registration District and Sub- District of Mumbai City and Mumbai Suburban, along with messuages, tenements or dwelling house and whatsoever structures, hereditaments and the premises standing thereon, and the rights / ownership on any structures to be erected on the above mentioned premises along with the rights vis-à-vis the project documents of the Project Arkade Crown, present and future construction thereto, transferable development rights / floor space index with the rights on all scheduled receivables in relation to the Project Arkade Crown, except certain units / areas as excluded under the mortgage deed in relation to this facility. ii. Office premises admeasuring 1,684.35 sq. ft. of carpet area on the second floor along with the half terrace admeasuring 906.81 sq. ft. built- up area and half stilt area admeasuring 906.81 sq. ft. built-up area in the building no. 2 known as "Arkade House" constructed on land bearing CTS No. 56, Plot Nos. 5 and 6, Survey No. 1, 3 and 6, within the village limits of Wadhwan, Taluka Borivali, situated Opp. Children's Academy School, Atma ram Sawant Marg, Ashok Nagar, Kandivali East, Mumbai Suburban District – 400101. iii. Charge over (a) all the rights, title, interest, benefits, claims, demands and entitlements in to, under or in respect of the receivables (including future receivables from the apartments / units that have been sold) relating to / arising from the property described in (i) and (ii) above, including but not					

Sr. No.	Nature of Borrowing	Purpose of the Borrowing	Amount Sanctioned (in ₹ million)	Amount Outstanding (as on July 31, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure	Repayment
		limited to the rights to recover payment or other claims; (b) the right, title, interest, benefits, claims and demands along with the right to substitute or to be substituted for Mortgager under the agreement for sale / customer contracts; (c) insurance contracts / insurance proceeds relating to the property described in (i) and (ii) above and (d) all the right, title, interest, benefits, claims and entitlement whatsoever of Mortgagor under various debts, documents, agreements and instruments pertaining to the property described in (i) and (ii) above (collectively, **Receivables**). iv. Charge over all the right, title and interest of the Mortgagor in the accounts whether opened / established or to opened / established, any other bank accounts of the Mortgagor wherever opened / maintained / established in respect of the property described in (i) and (ii) above and operated and all amounts received to the credit of such account and all securities, instruments, investments and other property deposited in / credited thereto / created out of or required to be deposited therein/ credited thereto / credited out of in respect of property described in (i) and (ii) above (collectively, **Accounts**). v. Floating charge on all rights, title, interest, benefits, claims, demands and entitlements whatsoever of the Mortgagor in, to or over all the other movable assets of the Mortgagor (excluding Receivables and Accounts) in respect of property described in (i) and (ii) above including without limitation, the Mortgagor's cash in bond and its rights, title and interests in all funds of the Mortgagor, stocks of raw materials, semi-finished and finished goods and consumable stores, which description shall include all properties of the above description whether presently in existence, constructed or acquired hereafter (collectively, **General Assets**). All rights, title and benefit of the Mortgagor in the plant and machinery (whether immovable or movable) (both present and future) and all other equipment in relation to the property described in (i) and (ii) above whether installed or not and whether lying loose or in cases or which are lying or are stored in or to be stored in or to be brought into or upon any of the Mortgagor's premises, warehouses, stockyards and godowns or those of the Mortgagor's agents, affiliates, associates or representatives or at various work sites or at any place or places wherever else situated , lying or being or whatever else the same may be (whether or not such premises or owned or leased or licensed by the Mortgagor) and all tangible movable assets of the Mortgagor in relation to the property described in (i) and (ii) above.					
Vehicle loan from Bank of Baroda							
3.	Term loan	For the purchase of vehicle	14.80	11.19	10.36	60 months	60 months by equated monthly instalments
Security		Personal guarantee of our Promoter, Managing Director and Chairman, Amit Mangilal Jain, our Whole Time Directors, Arpit Vikram Jain and Sandeep Ummedmal Jain.					

Working Capital Limits

Our Company has not availed any working capital facility which is currently outstanding.

Principal terms of the financial arrangements entered into by our Company are disclosed below:

1. ***Penal Interest***: The terms of certain financing facilities availed by our Company prescribes penalties for non-compliance of certain obligations by our Company. These include, *inter alia*, delay in payment of or non-payment of instalments or interest, non-compliance with covenants, cessation of security created or personal guarantee issued under the financing documents, non-compliance with the covenants stipulated in the financing agreements in relation to the Real Estate (Regulation and Development) Act, 2016, as amended (**RERA Act**), etc. Further, the default interest payable on the facilities availed by us typically ranges between 4% per month and 5% p.a. over and above the applicable interest rate on the facility or 18% p. a, whichever is higher.

2. ***Pre-payment***: The terms of facilities availed by us typically have prepayment provisions which allow for pre-payment of the outstanding loan amount, subject to such prepayment penalties as laid down in the facility agreements. Such prepayment terms are set out below:

   i. Prepayment of most of our facilities is allowed.

   ii. The penalty on prepayment is approximately 2%.

3. ***Events of Default***: The financing arrangements entered into by our Company contain standard events of default, including:

   i. Default in performance of covenants, conditions or agreements in respect of the loan;

   ii. Default in payment of equated monthly instalments or any other amounts due to the lender;

   iii. Any unauthorized modification in the shareholding pattern of our Company including issuance of new shares in the share capital of our Company;

   iv. Any action taken or legal proceedings initiated for winding up, dissolution, or reorganisation or for appointment of receiver, trustee or similar officer of any of Company's assets;

   v. Any information provided by our Company for financial assistance found to be misleading or incorrect in any material respect;

   vi. Any default by our Company and/or the security provider under any other agreement or other document between our Company and/or the security provider and the bank or between our Company and/or the security provider and any third party;

   vii. An event where our Company ceases or provides notice to cease carrying on the business its carries to any statutory regulatory authority and / or the lender;

   viii. Construction of the Projects without obtaining all requisite approvals from appropriate authorities;

   ix. Any of the financing agreements become unenforceable against our Company;

   x. Failure to commence Project construction within a stipulated time period;

   xi. Non-Compliance with the RERA Act;

   xii. Change in control upon the management of our Company, ceasing to enjoy the confidence of the lender.

   The details above are indicative and there are additional terms that may amount to an event of default under the financing arrangements entered into by our Company. We are required to ensure that the aforementioned events of default and other events of default, as specified under the agreements relating to the financing arrangements entered into by our Company, are not triggered.

4. ***Consequences of Events of Default:*** The financing arrangements entered into by our Company set out the consequences of occurrence of events of default, including:

   i. Obligation on part of the lender to make or continue to make the loan available, stands terminated;

   ii. The lender may demand all or any part of the amount due together with accrued interest and all other amounts accrued shall become due and payable immediately;

   iii. The lender may, without any prior notice to our Company, enforce any and/or all security created in its favour;

   iv. The lender may levy additional/ default interest;

   v. The lender may apply or appropriate or set off any credit balance standing on our Company's account with the lender towards satisfaction of any sum due;

   vi. The lender may perfect and precipitate all rights under the security and other transaction documents; or

vii. The lender will have the right to appoint a nominee and/or observer on our Board.

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific financing arrangements entered into by our Company.

5. ***Restrictive Covenants***: Certain financing arrangements entered into by us contain restrictive covenants. An indicative list of such restrictive covenants is disclosed below. Our Company shall not without the prior approval of the lenders:

i. Incur any additional indebtedness;

ii. Change or in any way alter the capital structure of the borrowing concern;

iii. Effect any scheme of amalgamation or reconstitution;

iv. Acquire any business, company, assets or make any investments or substantially change in the nature of our business;

v. Declare a dividend or distribute profits after deduction of taxes, except where the instalments of principal and interest payable to the bank are being paid regularly;

vi. Invest any funds by way of deposits, debt instruments, equity, quasi equity or securities, or invest in capital or share capital except as permitted under the financing agreements which investment cannot be made after occurrence of a continuing event of default;

vii. Undertake any new project, diversification, modernization, which are material in nature in the opinion of the lender, or expansion of any of its Projects that is substantial in nature in the opinion of the lender;

viii. Enter into profit-sharing or royalty agreements or other similar arrangements in relation to our Company's profits or enter into any-management contract or similar arrangement whereby our business or operations are managed by any other person;

ix. Enter into any arrangement, agreement or commitment with any person other than on arm's length basis or pay any fees or commission or other sums to any persons in violation of applicable laws;

x. Pay any commissions to sponsors, promoters, directors, managers, partners or other persons for furnishing guarantees, counter guarantees or indemnities or for undertaking any other liability in connection with any permitted indebtedness under the financing agreements;

xi. Undertake or permit any merger, de-merger, consolidation, reorganisation, scheme of arrangement, conversion or compromise with creditors or shareholders or affect any scheme of amalgamation or reconstruction including creation of any subsidiary or permit any company to become its subsidiary to undertake the aforementioned activities; and

xii. Voluntarily or involuntarily sell, transfer, grant, lease or otherwise dispose of or deal with, any of the unencumbered assets when there exists a continuing event of default.

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific financing arrangements entered into by our Company.

Unsecured Indebtedness

Sr. No.	Name of the Lender	Purpose	Amount Sanctioned (in ₹ millions)	Amount Outstanding* (as on July 31, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure
1.	Amit Mangilal Jain	Working Capital	600.00	346.66	12.00	On Demand
2.	Sandeep Ummedmal Jain	Working Capital	150.00	103.17	12.00	On Demand

Sr. No.	Name of the Lender	Purpose	Amount Sanctioned (in ₹ millions)	Amount Outstanding* (as on July 31, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure
3.	Arpit Vikram Jain	Working Capital	150.00	102.61	12.00	On Demand

Further, except as stated in the '*Related Party Transactions'* chapter, our Company has neither given any loan to nor taken any loan from our related parties.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at March 31, 2023 on the basis of our Restated Consolidated Financial Information, and as adjusted for the proposed Issue. This table should be read in conjunction with '*Risk Factors*', '*Management's Discussion and Analysis of Financial Condition and Results of Operations*', '*Restated Consolidated Financial Information*'.

(in ₹ million, except ratios)

Particulars		Pre-Issue as at 31 March 2023(1)	Post-Issue (as adjusted for the proposed Issue)(2)
Total Borrowings:			
Current borrowings(3)		702.41	[●]
Non-current borrowings (including current maturity)(4)	**(A)**	787.54	[●]
Total borrowings(5)	**(B)**	1,489.95	[●]
Shareholders' funds:		-	[●]
Equity Share capital		20.00	[●]
Other equity(6)		1,982.11	[●]
Total Equity(7)	**(C)**	2,002.11	[●]
Total Capital	**(B+C)**	3,492.06	[●]
Ratio: Non-Current borrowings / Total equity	**(A)/(C)**	0.39 times	[●]
Ratio: Total Borrowings / Total equity	**(B)/(C)**	0.74 times	[●]

Notes:

1. The above has been computed on the basis of the Restated Consolidated Summary Statements of Assets and Liabilities of the Company.

   Changes in the share capital of the Company since 31 March 2023 is set out below:

Particulars	Equity Shares	Equity Share Capital (*₹ in million*)
As at 31 March 2023	20,00,000	20.00
Equity Shares allotted pursuant to a Bonus issue in the ratio of 75 Equity Shares for every existing 1 Equity Share held on 06 July 2023	15,00,00,000	1,500.00
Equity Capital as on July 31, 2023	**15,20,00,000**	**1,520.00**

2. The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building Process and hence the same have not been provided in the above statement.

3. Current borrowing is considered as borrowing due within 12 months from the balance sheet date.

4. Non-current borrowing is considered as borrowing other than current borrowing, as defined above and also includes the current maturities of long-term borrowing.

5. Total borrowing excludes interest accrued and due on borrowings.

6. Other equity excludes debenture redemption reserve, revaluation surplus, gain on bargain purchase and reserve on account of capital contribution.

7. Balance of Non-controlling interest has not been considered in Total Equity.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey our management's perspective on our financial condition and results of our operations. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year or a Fiscal are to the twelve months ended March 31 of that year.

You should read the following discussion in conjunction with the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as at and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 including the related notes, schedules, and annexures. For further information, see 'Restated Consolidated Financial Information'.

The Restated Consolidated Financial Information included in this Draft Red Herring Prospectus are prepared and presented in accordance with requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on 'Reports in Company Prospectuses (Revised 2019)' issued by the ICAI, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. This discussion may include certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors or contingencies, including those described below and elsewhere in, this Draft Red Herring Prospectus. For further information, see 'Forward-Looking Statements'. Also read 'Risk Factors' and 'Principal factors affecting our financial condition and results of operations' for a discussion of certain factors or contingencies that may affect our business, financial condition or results of operations.

Unless otherwise indicated, industry and market data used in this section has been derived from the Anarock Report by Anarock appointed by us pursuant to engagement letter dated June 6, 2023, and exclusively commissioned and paid for by us in connection with the Issue. Unless otherwise indicated, all industry and other related information derived from the Anarock Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Anarock was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the Anarock Report is available on the website of our Company at https://arkade.in/investor-relations/IPO. For further details and risks in relation to commissioned reports, see 'Risk Factor - This Draft Red Herring Prospectus contains information from an industry report prepared by Anarock which we have commissioned and paid for'.

OVERVIEW

We are a fast growing real estate development Company with a significant presence in Mumbai, Maharashtra. *(Source: Anarock Report)* Our operations are concentrated on the development of premium aspirational lifestyle residential premises in Mumbai, Maharashtra, India's commercial capital. As on July 31, 2023, we have developed 1.80 million square feet of residential property (including through partnership entities in which we hold the majority stake). We are engaged in the development of new projects and redevelopment of existing premises, and between 2017 and Q1 2023, we have launched 1,040 residential units and sold 792 residential units in different markets in the MMR, Maharashtra. In particular, we have established a successful track record of completing our projects on time, and from CY 2003 to March 2023, we have successfully completed redevelopment of 9 projects in the western suburbs of Mumbai and 1 project in south-central Mumbai (through a partnership firm in which we hold the majority stake) with a combined constructed area of 6,48,000 square feet. This track record has established us as one of the major player of redevelopment in the Mumbai western suburbs. (*Source: Anarock Report*).

Our operations are strategically located in Mumbai, one of the biggest and most expensive real estate markets in India. Since CY 2017 to Q1 2023, the MMR, Maharashtra has contributed the highest annual sales share of residential units across the top 7 cities in India, ranging from 27% to 32%. On average, the sales in MMR, Maharashtra accounted for 30% of the total residential unit absorption during this time frame. Further, the residential market in MMR, Maharashtra stands out as the most expensive, amongst the top 7 cities in India with a capital value of ₹ 12,200 per Sq. ft as of Q1 2023. Within the MMR, Maharashtra, our operations are strategically located and we have significant operations in the western suburbs of the MMR, Maharashtra and, from 2017, are amongst the top 10 developers in terms of supply in the Andheri East, Borivali West, Goregaon East and Santacruz West micro-markets. (*Source: Anarock Report*).

We have developed a strong brand proposition and successful track record including by leveraging our lineage –Amit Mangilal Jain, our Promoter, a second generation real-estate entrepreneur whose family was involved in real-estate development since 1986. We owe our strong brand recognition in the MMR, Maharashtra and our track-record to our customer-centric approach, and our business model lays emphasis on developing high-end and premium budget aesthetically designed, sustainable residential premises with life-style amenities and facilities in the high-density areas in the MMR, Maharashtra. We also have a consistent track-record of meeting our project delivery timelines which is a critical aspect of our brand.

While we have over the years developed projects at different price points, we are currently developing projects have a very broad per unit price point ranging from ₹ 9.44 million to ₹ 62.53 million. Our average per unit price point has increased over the years and in Fiscal 2023, Fiscal 2022 and Fiscal 2021, our minimum price point per unit was ₹ 6.95 million. While our initial projects were stand-alone residential buildings, our current portfolio of ongoing projects includes gated communities such as Arkade Nest, Arkade Crown and Arkade Aspire, Arkade Prime and Arkade Aura.

In the last 2 decades we have completed 27 projects (including stand-alone, projects executed by our Promoter through their proprietorship and, or, through joint development arrangements with other third parties) aggregating more than 4 million square feet of development and have catered to more than approximately 4,000 customers. Our projects have, generally, been financed primarily through a mix of promoter equity and internal accruals. As on July 31, 2023, our debt equity ratio was 0.36.

We are, currently, developing approximately 2 million square feet across 5 Ongoing Projects and 2 Upcoming Projects (for which we have executed development agreements and are in the process of obtaining approvals).

Ongoing Projects

Our Ongoing Projects comprise 5 projects located in prime locations in the western and eastern suburbs of Mumbai, Maharashtra, which are at various stages of development. Set out below are some of the key aspects of our Ongoing Projects as on July 31, 2023:

Particulars#	**Nature of the project**	**Expected completion date***	**Total number of units available for sale ***	**Number of units sold *(in %)***
Arkade Aura, Santacruz, MMR, Maharashtra	Residential	December 31, 2025	43	20.93
Arkade Prime, Andheri East, MMR, Maharashtra	Residential / Commercial	December 31, 2025	114	79.82
Arkade Aspire, Goregaon East, MMR, Maharashtra	Residential / Commercial	December 31, 2025	228	56.58
Arkade Crown, Borivali West, MMR, Maharashtra	Residential	December 31, 2025	123	57.72
Arkade Nest, Mulund West, MMR, Maharashtra	Residential	June 30, 2027	81	23.46
Total			**589**	**54.16**

 # Information provided in respect of our Ongoing Projects is based on our current management plans and is subject to change.
** Per RERA filings.*

Upcoming projects

Our Upcoming Projects comprise 2 redevelopment projects, in the MMR, Maharashtra, located at Vile Parle East, and Malad West. In addition to our Upcoming Projects, we have received letters of intent for 4 redevelopment projects and we have been confirmed as the preferred developer in 1 project in the MMR, Maharashtra. We are yet to execute contracts in respect of these projects.

Set out below are the developable area and the RERA of our Ongoing Projects.

Particulars	**Total number of projects**	**Developable area *(in square feet)***	**Saleable RERA carpet area *(in square feet)***	**RERA carpet area sold *(in square feet)***
Ongoing projects	5	1,876,422	646,940	184,224

Particulars	Total number of projects	Developable area *(in square feet)*	Saleable RERA carpet area *(in square feet)*	RERA carpet area sold *(in square feet)*
Upcoming projects	2	395,478	122,425	Nil
Total	**7**	**2,271,900**	**769,365**	**184,224**

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023
Information provided in respect of our Ongoing Projects and upcoming projects are based on our current management plans and are subject to change.

Our projects configuration and construction lay-outs are, predominantly, 2 and 3, (we have also undertaken projects with a BHK configuration) and are designed to cater to discerning customers. Since aspirational life-style amenities and facilities are a key element of our projects, our average land development area admeasures approximately 1 acre. We also strive to maintain fast turn-around time and, currently, our average project completion time frame i.e. the period between receiving possession of the land to delivery of the possession to the first customer is approximately 3 years (**Average PCT**).

Our revenue in Fiscal 2023, Fiscal 2022 and Fiscal 2021 are ₹ 2,240.13 million, ₹ 2,371.82 million, and ₹ 1,131.85 million, respectively. Our revenue from operations has grown at a CAGR of 26.69% between Fiscal 2021 and Fiscal 2023. All our projects have been, and are, in the MMR, Maharashtra.

While, historically, our focus has been on the western suburbs of MMR, Maharashtra we have also developed high-end luxury projects located in south Mumbai, Maharashtra. Further, in the recent years, we have sought to broaden our area of focus and have undertaken projects in the eastern suburbs of Mumbai, Maharashtra, which have experienced substantial expansion and development over a long period of time (*Source: Anarock Report*) where we expect to be able to acquire larger land parcels. The development of general infrastructure in the eastern suburbs and the availability of larger parcels of land enables us to undertake larger projects and develop premium with greater aspirational life-style amenities and facilities.

Set out below details of the residential units sold in our projects in the southern, western suburbs and eastern suburbs of MMR, Maharashtra in Fiscal 2023, Fiscal 2022 and Fiscal 2021:

Particulars		Southern MMR, Maharashtra	Western MMR, Maharashtra	Eastern MMR, Maharashtra	Total
Fiscal 2023	*No. of residential units*	Nil	257	1	**258**
	Total value of residential units booked (in ₹ million)	Nil	5,435.92	15.06	**5,450.98**
	Percentage of total value of residential units booked (%)	Nil	99.72	0.28	**100.00**
Fiscal 2022	*No. of residential units*	Nil	46	41	**87**
	Total value of residential units booked (in ₹ million)	Nil	905.92	569.73	**1,475.65**
	Percentage of total value of residential units booked (%)	Nil	61.39	38.61	**100.00**
Fiscal 2021	*No. of residential units*	4	2	99	**105**
	Total value of residential units booked (in ₹ million)	579.40	153.68	1,227.70	**1,960.78**

Particulars		Southern MMR, Maharashtra	Western MMR, Maharashtra	Eastern MMR, Maharashtra	Total
	Percentage of total value of residential units booked (%)	29.55	7.84	62.61	**100.00**

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023

Our business can broadly be classified into two categories: (i) (ii) development / construction of residential premises on land acquired by our Company (**New Projects**) and (ii) redevelopment of existing premises (**Redevelopment Projects**). Out of our completed 27 projects (including our past projects that were jointly developed) 17 were New Projects and 10 are Redevelopment Projects constituting 63% and 37% of our total projects, respectively. Further, of our 5 projects that are currently under-development 3 are New Projects and 2 are Redevelopment Projects constituting 60% and 40% of our under-development projects. Set out below is break-up of the revenue from Redevelopment Projects and New Projects in Fiscal 2023, Fiscal 2022, and Fiscal 2021.

Projects	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Revenue (in ₹ million)	Percentage of total revenue	Revenue (in ₹ million)	Percentage of total revenue	Revenue (in ₹ million)	Percentage of total revenue
Redevelopment Projects	913.21	41.48%	Nil	Nil	557.10	51.45%
New Projects	1,288.31	58.52%	2,289.34	100.00%	525.60	48.55%

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023

We have over the years expanded our in-house capabilities and our in-house team is equipped to supervise all aspects of project development – conceptualisation to completion – land acquisition, legal, construction, and marketing and sales. We have also established and maintain empanelled vendors for various aspects of project development such as design architects, structural engineers, landscape consultants etc, with whom we work closely for ensuring timely completion of our projects.

We have also set up an integrated in-house project management team to focus on procurement efficiencies, vendor selection and construction activities. Our in-house sales team is supported by a distribution network of multiple non-exclusive and select channel partners across India which cater to key high networth individuals and non resident Indians. We also have a full-fledged in-house customer relationship team and after-sales team which supports customers from the property booking stage till the final delivery of the property.

We have also established a long-standing relationship with professionals in the real estate development sector who are essential part of a real estate project including interior designers and architects, RCC and structural engineers, and landscape and gardening consultants. We have a select panel of professionals for each category and these professionals are identified on the basis of various considerations including their technical abilities, track record of timeliness, and cost efficacy. We approach our empanelled professionals on a project-by-project basis and execute project specific contracts taking into account various factors including suitability to the scale of the project, availability and costing.

Land Reserves

We identify and acquire land as the need arises, and after having evaluated and analysed the need for, and the viability of, a residential housing project in the area. Thereafter, our in-house teams carefully evaluate the proposed site and consider various factors such as the dimensions of the land, proximity to public infrastructure such as hospitals and schools, connectivity, legal antecedents including title etc.

PRINCIPAL FACTORS AFFECTING OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Macro-economic conditions, and the factors affecting the real estate market, in India

We are pure-play real estate developer operating primarily in the MMR and surrounding regions. Accordingly, we all our revenue from our real estate activities in India. Consequently, factors affecting the state of the Indian real estate sector, particularly, the real estate sector in the MMR and neighbouring areas, and the Indian economy in general, are of significance for our performance.

The Indian real estate sector faced challenges of adapting to various reforms and changes brought about by demonetization, RERA, GST & IBC. These measures initially posed difficulties for the sector in aligning with the new regulations. However, they ultimately proved beneficial by strengthening the industry and promoting transparency, accountability, and financial discipline over the past few years. The structural changes introduced by RERA and GST played a crucial role in enhancing the maturity and credibility of the sector, and gaining trust of various stakeholders. (*Anarock Report*) Further, India's urbanization rate is also increasing at a fast pace. As per UNDP projections, approximately 50% of India's population will be urban by 2046. Rapid urbanization is expected to drive the demand for housing, offices, and other real estate asset classes in the medium to long term. UNDP has projected that there will be 8 cities with a population of 10 million and above by the year 2035 in India, highlighting the unmet housing demand. Also, the Per Capita Net National Income of India has nearly doubled in less than a decade despite being affected by the pandemic. Further, the mortgage industry in India has been on a continued growth trajectory and the CAGR in the last 15 years has been 17%. (*Anarock Report*) All the aforementioned factors play a crucial role in the growth of the real estate market in India. Our business operations are located in MMR and neighbouring and, therefore, our growth is also linked to the performance of the MMR real estate market. During the period from 2017 to Q1 2023, MMR achieved the highest annual sales share of residential units across the top seven cities of India, ranging from 27% to 32%. On average, the sales in MMR accounted for 30% of the total residential unit absorption during this time frame. (*Anarock Report*) During Fiscal 2021 to Fiscal 2023, we have sold and average of 150 residential units *per annum* across 8 development / redevelopment projects, and our revenue from operations increased from ₹ 1,082.70 million to ₹ 2,201.52 million at a CAGR of 26.69%. The overall economic growth and rising income levels and availability of disposable income, particularly in MMR region are, therefore, for us to maintain our growth trajectory.

Continuing our focus on our blended business model

We follow a two-pronged approach to business growth (i) developing new projects, and (ii) redeveloping existing projects. This is a business model that we have followed since inception and it has stood in good stead. The new projects give us additional visibility and allow to conceive and design projects without certain constraints that redevelopment project, often, entail such as paucity of land and other parties with their interests. However, the redevelopment model has other advantages including comparatively lower capital expenditure vis-à-vis a new project development and choice of selecting projects for re-development in well-established prime locations within our micro-markets.

We aim to continue our blended business model consisting of (i) redevelopment of residential premises and (ii) development / construction of residential premises on land acquired by our Company. Our efficient use of capital and the financial strength derived from our redevelopment projects provides us financial flexibility to undertake new projects in developing areas of MMR, Maharashtra and also enables us to develop more premium properties. Therefore, we expect that our continuing focus on the blended business model will remain a catalyst for our growth.

Fluctuations in market prices for our projects

Our revenue from operations is directly proportionate to the price points at which we sell our projects. Over the years developed projects at different price points, and our Ongoing Projects have a very broad per unit price point ranging from ₹ 9.44 million to ₹ 62.53 million. Set out below is our average per unit price point.

(in ₹ million)

Particulars	Highest price per unit	Lowest price per unit	Average per unit
Fiscal 2023	62.53	9.44	21.13
Fiscal 2022	63.60	6.95	16.96
Fiscal 2021	157.30	8.58	18.67

While we generally try to maintain reasonable level of consistency with our per unit price point, and these vary across micro-markets, our prices are affected by prevailing market conditions and prices in the real estate sector in the MMR and in India, generally, the nature and location of our projects, and other factors such as our brand and reputation and the design of the projects. In addition, price of projects is affected by the market supply and demand which in-turn are affected by varying factors beyond our control, including:

a) General macro-economic factors affecting real estate in India;

b) Local micro-economic factors;

c) The demographics of the location in which we are developing the project;

d) The prevailing rates of interest and the ease of availing financing;

e) Competition from other developers in the micro-markets we operate in or are targeting; and

f) Prevailing governmental policies and schemes and regulatory environment.

Since all of our Ongoing and Forthcoming projects are concentrated in the MMR, and in certain micro-markets within MMR, we are particularly affected by changes in real estate market conditions in the MMR.

Availability and cost of acquisition of land

Our business operations are extremely reliant on the availability of land, whether free hold or leasehold, and the cost of such land. In particular, we are dependent on the specific micro-markets of the MMR in which a vast majority of our operations are located. The MMR is one of the biggest and most expensive real estate markets in India. In the MMR, the availability and cost of land varies between micro-markets. For instance, island city of Mumbai has more older buildings than other parts of MMR and has fewer vacant land parcels to do development, b) Between western suburbs and eastern (central railway) suburbs proportion of redevelopment projects will be lower in eastern suburbs owing to availability of industrial lands getting converted into residential development, c) Rest of MMR has the least proportion owing to the age of buildings being relatively lower and more availability of vacant land. (Anarock Report)

A majority of our Ongoing Projects are located in the western suburbs and we also have a project ongoing in the central suburbs. We expect that going forward our focus will continue to be on the western and central suburbs and we expect to foray into the Thane region. Therefore, the availability and cost of land, in these areas is critical to our continuing operations and growth. While in the past we have jointly developed projects, we have, in the recent past, moved away and are developing projects independently. In the recent past, our practice has been to acquire the land on which we propose to develop the project. The acquisition of land also requires us to deploy capital upfront which would either require us to maintain sufficient cash reserves or to avail financing. Further, while we have a team that is proficient and specialises in land acquisition, acquisition of land in India is still not easy.

Cost of Construction and Development

Our cost of construction includes the cost of raw materials such as steel, cement, wood, flooring and other building materials and labor costs. Raw material prices, particularly those of steel and cement, may be affected by price volatility caused by various factors that affect the Indian and international commodity markets. If there are extraordinary price increases in construction materials due to increases in demand for cement and steel, or shortages in supply, the contractors we hire for construction or development work may be unable to fulfil their contractual obligations and may therefore be compelled to increase their contract prices. As a result, increases in costs for any construction materials may affect our construction costs, and consequently our margins unless we are able to pass on such costs by increasing the sales price or rentals for our projects. Further, certain approval costs and premiums payable to Government authorities are linked to the ready reckoner rates announced by the relevant government authorities periodically. Any increase in the ready reckoner rates increases our approval costs.

In addition, the timing and quality of construction of the projects we develop depends on the availability and skill of our contractors and consultants, as well as contingencies affecting them, including labor and industrial actions, such as strikes and lockouts. Such labor and industrial actions may cause significant delays to the construction timetables for our projects and we may therefore be required to find replacement contractors and consultants at higher cost. As a result, any increase in prices resulting from higher construction costs could adversely affect demand for our projects and our profit margins. Further, timely completion of our projects are dependent on the adherence to timelines by the various entities we engage on the project including contractors for civil works Our contracts with contractors for civil works for instance includes penalty clauses for delays in meeting the agreed construction timelines and, or, termination where on failure to adhere with specific aspects of the work order. Nevertheless, we are, and will continue to remain, dependent on third parties for timely completion of our projects.

Impact of COVID-19 or other contagion resulting in similar circumstances

The COVID-19 pandemic has had significant repercussions across local, national and global economies and financial markets. The global and domestic impact of the COVID-19 pandemic, and the response of government authorities and public health officials, has evolved over time. At the height of the pandemic, various measures were adopted including quarantines, prohibiting public gatherings, travel restrictions, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate. In addition to these lifestyle factors

Initially, COVID-19 caused construction delays at project sites of our Ongoing Projects due to several factors such as lockdowns enforced by the government agencies, work-stoppage orders, disruptions in the supply of materials and shortage of labour. The pandemic also resulted in a mass migration of the contract labour. We operated in strict compliance with the various directions issued by the central, state and local authorities, from time to time.

To the extent the COVID-19 pandemic or other contagion or similar situations results in similar circumstances, our business and financial conditions could be adversely affected and it may also significantly exacerbate the effect of other risks that we are generally exposed to. See "*Risk Factors - The COVID-19 pandemic adversely affects our business, financial condition, results of operations, cash flows, liquidity and performance, and it may reduce the demand for our projects in future.*".

KEY PERFORMANCE INDICATORS

Set out below are certain financial metrics of our Company.

Particulars	Financial Year ended 31 March 2023	Financial Year ended 31 March 2022	Financial Year ended 31 March 2021
Revenue From operations (₹ in million)	2,201.52	2,289.34	1,082.70
EBIT (₹ in million)	680.54	699.01	303.92
EBIT (%) of Revenue from operations	30.91	30.53	28.07
Profit after tax (₹ in million)	506.61	508.44	217.18
PAT Margin (%)	23.01	22.21	20.06
Debt To Equity Ratio	0.74	0.43	0.14
EBITDA (₹ in million)	683.25	699.72	305.01
EBITDA Margin (%)	31.04	30.56	28.17
Basic EPS (₹)	3.33	3.32	1.39
Diluted EPS (₹)	3.33	3.32	1.39
Interest Coverage Ratio	53.12	16.15	23.41
Return on Equity (ROE) (%)	28.97	40.90	24.53
Adjustable Return on Capital Employed (ROCE) (%)	24.30	46.17	30.16
Sales (in terms of number of units booked by customers)	258	87	105
Sales (in terms of area booked by customers) (in million square feet)	0.19	0.06	0.07
Completed Developable Area (in million square feet)	0.26	0.30	0.55
Collection (₹ million)	2,584.03	1,700.64	2,351.36
Voluntary employee attrition ratio (A/B) (%)	10.26	11.11	25.00

(1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Information.
(2) EBIT refers to earnings before interest, taxes, gain or loss from discontinued operations.
(3) EBIT Margin refers to EBIT during a given period as a percentage of revenue from operations during that period.
(4) Net Profit Ratio/Margin quantifies efficiency in generating profits from revenue and is calculated by dividing net profit after taxes by revenue from operations.
(5) Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).
(6) EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items.
(7) EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
(8) EPS has been calculated in accordance with the Indian Accounting Standard 33 - 'Earning per share' notified under the Companies (Indian Accounting Standards) Rules, 2015. The above statement should be read with significant accounting policies and notes on Restated Consolidated Financial Information.
(9) Interest Coverage Ratio measures ability to make interest payments from available earnings and is calculated by dividing EBIT by finance cost.
(10) Return on equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.
(11) Adjusted RoCE (Adjusted Return on Capital Employed) (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as total assets reduced by current liabilities.
(12) Voluntary employee attrition ratio (A/B) (%) = No of employees that voluntarily left during the year / period divide No of employees at the beginning of the year / period + No of employees joined during the year / period

In addition to the financial metrics set out above, set out below are some of the key parameters that we use to analyse, track, or monitor our business operations.

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Sales (in terms of number of units booked by customers)	258	87	105
Sales (in terms of area booked by customers) (in million square feet)	0.19	0.06	0.07
Completed Developable Area (in million square feet)	0.26	0.30	0.55
Collection (in ₹ million)	2,584.03	1,700.64	2,351.36
Voluntary employee attrition ratio (A/B) (%)**	10.26	11.11	25.00

(1) Sales in terms of units booked is calculated by counting the total number of units that customers have committed to purchasing or renting within a specific time frame.
(2) Sales in terms of area booked is calculated by measuring the total area of properties or spaces that customers have committed to.
(3) Completed Developable area is the area of the projects delivered by the Company in a particular period.
(4) Collection refers to the amount of money received from customers in a particular time frame.
(5) Voluntary Employee Attrition Ratio (A/B) represents the percentage of employees who have left the company voluntarily (A) compared to the total number of employees (B).

SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

Compliance with Ind AS

The restated consolidated financial information of the Company comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash flows for the year ended March 31, 2023, years ended March 31, 2022 and March 31, 2021 and Notes to the Restated Consolidated Financial Information and Statement of Adjustments to Audited Consolidated Financial Statements (collectively, the *'Restated Consolidated Financial Information'*).

These Restated Consolidated Financial Information have been prepared by the Management of the Group for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') to be filed by the Group with the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited and BSE Limited in connection with proposed Initial Public Offering ("IPO") of its equity shares.

The Restated Consolidated Financial Information, which have been approved by the Board of Directors of the Group, have been prepared in accordance with the requirements of:

(i) Section 26 of the Companies Act, 2013 (""the Act"") as amended from time to time;

(ii) Paragraph A of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR Regulations") issued by the Securities and Exchange Board of India (the "SEBI"); and

(iii) Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI") as amended from time to time (the "Guidance Note").

The Restated Consolidated Financial Information have been prepared by the Management from the audited consolidated financial statements as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 which is prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Act Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act,

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of auditor's reports on the audited consolidated financial statements mentioned above.

The Restated Consolidated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors, if any, and regrouping/reclassifications retrospectively in the period/years ended March 31, 2023, March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2023.

b) do not require any adjustment for qualification as there are no qualifications in the underlying audit reports."

"These Restated financial Information have been prepared on a going concern basis following the accrual basis of accounting in accordance with the Generally accepted Accounting Principles (GAAP) in India (Indian Accounting standards referred to as "IndAS") as specified under the section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standard) Rules, 2015 and relevant amendments rules issued thereafter and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). These standalone financial statements are presented in INR and all values are rounded to the nearest Millions, except when otherwise indicated.

The financial statements have been prepared on a historical cost convention, except for the following assets and liabilities:

i. Certain financial assets and liabilities that is measured at fair value;

ii. Defined benefit plans-plan assets measured at fair value.

iii. Investments in equity instruments, other than investments in subsidiary & associates firm, measured at fair value through profit & loss account (FVTPL)"

Principles of Consolidation

Subsidiaries

"Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the restated consolidated statement of profit and loss, restated consolidated statement of changes in equity and restated consolidated statement of assets and liabilities respectively."

Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Equity Method

"Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities.

Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group."

Current versus non-current classification

"The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised 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

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
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period."

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Property, Plant & Equipments

"Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company.

All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Subsequent costs are included in asset's carrying amount or recognized as separate assets, as appropriate, only when it is probable that future economic benefit associated with the item will flow to the Company and the cost of item can be measured reliably.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

Capital work-in-progress includes cost of property, plant and equipment under installation/under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate."

Intangible assets

"Intangible assets acquired separately are measured on initial recognition at cost. Cost of intangible assets acquired in business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. The Company has assessed indefinite life for such brand considering the expected usage, expected investment on brand, business forecast and challenges to establish a premium electronic segment. These are carried at historical cost and tested for impairment annually.

An intangible asset is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed off."

Depreciation and Amortisation

Depreciation on property, plant and equipment is calculated on pro-rata basis on straight-line method using the useful lives prescribed in Schedule II to the Companies Act 2013.

Followings are the estimated useful lives of various category of assets used which are aligned with useful lives defined in schedule II of Companies Act,2013 :

Fixed Asset Name	**No. of Years Useful Life**
Vehicles (Car)	8 Years
Office Equipment	5 Years
Computers & Mobiles	3 Years
Software	8 Years

"The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

Class of Asset	**Useful lives**
Computer Software	8 Years

Impairment of non-financial assets

"The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Company operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill and intangible assets having indefinite life, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

As per the assessment conducted by the Company there were no indications that the non-financial assets have suffered an impairment loss during the reporting periods."

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.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition."

Financial assets

"All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets "

Classification of financial assets

"Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows: and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets: and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

All other financial assets are subsequently measured at fair value."

Effective interest method

"The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the ""Other income"" line item.”

Financial assets at fair value through profit or loss (FVTPL)

"initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments, which are not held for trading.

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases, The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurements recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.”

Investments in equity instruments at FVTOCI

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs.

Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

"A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or

- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or

- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Dividends on these investments in equity instruments are recognised in profit or loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend win flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in profit or loss is included in the 'Other income' line item.

The Company has not elected for the FVTOCI irrevocable option for this investment."

Impairment of financial assets

"The Company assesses on a forward-looking basis the expected credit losses associated with its assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses."

Derecognition of financial assets

"The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts."

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

"deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments."
Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL:

"Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a Company of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the Statement of Profit and Loss. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss."

Other financial liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability, Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Investment in Subsidiaries

"The investment in subsidiaries are carried at cost as per IND AS 27. The Company regardless of the nature of its involvement with an entity (the investee), determines whether it is a parent by assessing whether it controls the investee. The Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, the Company controls an investee if and only if it has all the following:

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee and
- the ability to use its power over the investee to affect the amount of the returns.

Investments are accounted in accordance with Ind AS 105 when they are classified as held for sale. On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss."

Inventories

"Inventories comprise of: (i) Construction materials and consumables (ii) Construction Work-In-Progress representing properties under construction/development (iii) Finished Inventories representing unsold units in completed projects

The construction materials and consumables are valued at lower of cost or net realisable value. The construction materials and consumables purchased for construction work issued to construction are treated as

The construction work in progress is valued at lower of cost or net realisable value. Cost includes cost of land, development rights, rates and taxes, construction costs, borrowing costs, other direct expenditure, allocated overheads and other incidental expenses.

Finished stock of completed projects and stock in trade of units is valued at lower of cost or net realisable value."

Revenue Recognition

Revenue from contacts with customer is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is measured based on the transaction price which is the consideration, adjusted for discount and other credits, if any, as specified in the contract with customer.

The Group presents revenue from contracts with customer net of indirect taxes in its statement of profit and loss. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangement.

Income from property development

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated in determining the transaction price, the Group considers the effect of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

The Group satisfies a performance obligation and recognize the revenue over the time if the Group's performance does not create an asset with an alternative use to the Group and it has an enforceable right to receive payment for performance completed till the date on the basis of the agreement entered with customers, otherwise revenue is recognized point in time. The revenue is recognized at the point in time when the control of the asset is transferred to the customer and the performance obligation is satisfied i.e. on transfer of legal title of the residential unit and on completion of project and occupation certificate is received.

When it is not possible to reasonably measure the outcome of a performance obligation and the Group expect to recover the cost incurred in satisfying the performance obligation revenue is recognized only to the extent of the cost incurred until such time that it can reasonably measure the outcome of the performance obligation.

The Group becomes entitled to invoice customers for construction of residential and commercial properties based on achieving a series of construction-linked milestones. When the Group satisfies a performance obligation by delivering the promised goods or services it creates a contract asset based on the amount of consideration earned by the performance. Any amount previously recognized as a contract asset is reclassified to trade receivable at the point when the Group has the right to receive the consideration that is unconditional. If a customer pays consideration before the Group transfer goods or services to the customer, the contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue, when the Group performs under the contract.

Income Tax

"The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realized or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum alternate tax (MAT) paid in a year is charged to statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence 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 in accordance with the Guidance note on Accounting for Credit available in respect of Minimum Alternate Tax under the Income tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement" under the deferred tax assets. The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period."

Employee Benefits:

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Post-employment

Defined contribution plan

The Company makes specified monthly contribution towards employee provident fund to Employees' Provident Fund. The Company's contributions to the fund are recognised in the Statement of Profit and Loss in the financial year to which the employee renders the service.

Defined benefit plan

The Company's gratuity scheme is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried at the year-end using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date.

The Company recognizes the following changes in the net defined benefit obligation under Employee benefit expense in statement of profit or loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements

- Net interest expense or income

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Transition to Ind AS

"The following is the summary of practical expedients elected on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date

- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application, variable lease and low value asset.

- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application."

Segment reporting:

"Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of directors monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment.

The operating segments have been identified on the basis of the nature of products/services. Further:

- Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter–segment revenue.

- Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under unallocable expenditure.

- Income which relates to the Company as a whole and not allocable to segments is included in unallocable income.

- Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment."

Earnings Per Share

"Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) if any that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares."

Borrowing costs

"Borrowing costs that are directly attributable to real estate project development activities are inventorised / capitalized as part of project cost.

Borrowing costs are inventorised / capitalised as part of project cost when the activities that are necessary to prepare the inventory / asset for its intended use or sale are in progress. Borrowing costs are suspended from inventorisation / capitalisation when development work on the project is interrupted for extended periods and there is no imminent certainty of recommencement of work.

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds."

Cash and cash equivalents

"Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institutions, other short–term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet."

Foreign currency translation

Functional and presentation currency

The Company's Financial Statements are presented in Indian rupee (₹) which is also the Company's functional currency. Foreign currency transaction are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction

Measurement of foreign currency item at the balance sheet date:

- Foreign currency monetary assets and liabilities denominated in foreign currency are translated at the exchange rates prevailing on the reporting date.

- Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions".

Exchange differences:

Exchange differences arising on settlement or translation of monetary items are recognised as income or expense in the Statement of Profit & Loss.

Provisions, Contingent Liabilities

Provisions:

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

When the Company expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in respective expense.

Provision for Defects Liabilities and Repairs

As per, Real Estate (Regulation and Development) Act, 2016 (RERA) vide section 14(3) a builder or developer will be liable to repair any defect, on the building sold, for a period of Five years. Further, as per the terms of contracts with customers, the company is liable for any defects, repairs and other claims for certain period after completion and handover of the possession of developed properties. Provision for defect liability and repairs is recognized when sales from contracts with customer is recognized. Certain percentage to the sales recognised is applied for the current accounting period to derive the provision for expense to be accrued. The recognition percentage is based on management estimates of the possible future incidence. The claims against defect liability and repairs from customers may not exactly match the historical percentage, so such estimates are reviewed annually for any material changes in assumptions and likelihood of occurrence and revised accordingly.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Fair value measurement

"that would be received to sell an asset or paid to transfer a liability in an ordinary 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 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 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, maximising 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 significant to fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above."

Critical accounting estimates and assumptions

The preparation of these standalone financial statements requires the management to make judgments, use estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these judgements, assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

i. Taxes

Uncertainties exist with respect to the interpretation of tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax assessments and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

ii. Employee benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for India. Future salary increases and pension increases are based on expected future inflation rates for India.

iii. Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

iv. Property Plant and Equipment

Property, Plant and Equipment represent significant portion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of assets expected useful life and expected value at the end of its useful life. The useful life and residual value of Company’s assets are determined by Management at the time asset is acquired and reviewed periodically including at the end of each year. The useful life is based on historical experience with similar assets, in anticipation of future events, which may have impact on their life such as change in technology.

v. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset including intangible assets having indefinite useful life and goodwill may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s CGU’S fair value less cost of disposal and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use , the estimated future cash flows are estimated based on past trend and discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

vi. Provisions for Defect liability and repairs

As per, Real Estate (Regulation and Development) Act, 2016 (RERA) vide section 14(3) a builder or developer will be liable to repair any defect, on the building sold, for a period of Five years. Further, as per the terms of contracts with customers, the company is liable for any defects, repairs and other claims for certain period after completion and handover of the possession of developed properties. Provision for defect liability and repairs is recognized when sales from contracts with customer is recognized. Certain percentage to the sales recognised is applied for the current accounting period to derive the provision for expense to be accrued. The recognition percentage is based on management estimates of the possible future incidence. The claims against defect liability and repairs from customers may not exactly match the historical percentage, so such estimates are reviewed annually for any material changes in assumptions and likelihood of occurrence and revised accordingly.

(vii) Provision for expected credit losses (ECL) of trade receivables and contract assets

"The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Under this approach the company does not track changes in credit risk but recognizes impairment loss allowance based on lifetime ECLs at each reporting date. For this purpose the company uses a provision matrix to determine the impairment loss allowance on the portfolio of trade receivables. The said matrix is based on historically observed default rates over the expected life of the trade receivables duly adjusted for forward looking estimates.
For recognition of impairment loss on other financial assets and risk exposures, 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 expected credit loss(ECL) is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the company reverts to recognizing impairment loss allowance based on 12-month ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. The ECL impairment loss allowance (or reversal) recognized during the period in the statement of profit and loss and the cumulative loss is reduced from the carrying amount of the asset until it meets the write off criteria, which is generally when no cash flows are expected to be realised from the asset."

(vii) Impairment for Investments in Subsidiary & Associates

Determining whether the investments in subsidiaries are impaired requires an estimate in the value in use of investments. In considering the value in use, the Directors have anticipated the future operating margins, resources and availability of infrastructure, discount rates and other factors of the underlying businesses/operations of the investee companies. Any subsequent changes to the cash flows due to changes in the above-mentioned factors could impact the carrying value of investments.

Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

(i) Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired, and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its Financial Statements.

(ii) Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant, and equipment in its Financial Statements.

(iii) Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification, and the Company does not expect the amendment to have any significant impact in its Financial Statements.

(iv) Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its Financial Statements.

(v) Ind AS 116 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its Financial Statements.

First-time adoption – mandatory exceptions, optional exemptions

The Company has prepared the opening balance sheet as per Ind AS as of April 1, 2021 (the transition date) by,

- recognising all assets and liabilities whose recognition is required by Ind AS,
- not recognising items of assets or liabilities which are not permitted by Ind AS,
- by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and
- applying Ind AS in measurement of recognised assets and liabilities.

However, this principle is subject to the certain exception and certain optional exemptions availed by the Company as detailed below. Since, the financial statements are the first financial statements, the first time adoption – mandatory exceptions and optional exemptions have been explained in detail.

Derecognition of financial assets and financial liabilities:

The Company has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after April 1, 2021 (the transition date).

(i) Designation of previously recognised financial instruments

The Company has designated financial liabilities and financial assets at fair value through profit or loss on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(ii) Impairment of financial assets

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

(iii) Deemed cost for investments in subsidiaries

The Company has elected to continue with the carrying value of all of its investments in subsidiaries recognised as of April 1, 2021 (transition date) measured as per the previous GAAP as its deemed cost as at the date of transition.

(iv) Deemed cost for property, plant and equipment, and intangible assets

The Company has elected to continue with the carrying value of all of its property, plant and equipment, and intangible assets recognised as of April 1, 2021 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Our total income for Fiscal 2023, Fiscal 2022 and Fiscal 2021, was ₹ 2,240.13 million, ₹ 2,371.82 million, and ₹ 1,131.85 million, respectively.

Total Income

Total income comprises revenue from operations and other income.

Revenue from operations

Our revenue from operations comprises

(i) revenue from the sale of properties; and

(ii) development and amenities charges from the sale of flats.

Other income

Our other income comprises:

(i) interest income on financial assets measured at amortised cost;

(ii) other gains and losses; and

(iii) other non-operating income.

Total Expenses

Our total expenses comprise:

(i) cost of construction;

(ii) changes in inventories of finished goods and works in progress;

(iii) employee benefit expense;

(iv) finance cost;

(v) depreciation and amortisation; and

(vi) other expenses.

Cost of construction

The cost of construction comprises primarily:

(i) land and land related cost;

(ii) construction cost; and

In addition, it comprises expenses allocated to a project.

Change in inventories of finished goods and work-in-progress

The change in inventories of finished goods is determined by unsold number of units in completed projects. The change in inventories of work-in-progress is determined by units under construction in ongoing projects.

Employee benefits expenses

Employee benefit expenses comprises primarily:

(i) salaries, wages and bonus;

(ii) directors' remuneration and bonus;

(iii) contribution to provident and other funds;

(iv) ESIC contribution; and

(v) Gratuity.

Finance costs

Finance cost comprises

(i) interest cost - on financial liabilities at amortised cost i.e. borrowings from banks, NBFCs and others.

(ii) transaction cost related to long term borrowings;

(iii) bank charges and Stamp Duty charges on long term borrowings; and

(iv) finance cost allocated to cost of constructions.

Depreciation and amortisation expense

Depreciation and amortisation expenses comprises:

(i) depreciation of property plant and equipment; and

(ii) amortisation of intangible assets.

Other expenses

Other expenses comprises primarily:

(i) brokerage and commission;

(ii) business promotion and advertising;

(iii) donation and CSR expense;

(iv) house-keeping expense;

(v) legal and professional fee;

(vi) security expenses;

(vii) software and IT related expenses;

(viii) travelling and conveyance expenses;

(ix) miscellaneous expenses; and

(x) other expenses allocated to cost of constructions.

Tax expenses

Tax expense comprises current tax and deferred tax.

RESULTS OF OUR OPERATIONS

The following table provides certain information with respect to our results of operations for Fiscal 2023, Fiscal 2022 and Fiscal 2021 from our Restated Consolidated Financial Information and each item as a percentage of total income for the periods indicated.

(in ₹ million)

Particulars	**Fiscal 2023**		**Fiscal 2022**		**Fiscal 2021**	
	Amount	**% of total income**	**Amount**	**% of total income**	**Amount**	**% of total income**
INCOME						
Revenue from operations	2,201.52	98.28%	2,289.34	96.52%	1,082.70	95.66%
Other income	38.61	1.72%	82.48	3.48%	49.15	4.34%
Total income	**2,240.13**	**100.00%**	**2,371.82**	**100.00%**	**1,131.85**	**100.00%**
EXPENSES						
Cost of construction	3,344.28	149.29%	2,548.79	107.46	585.16	51.70%
Changes in inventories of finished goods and work in progress	(2,015.19)	(89.96)%	(949.19)	(40.2)%	79.04	6.98%
Employee benefit expense	170.83	7.63%	79.46	3.35%	61.30	5.42%
Finance costs	12.81	0.57%	43.29	1.83%	12.98	1.15%
Depreciation and amortisation expense	2.71	0.12%	0.71	0.03%	1.09	0.10%
Other expenses	98.69	4.41%	65.83	2.78%	95.25	8.42%
Total Expenses	**1,614.14**	72.06%	**1,788.89**	75.42%	**834.81**	73.76%
Profit before tax and share of profit (loss) from associates	**625.99**	27.94%	**582.93**	24.58%	**297.04**	26.24%
Share of profit (loss) from associates	41.74	1.86%	72.79	3.07%	(6.10)	(0.54)%
Profit before Tax	***667.73***	29.81%	***655.72***	27.65%	***290.95***	25.70%
TAX EXPENSE						
(i) Current tax	165.01	7.37%	147.73	6.23%	76.89	6.79%
(ii) Deferred tax expense / (credit)	(3.89)	(0.17)%	(0.45)	(0.02)%	(3.13)	(0.28)%
Total tax expense	***161.12***	7.19	***147.28***	6.21%	***73.76***	6.52%

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount	% of total income	Amount	% of total income	Amount	% of total income
Profit for the year	**506.61**	22.62	**508.44**	21.44%	**217.18**	19.19%
Profit for the owners	506.78	22.62	504.73	21.28%	211.90	18.72%
Non-controlling interest	(0.17)	(0.01)%	3.71	0.16%	5.28	0.47%

FISCAL 2023 COMPARED TO FISCAL 2022

Income

Our total income decreased by 5.55% from ₹ 2,371.82 million in Fiscal 2022 to ₹ 2,240.13 million in Fiscal 2023 due to a decrease in our revenue from operations.

Revenue from operations

Our revenue from operations decreased by 3.84% from ₹ 2,289.34 million in Fiscal 2022 to ₹ 2,201.52 million in Fiscal 2023 primarily due to decrease in the number of residential units sold from 182 in Fiscal 2022 to 130 in Fiscal 2023.

Other income

Our other income decreased by 53.19% from ₹ 82.48 million in Fiscal 2022 to ₹ 38.61 million in Fiscal 2023 primarily due to (i) reduction in the balances/provisions written back (net), (ii) decrease in gain on sale of current investments and (iii) reduction in miscellaneous income.

Expenses

Our total expenses decreased by 9.77% from ₹ 1,788.89 million in Fiscal 2022 to ₹ 1,614.14 million in Fiscal 2023 primarily due to (i) reduction in total inventory cost (i.e., construction cost plus changes in inventories of finished goods and work in progress), and (ii) reduction in finance cost which was off-set to a certain extent by increase in employee benefit expenses, depreciation and other expenses.

Cost of construction and Change in inventories of finished goods and work-in-progress (i.e. Inventory cost)

Our cost of construction increased by 31.21% from ₹ 2,548.79 million in Fiscal 2022 to ₹ 3,344.28 million in Fiscal 2023 primarily due to an increase in (i) land and land related cost from ₹ 1,327.85 million in Fiscal 2022 to ₹ 1,443.91 million in Fiscal 2023 (ii) construction costs from ₹ 1,122.96 million in Fiscal 2022 to ₹ 1,715.52 million in Fiscal 2023 and (iii) and (iii) expenses directly allocated to projects from ₹ 97.98 million in Fiscal 2022 to ₹ 184.85 million in Fiscal 2023, commensurate with the increase in construction of residential units.

Changes in inventories of completed saleable units and construction work-in-progress increased by 112.31% from ₹ (949.19) million Fiscal 2022 to ₹ (2,015.19) million Fiscal 2023.

Employee benefit expenses

Our employee benefit expenses increased by 114.99% from ₹ 79.46 million in Fiscal 2022 to ₹ 170.83 million in Fiscal 2023 primarily due to an increase in (i) salaries, wages and bonuses due to an increase in number of employees from 61 to 102 and (ii) directors remuneration from ₹ 33.24 million in Fiscal 2022 to ₹ 101.70 million in Fiscal 2023 due to one-time bonus given to directors.

Finance Costs

Finance cost decreased by 70.41% from ₹ 43.29 million in Fiscal 2022 to ₹ 12.81 million in Fiscal 2023 due to allocation of finance cost ₹ 66.24 million in Fiscal 2023 of to the cost of construction that was related to a work in progress (i.e. a project).

Depreciation and amortisation expenses

Depreciation and amortisation expenses increased by 281.69% from ₹ 0.71 million in Fiscal 2022 to ₹ 2.71 million in Fiscal 2023 primarily due to acquisition of vehicles in December 2021.

Other expenses

Other expenses increased by 49.92% from ₹ 65.83 million in Fiscal 2022 to ₹ 98.69 million in Fiscal 2023 primarily due to an increase in business promotion and advertising expenses from ₹ 7.91 million in Fiscal 2022 to ₹ 78.21 million in Fiscal 2023 and legal and professional fees from ₹ 45.04 million in Fiscal 2022 to ₹ 54.96 million in Fiscal 2023 which was partly off-set by GST reversed / paid from ₹ 40.96 million in Fiscal 2022 to ₹ Nil in Fiscal 2023.

Share of profit (loss) from associates

Share of profit (loss) from associates decreased by 42.65% from ₹ 72.79 million in Fiscal 2022 to ₹ 41.74 million in Fiscal 2023 because revenue recognised in Fiscal 2023 is lower than revenue recognised in Fiscal 2022 in one of our associate entity.

Profit / (loss) before taxes

For the reasons discussed above, our profit before tax increased marginally from ₹ 582.93 million in Fiscal 2022 to ₹ 626.00 million Fiscal 2023.

Tax expenses

Our tax expenses increased from ₹ 147.28 million in Fiscal 2022 to ₹ 161.12 million in Fiscal 2023 due to an increase in current tax from ₹ 147.73 million in Fiscal 2022 to ₹ 165.01 million in Fiscal 2023 which was partially off-set by a higher deferred tax credit of ₹ 3.89 million in Fiscal 2023.

Profit/ (loss) for the year

For the reasons discussed above, our profit for the year decreased marginally from ₹ 508.44 million in Fiscal 2022 to ₹ 506.62 million in Fiscal 2023.

FISCAL 2022 COMPARED TO FISCAL 2021

Income

Our total income increased by 109.55% from ₹ 1,131.85 million in Fiscal 2021 to ₹ 2,371.82 million in Fiscal 2022 due to an increase in our revenue from operations.

Revenue from operations

Our revenue from operations increased by 111.45% from ₹ 1,082.70 million in Fiscal 2021 to ₹ 2,289.34 million in Fiscal 2023 due to significant increase in the number of residential units sold from 27 in Fiscal 2021 to 182 in Fiscal 2022.

Other income

Our other income increased by 67.81% from ₹ 49.15 million in Fiscal 2021 to ₹ 82.48 million in Fiscal 2022 primarily due to increase in (i) gain in sale of current investments of ₹ 1.05 million in Fiscal 2021 to ₹ 30.43 million in Fiscal 2022 and (ii) increase in miscellaneous income from ₹ 0.84 million in Fiscal 2021 to ₹ 6.50 million in Fiscal 2022.

Expenses

Our total expenses increased by 114.28% from ₹ 834.81 million in Fiscal 2021 to ₹ 1,788.89 million in Fiscal 2022 primarily due to increase in (i) cost of construction (ii) employee benefit expense, and (iii) finance costs which was partially off-set by decline in other expenses.

Cost of construction and Change in inventories of finished goods and work-in-progress

Our cost of construction increased by 335.57% from ₹ 585.16 million in Fiscal 2021 to ₹ 2,548.79 million in Fiscal 2022 primarily due to an increase in (i) land and land related cost from ₹ 110.04 million in Fiscal 2021 to ₹ 1,327.85 million in Fiscal 2022, (ii) construction costs from ₹ 443.63 million in Fiscal 2021 to ₹ 1,122.96 million in Fiscal 2022, and (iii) increase in allocated other expenses to the project from ₹ 31.49 million in Fiscal 2021 to ₹ 97.98 million in Fiscal 2022, commensurate with the increase in construction of residential units.

Changes in inventories of completed saleable units and construction work-in-progress changed from ₹ 79.04 million in Fiscal 2021 to ₹ (949.19) million Fiscal 2022, due to increase in construction of residential units.

Employee benefit expenses

Our employee benefit expenses increased by 29.62% from ₹ 61.30 million in Fiscal 2021 to ₹ 79.46 million in Fiscal 2022 primarily due to an increase in (i) salaries, wages and bonuses due to an increase in number of employees from 54 to 64.

Finance Costs

Finance cost increased by 233.51% from ₹ 12.98 million in Fiscal 2021 to ₹ 43.29 million in Fiscal 2022 primarily due to increase in borrowing from others i.e. borrowing from our Directors and from certain relatives of our Directors.

Depreciation and amortisation expenses

Depreciation and amortisation expenses decreased by 34.86% from ₹ 1.09 million in Fiscal 2021 to ₹ 0.71 million in Fiscal 2022 due to full year of depreciation on vehicles purchased during Fiscal 2021.

Other expenses

Other expenses decreased by 30.89% from ₹ 95.25 million in Fiscal 2021 ₹ 65.83 million in Fiscal 2022 primarily due to allocation of higher portion of other expenses to construction cost of the project. The other expenses allocated to cost of construction increased from ₹ 31.49 million in Fiscal 2021 to ₹ 97.98 million in Fiscal 2022.

Share of profit (loss) from associates

Share of profit (loss) from associates change from ₹ (6.10) million in Fiscal 2021 to ₹ 72.79 million in Fiscal 2022 due to recognition of revenue s in one of the associate entities during Fiscal 2023, whereas no revenue was recognised during Fiscal 2022 in any associate entity, and only fixed cost was incurred.

Profit / (loss) before taxes

For the reasons discussed above, our profit before tax increased by 125.39% from ₹ 290.95 million in Fiscal 2021 to ₹ 655.72 million in Fiscal 2022.

Tax expenses

Our tax expenses increased from ₹ 73.76 million in Fiscal 2021 to ₹ 147.28 million in Fiscal 2022 due to an increase in current tax from ₹ 76.89 million in Fiscal 2021 to ₹ 147.43 million in Fiscal 2022.

Profit/ (loss) for the year

For the reasons discussed above, our profit for the year increased by 134.12% from ₹ 217.18 million in Fiscal 2021 to ₹ 508.44 million in Fiscal 2022.

Liquidity and capital resources

As on March 31, 2023, we had trade receivables of ₹ 37.05 million. In addition, we had a sum of ₹ 166.20 million in cash and cash equivalents (balance in current accounts and cash in hand).

Historically, we have been able to finance our capital requirements and the expansion of our business through a combination of funds generated from our operations and working capital facilities from banks and unsecured loans from our Promoters.
Our primary capital requirements are working capital for our operations and capital expenditures. We believe that considering the expected cash to be generated from our business and the Net Proceeds, we will have sufficient capital to meet our anticipated

capital requirements for our working capital requirements for the 12 months following the date of this Draft Red Herring Prospectus.

CASH FLOWS

The following table sets forth certain information in relation to our cash flows with respect to operating activities, investing activities and financing activities for Fiscal 2023, Fiscal 2022 and Fiscal 2021:

(₹ in million)

Particulars	Fiscal		
	2023	2022	2021
Net cash generated from (used in) operating activities (A)	(987.04)	(1,231.83)	1,450.30
Net cash generated from (used in) investing activities (B)	291.96	760.05	(977.09)
Net cash generated from (used in) financing activities (C)	833.01	463.90	(494.06)
(Loss)/Gain on remeasurement of the defined benefit plan (D)	0.38	(1.19)	(0.40)
Change in non-controlling interest (E)	2.68	(15.11)	(8.37)
Net increase / (decrease) in cash and cash equivalent (A+B+C+D+E)	**140.99**	**(24.18)**	**(29.62)**

As certified by our Statutory Auditors, M/s Mittal & Associates, pursuant to a certificate dated August 31, 2023

Net cash generated from / used in operating activities

Fiscal 2023

Our net cash flow used operating activities in Fiscal 2023 was ₹ 987.04 million. While our profit before tax was ₹ 667.73 million, our operating cash flow before working capital changes stood at ₹ 671.43 million. This was due to adjustments for finance costs of ₹ 12.81 million, and depreciation and amortisation expenses of ₹ 2.71 million, interest income of ₹ (4.55) million and gain on sale of current investments (net) of ₹ 7.27 million. Changes in working capital primarily reflect adjustments for trade receivables of ₹ 15.55 million, inventories of ₹ (2,015.18) million, other financial assets (non-current and current) of ₹ (77.62) million other assets (non-current and current) of ₹ 96.93 million, trade payables of ₹ 97.87 million, other financial liabilities (non-current and current) of ₹ 60.21 million and other current liabilities of ₹ 339.89 million.

Fiscal 2022

Our net cash flow used in operating activities in Fiscal 2022 was ₹ 1,231.83 million. While our profit before tax was ₹ 655.72 million, our operating cash flow before working capital changes stood at ₹ 661.65 million. This was primarily due to adjustments for finance cost of ₹ 43.29 million, interest income of ₹ (6.51) million and gain on sale of current investments of ₹ 30.43 million. Changes in working capital primarily reflect adjustments for trade receivables of ₹ 73.53 million, inventories of ₹ (949.19) million, other assets (non-current and current) of ₹ (77.63) million, trade payables of ₹ (85.61) million, and other current liabilities of ₹ (724.00) million.

Fiscal 2021

Our net cash flow generated from operating activities in Fiscal 2021 was ₹ 1,450.30 million. While our profit before tax was ₹ 290.95 million, our operating cash flow before working capital changes stood at ₹ 290.86 million. This was primarily due to adjustments for finance cost of ₹ 12.98 million, interest income of ₹ (8.00) million and fair value gain on investments (net) of ₹ 5.11 million. Changes in working capital primarily reflect adjustments for trade receivables of ₹ 205.88 million, inventories of ₹ 79.11 million, trade payables of ₹ (77.33) million, and other current liabilities of ₹ 1,022.00 million.

Net cash generated from / used in investing activities

Fiscal 2023

Net cash generated from investing activities in Fiscal 2023 was ₹ 291.96 million, which primarily comprised proceeds from bank deposits aggregating ₹ 60.51 million, proceeds from current investments aggregating ₹ 238.90 million and purchase of property, plant and equipment and other intangible assets of ₹ (6.03) million and interest income of ₹ 4.55 million.

Fiscal 2022

Net cash generated from investing activities in Fiscal 2022 was ₹ 760.05 million, which primarily comprised proceeds from current investment aggregating ₹ 776.43 million and purchase of property, plant and equipment and other intangible assets of ₹ (18.14) million and interest income of ₹ 6.51 million.

Fiscal 2021

Net cash used in investing activities in Fiscal 2021 was ₹ 977.09 million, which primarily comprised investment in current investment aggregating ₹ 954.67 million and investment in subsidiary and associate firms of ₹ 30.23 million and interest income of ₹ 8.00 million.

Net cash generated by / used in financing activities

Fiscal 2023

Net cash generated by financing activities in Fiscal 2023, was ₹ 833.01 million primarily due to proceeds from long term borrowing of ₹ 778.33 million and proceeds from short term borrowings (net) of ₹ 70.27 million.

Fiscal 2022

Net cash generated by financing activities in Fiscal 2022, was ₹ 463.90 million primarily due to proceeds from long term borrowing of ₹ 11.99 million and proceeds from short term borrowings (net) of ₹ 495.21 million.

Fiscal 2021

Net cash used in financing activities in Fiscal 2021, was ₹ 494.06 million primarily due to proceeds from short term borrowings (net) of ₹ (481.08) million.

CAPITAL EXPENDITURE

During Fiscal 2023, Fiscal 2022 and Fiscal 2021, our capital expenditure towards additions to fixed assets viz., office equipments, computers, and vehicles was ₹ 0.36 million, ₹ 2.09 million and ₹ 19.42 million.
The following table sets forth the net block of our capital assets.

(in ₹ million)

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Property, plant, and equipment	19.11	18.28	3.46
Capital works in progress	Nil	Nil	Nil
Other intangible assets	2.49	Nil	Nil

SELECT BALANCE SHEET ITEMS

Current Assets

(in ₹ million)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Inventories	5,005.26	2,990.08	2,040.89
Financial Assets			
(i) Investments	-	231.63	976.46
(ii) Trade receivables	37.05	52.60	126.13
(iii) Cash and cash equivalents	166.20	25.21	49.39
(iv) Bank balances other than cash and cash equivalents	9.52	70.03	66.58
(v) Loans	0.91	0.15	0.23

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(vi) Other financial assets	26.77	1.88	2.56
Other current assets	34.07	131.82	54.19
Total current assets	**5,279.78**	**3,503.39**	**3,316.43**

Current Liabilities

(in ₹ million)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Financial Liabilities			
(i) Borrowings	702.41	632.14	136.94
(ii) Trade payables			
• Total outstanding dues to small and micro enterprises	79.66	32.54	60.91
• Total outstanding dues of creditors other than micro enterprises and small enterprises	155.53	104.77	162.01
(iii) Other financial liabilities	137.29	77.08	73.78
Other current liabilities	1,648.01	1,308.11	2,032.11
Provisions	29.05	30.95	24.01
Current tax liabilities (net)	-	-	-
Total current liabilities	**2,751.94**	**2,185.60**	**2,489.76**

FINANCIAL INDEBTEDNESS

As of July 31, 2023, we had total borrowing aggregating ₹843.01 million comprising secured borrowings aggregating ₹ 290.57 million and unsecured borrowings aggregating ₹ 552.44 million. For further details of our indebtedness, please see *'Financial Indebtedness'*.

CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Set out in the table below are details of our capital commitments based on our Restated Consolidated Financial Information.

Contingent liabilities

Set out in the table below are details of our contingent liabilities based on our Restated Consolidated Financial Information.

(in ₹ million)

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
(i) Bank Guarantees	19.00	16.50	6.50
(ii) Demands/Claims by Government Authorities not acknowledged as debts and contested/to be contested by the Company:			
Service Tax - FY 2016-17	0.89	0.89	0.89
Goods & Service Tax - FY 2017-18 to FY 2022-23*	297.54	272.35	191.62

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
Total	**317.43**	**289.74**	**199.01**

** The figures for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 includes the amount of contingent liabilities for the respective periods, where show cause notice or claims have been received after the close of respective reporting period and till the date of approval of this financial statements by the Board of Directors.*

For further details of our contingent liabilities, see *'Restated Consolidated Financial Information - Contingent liabilities'*.

Contractual Payments

The table below summarises the maturity profile of company's financial liabilities based on contractual undiscounted payments.

Particulars	0 - 1 years	1 to 5 years	Total
March 31, 2023			
Borrowings	702.41	787.54	**1,489.95**
Trade payables	235.19	-	**235.19**
Other financial liabilities	137.29	-	**137.29**
Total	**1,074.88**	**787.54**	**1,862.43**
March 31, 2022			
Borrowings	632.14	11.99	**644.13**
Trade Payables	137.32	-	**137.32**
Other Financial Liabilities	77.08	-	**77.08**
Total	**846.54**	**11.99**	**858.52**
March 31, 2021			
Borrowings	136.94	-	**136.94**
Trade Payables	222.92	-	**222.92**
Other Financial Liabilities	73.78	-	**73.78**
Total	**433.64**	**-**	**433.64**

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our key management personnel, their relatives, enterprise over which they are able to exercise significant influence and associate firm/LLP on an arm's length basis, in compliance with applicable law. For further details of our related party transactions, please see *'Restated Consolidated Financial Information - Note no. 39 - Related Party Transactions'*.

Summary of reservations or qualifications or matters of emphasis or adverse remarks of auditors

Our Restated Consolidated Financial Information do not contain any qualifications, reservations and matters of emphasis by our Statutory Auditor in their examination report.

Change in accounting policies

Other than as disclosed in the Restated Consolidated Financial Information, there have been no changes in accounting policies in the last three Fiscals.

Quantitative and Qualitative Disclosures About Market Risk

Our Company's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. Our Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

Our Company is exposed to market risk, credit risk and liquidity risk. Our Company periodically reviews the risk management policy so that the management manages the risk through properly defined mechanism. The focus is to foresee the unpredictability and minimise potential adverse effects on the Company's financial performance. Our Company's overall risk management procedures to minimise the potential adverse effects of financial market on the Company's performance are as follows:

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

Interest rate risk:

Our Company is exposed to cash flow interest rate risk from long-term borrowings at variable rate. Currently the Company has external borrowings and borrowings from promoter & promoter groups which are fixed and floating rate borrowings. Our Company achieves the optimum interest rate profile by refinancing when the interest rates go down. However this does not protect Company entirely from the risk of paying rates in excess of current market rates nor eliminates fully cash flow risk associated with variability in interest payments, it considers that it achieves an appropriate balance of exposure to these risks.

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 foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

Our Company had no foreign currency exposures as on March 31, 2023.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Our Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Our Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Company's customer base, including the default risk of the industry and country, in which customers operate, has less influence on the credit risk.

Our Company has entered into contracts for the sale of residential and commercial units on an instalment basis. The installments are specified in the contracts. Our Company is exposed to credit risk in respect of installments due. However, the possession of residential and commercial units is handed over to the buyer only after all the installments are recovered. In addition, instalment dues are monitored on an ongoing basis with the result that the Company's exposure to credit risk is not significant. Our Company evaluates the concentration of risk with respect to trade receivables as low, as none of its customers constitutes significant portions of trade receivables as at the year end.

Credit risk from balances with banks and financial institutions is managed by Company's treasury in accordance with the Company's policy. The company limits its exposure to credit risk by only placing balances with local banks of good repute. Given the profile of its bankers, management does not expect any counterparty to fail in meeting its obligations.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. Our Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. Our Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. Our Company manages the liquidity risk by maintaining adequate funds in cash and cash equivalents. Surplus funds not immediately required are invested in certain financial assets which provide flexibility to liquidate at short notice and are included in cash equivalents.

Competitive Conditions

We operate in a competitive environment. For further information, please see '*Risk Factors*', *'Industry Overview'*, *'Our Business – Competition'*.

Seasonality / Cyclicality of business

Our Company's business is not subject to seasonal changes.

Unusual or infrequent events or transaction

Except as set out in this Draft Red Herring Prospectus, there have been, to our knowledge, no unusual or infrequent events or transactions that have in the past, or may in the future, affect our business operations or future financial performance.

Segment Reporting

Our business activity primarily falls within a single reportable segment, i.e., real estate development and we do not follow any segment reporting.

Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

Not applicable. Increase in sales volume of our units is the primary factor which increases our revenue.

Total turnover of each major industry segment in which the Company operated

Our Company operates only in the real estate industry and our entire revenue from operations is generated from this industry.

Significant dependence on a single or few suppliers or Customers

We are real estate development company engaged in construction of residential premises. Accordingly, we do are not reliant on any single or few customers or vendors.

Significant economic changes that materially affect or are likely to affect income from continuing operations

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in this chapter. For further details see *'Risk Factors'* and *'Industry Overview'*.

Known Trends or Uncertainties

Our business has been, and we expect will continue to be, subject to significant economic changes arising from the trends identified above under *'Principal factors affecting our financial condition and results of operations'* and the uncertainties described in the section *'Risk Factors'*. To our knowledge, except as has been described in this Draft Red Herring Prospectus, there are no known trends or uncertainties, that have or had or are expected to have a material adverse impact on our revenues from continuing operations.

Future Relationships between Costs and Income

Other than as described in *'Risk Factors'*, *'Our Business'* and *'Management's Discussion and Analysis of Financial Condition and Results of Operations'* to our knowledge, there are no known factors that may have a material adverse impact on our business, results of operations and financial condition.

New Services or Business Segments

Except as disclosed in this Draft Red Herring Prospectus, we have not announced and do not expect to announce any new services or business segments in the near future.

Significant Developments after March 31, 2023 that may affect our results of operations

Except as disclosed in this Draft Red Herring Prospectus, there are, to our knowledge, no significant developments after the date of the last financial statements contained in this Draft Red Herring Prospectus which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (a) criminal proceedings (including first information reports) involving our Company, Directors, Promoters or Subsidiaries; (b) actions by any statutory or regulatory authorities involving our Company, Directors, Promoters or Subsidiaries; (c) disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last 5 Fiscals including outstanding action; (d) claims involving our Company, Directors, Promoters or Subsidiaries related to any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved); and I other pending litigations involving Company, Directors, Promoters or Subsidiaries (other than proceedings covered under (a) to (d) above) which have been determined to be material pursuant to the materiality policy approved by our Board in its meeting held on August 1, 2023 (**Materiality Policy**) (as disclosed herein below).*

In terms of the Materiality Policy, all outstanding litigation/ arbitration proceedings (other than those covered under (a) – (d) above) involving our Company, Directors, Promoters or Subsidiaries, shall be considered 'material' and disclosed in the Issue Documents: (i) if the aggregate monetary amount of claim made by or against the entity or person in any such pending proceeding exceeds 2% of the net worth of our Company as per the latest completed fiscal year in the Restated Consolidated Financial Information of our Company to be included in the Issue Documents; or (ii) where monetary liability is not determinable or quantifiable for any other outstanding proceeding, or which does not fulfil the financial threshold specified in (i) above, but the outcome of any such pending proceeding may have a material adverse effect on the business, operations, performance, prospects, position or reputation of our Company.

Pre-litigation notices received by our Company, Directors, Promoters or Subsidiaries, from third parties (excluding notices from statutory, regulatory or tax authorities or notices threatening criminal action) shall not be evaluated for materiality until our Company, our Directors or our Promoter, is impleaded in proceedings before any judicial/ arbitral forum.

Further, as per the requirements of SEBI ICDR Regulations, our Company shall also disclose such outstanding litigation involving the group companies which has a material impact (as determined by our Board) on our Company. In terms of the SEBI ICDR Regulations, our Company does not have any group company.

Except as stated in this section, there are no material outstanding dues to creditors of our Company. For this purpose, our Board, in its meeting held on August 1, 2023 has considered and adopted the Materiality Policy for identification of material outstanding dues to creditors. In terms of our Materiality Policy, creditors of our Company to whom an amount having a monetary value equal to or exceeding 5% of the total trade payables of the Company as at March 31, 2023, i.e., ₹ 11.76 million, are considered material. In addition, outstanding dues as on March 31, 2023, owed by our Company to micro, small and medium enterprises in terms of Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006 and creditors other than micro, small and medium enterprises and Material Creditors have been disclosed in this section.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. Litigation involving our Company

A. Litigation against our Company

Criminal litigation

i. Criminal Complaint No. 289/SW/2020 in Criminal Case No. 201/Misc of 2016 (**Criminal Proceeding**) was filed by Prabhakar Jaywant Paigankar (**Complainant**) against our Company, Amit Mangilal Jain, (our Promoter, Managing Director and Chairman) and Sandeep Ummedmal Jain (our Whole Time Director) and others (**Accused**) before the Hon'ble Metropolitan Magistrate's Court (**MMC**) No. 65, Andheri, Mumbai on 29 March 2016 under Section 204 of the Code of Criminal Procedure, 1973 alleging that the Accused have committed offences under Sections 403, 406, 409, 415, 420, 464, 465, 468 and 120(B) r/w 34 of The Indian Penal Code, 1860. Our Company and Jeevan Sarita Co-op Housing Society Limited (**Society**) executed a development agreement (**Development Agreement**) and a power of attorney both dated August 7, 2012 in favor of our Company for redeveloping the Society's erstwhile building located at Vile Parle, Mumbai. The Complainant is the member of the Society and has alleged that the Accused have demolished the society by illegally breaking into the flats and without obtaining possession of the flats from the existing members of the Society and without the existing members disconnecting their LPG gas connection, electricity supplies and telecommunication facilities and have dishonestly misappropriated the property. The Complainant has alleged that the Accused have committed forgery by fabricating a false renewal letter of the bank guarantee required to be executed under the Development Agreement. Further, the Complainant has alleged that the Accused have violated the terms of the Development Agreement, the bye-laws of the Society and the applicable laws for redevelopment of Society. The Complainant has also alleged that the Accused have conspired with each other and committed a series of unlawful and illegal acts in furtherance of criminal conspiracy to dispossess the members of the Society including the Complainant. Subsequent to filing of the Complaint, the Vile Parle police submitted their report on December 13, 2019, concluding that the Complaint concerned a purely civil matter. The Complainant filed a protest petition dated January 22, 2020 before the Magistrate seeking the rejection of aforementioned police report and sought for the issue of process against the Accused. The Metropolitan Magistrate (65^{th} Court, Andheri, Mumbai) (**Magistrate**) subsequently passed an order dated October 19, 2020 (**Impugned Order**). The Magistrate, vide the Impugned order, has issued process against the Accused under Section 204 (b) of the Code of Criminal Procedure, 1973. Our Company, Amit Mangilal Jain, (our Promoter, Managing Director and Chairman) and Sandeep Ummedmal Jain (our Whole Time Director) have filed a Criminal Revision Application No. 116 of 2020 before the Hon'ble Sessions Court, Dindoshi to set aside the Impugned Order. The Hon'ble Sessions Court, Dindoshi has granted stay on the Criminal Proceeding by an order dated January 27, 2021. For more details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Company – A. Litigation initiated by our Company – Criminal Litigation*. The matter is currently pending.

Civil litigation

i. Commercial Arbitration Petition No. 46 of 2022 dated November 14, 2021 under Section 9 of the Arbitration and Conciliation Act, 1996 (**Petition No. 1**) and Commercial Arbitration Petition (L) No. 40573 of 2023 dated December 20, 2022 under Section 11 of the Arbitration and Conciliation Act, 1996 (**Petition No. 2**) before the High Court of Judicature at Bombay, against our Company, Sandeep Ummedmal Jain (our Director) and Amit Mangilal Jain (our Promoter, Managing Director and Chairman) (collectively, **Respondents**) by Jeevan Sarita Co-operative Housing Society (**Petitioner**). Under Petition No. 1, the Petitioner has sought for urgent interim reliefs on account of the Respondents allegedly having violated the terms of the Development Agreement dated August 7, 2012 executed between the Petitioner and the Respondents for the re-development of the buildings of the Petitioner located at Vile Parle, Mumbai (**Agreemen**t). Accordingly, the Petitioner has sought under Petition No. 1, inter alia a direction to the Respondents to comply with the terms of the Agreement and issue requisite allotment/possession letters, etc to the members of the Petitioner in consonance with the prevailing Development Control Regulation, an order of mandatory injunction directing the Respondents to rectify all defects in the building of Petitioners and file an affidavit of disclosure of the Respondents of all their assets and holdings in India and aggregate payment of ₹ 16.88 million for delay in completion of the re-development and payment towards transit rent, corpus fund, statutory taxes, monthly maintenance, electricity, etc. Under Petition No. 2, a plea has been made for the appointment of an arbitrator to adjudicate the dispute under Petition No. 1. The matters are currently pending. An affidavit in reply (**Affidavit**) opposing the Commercial Arbitration Application (L) No. 40573 of 2022 (**Arbitration Application**) as preferred by the Applicant Society (**Applicant**) against our Company (**Respondent No. 1**), Amit Mangilal Jain (our Promoter, Managing Director and Chairman) (**Respondent No. 2**) and Sandeep Ummedmal Jain (Our Whole Time Director) (**Respondent No. 3**), have been filed before the High Court of Judicature at Bombay on behalf of Respondent No. 1. For more details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Directors – A. Litigation against our Directors - Civil litigation.*

ii. Jeevan Sarita Co-operative Housing Society Limited (**Petitioner**) has filed 17 Writ Petitions bearing Writ Petition Nos. 5205 of 2023, 8710 of 2023, 8723 of 2023, 8809 of 2023, 8845 of 2023, 8850 of 2023, 8852 of 2023, 8856 of 2023, 9042 of 2023, 9046 of 2023, 9105 of 2023, 9122 of 2023, 9138 of 2023, 9154 of 2023, 9158 of 2023, 91716 of 2023, 9178 of 2023, (collectively, **Writ Petitions**) against our Company, certain flat purchasers (**New Flat Purchasers**), State of Maharashtra, Deputy Registrar of Co-operative Societies, Divisional Joint Registrar of Co-operative Societies, Mumbai Division (collectively, **Respondents**) before the High Court of Judicature at Bombay (**High Court**) to challenge the order dated December 29, 2022 (**Impugned Order**) issued by Divisional Joint Registrar of Co-operative Societies, Mumbai Division, Mumbai (**Joint Registrar**) thereby confirming the order issued by Deputy Registrar of Co-operative Societies, 'K/E' Ward, Mumbai, (**Deputy Registrar**) dated March 18, 2021 (**Order**, collectively, **Orders**). The Writ Petitions have been filed to seek an order from the High Court to quash the Impugned Order and an interim relief for stay on the execution, operation, and implementation of Order along with costs. The Order states that the appeal application for membership as authorized under Section 23(2) of the Maharashtra Cooperative Societies Act, 1960 was approved and the Petitioners were directed to serve the flat owners with share certificate within 15 days, upon recording the same under society records and register. The Petitioner in the Writ Petitions has alleged, that the Deputy Registrar and Joint Registrar have failed to take note that our Company has *inter alia* allegedly violated certain terms and conditions of the Development Agreement entered between the Petitioner and our Company and existing members of the Petitioner Society dated August 7, 2012 (**Development Agreement**) and the alleged violation of the Development Agreement has direct nexus with the membership of New Flat Purchasers. The Petitioner has also alleged that the Orders granted membership to New Flat Purchasers when the Respondents did not apply for the membership in the format prescribed as per the provisions of the Maharashtra Co-operative Societies Act, 1960, Maharashtra Co-operative Societies Rules, 1961 and the byelaws of the Petitioner. The matter is currently pending before the High Court and is listed for hearing on September 8, 2023.

iii. Notice of Motion no. 1655 of 2023 in SC Suit no. 1214 of 2023 is filed before the City Civil Court at Dindoshi, against, Chandan K Das (**Defendant 1**), Tapan K Das (**Defendant 2**), Secretary/Chairman-Deep Sikhar CHS Ltd. (**Defendant 3**) and our Company (**Defendant 4**, collectively, **Defendants**) by Rita Ratan Das and Rishita Ratan Das (collectively **Plaintiffs**) (**Suit**). The Plaintiffs have filed the present Suit for 66.66% undivided share, right, title and interest in the disputed property (**Disputed Property**) and/or permanent alternate accommodation along with Defendant 1 and 2. The Plaintiffs are the Class-1 legal heir of deceased Ratan K Das. Additionally, the Plaintiffs have prayed to pass an order and decree for partition of Disputed Property or alternatively sell the Disputed Property and distribute as per the share devolve and to appoint a Court Commissioner in this regard along with an order to declare the Plaintiffs and Defendants 1 and 2 jointly and/or severally entitled to use, occupy and possess the suit property including taking benefits of all monetary and kind benefits, and to entitle Plaintiffs for their 66.66% rights and shares in Corpus fund to be paid by Defendant 3 and Defendants 4 or seeking them to provide jointly and/or severally an amount equivalent to 66.66% share of the total compensation/rent payable against the Disputed Property. The Plaintiffs also prayed to direct Defendant 3 and Defendant 4 to sign and execute an agreement for permanent alternate accommodation free of cost in the new building and to pass a permanent injunction on Defendant 3 and Defendant 4, from handing over possession or paying rent/ any kind of consideration or benefits of permanent alternate accommodation to Defendants 1 and 2 and also to restrain creation of any third party right, title and interest, providing any NOC or related documents on the sale or purchase of the suit premises. The matter is currently pending and is listed for hearing on August 29, 2023.

iv. S.C Suit No. 639 of 2023, S.C Suit No. 610 of 2023 and S.C Suit No. 638 of 2023, before the Bombay City Civil Court at Dindoshi, in connection with the Interlocutory Application No. 2240 of 2023 (**Interlocutory Application**) which has been dismissed as withdrawn as per the Order dated June 23, 2023 by the National Company Law Tribunal Mumbai Bench, Court II), against Tulip Hospitality Service Limited (**Defendant 1**), Anish Niranjan Nanavaty (**Defendant 2**) and our Company (**Defendant 3**, Collectively **Defendants**) by Kishore Dethe, Mohammed Aynul and Yashwant Mahadev Khegde (collectively, **Plaintiffs**) respectively, claiming rights as protected tenants as per Tenancy Agreements (**Agreements**) between the Plaintiffs and Defendant 1, apprehending dispossession of the Disputed Property (**Disputed Property**) by force, by the Defendant 2 in collusion with Defendant 1, in accordance with the Interlocutory Application, creating great prejudice and harm and loss to the Plaintiffs. The Plaintiffs under this suit prayed to pass an order of injunction against Defendant 3 including servants/agents or any other third party to not to disposes and disturb possession of the Plaintiffs and not to enter upon the Disputed Property. Defendant 3 filed a reply dated March 8, 2023, alleging that the acts of Defendant 3 emanated from the duly registered development agreements between Defendant 3 and Defendant 1 and are uninformed of any agreement between the Plaintiffs and Defendant 1. Subsequently on March 16, 2023, Defendant 2 filed a notice of motion for rejection of the plaints under Order VII Rule 11(a) of the Code of Civil Procedure, 1908 by contending that the plaints lack cause of action as the Disputed Property no longer exists and the Plaintiffs are not in possession of it and that the plaint is barred by provisions of the Insolvency and Bankruptcy Code, 2016. The matters are currently pending.

Tax Proceedings

Nature of the case	Number of cases	Total amount involved* *(in ₹ million)*
Direct tax litigations	-	-

Nature of the case	Number of cases	Total amount involved* *(in ₹ million)*
Indirect tax litigations	4	282.71
Total	**4**	**282.71**

**To the extent quantifiable and ascertainable*

Outstanding actions by statutory and/or regulatory authorities

i. There are 10 complaints filed before the MahaRERA, by various allottees (**Complainants**), against our Company, Amit Mangilal Jain (our Managing Director and Promoter), Arpit Vikram Jain (our Whole Time Director), the Echjay Forging Industries Private Limited, Nagin Doshi and Deepak Doshi (collectively, **Respondents**) alleging *inter alia* deficiency of service, cheating, unauthorized construction, and thereby, violations under Sections 7(1) (a), (b), (c) (d) and Sections 12, 13(2), 14, 16, 17, 19(1) and 19(5) of the Real Estate (Regulation and Development) Act, 2016, in relation to our Company's re-development Project Arkade Earth, Kanjurmarg, Mumbai. The Complainants have sought various reliefs including, issue of direction of debarment against our Company from accessing the website of the property, handover the peaceful possession of the property, provide final carpet area, specifying the Respondents in the defaulters list and issue of direction to IndusInd Bank to freeze all accounts of the projects in the name of our Company. The consolidated amount claimed by the Complainants involved in these complaints is ₹ 122.70 million, along with applicable interest under the RERA Rules and claimed penalty interest, wherever applicable and cost of proceedings approximately. The matters are currently pending.

Litigation initiated by our Company

Criminal litigation

i. Our Company, Sandeep Ummedmal Jain (our Whole Time Director) and Amit Mangilal Jain (our Promoter, Managing Director and Chairman) (collectively, **Applicants**) have filed a Criminal Revision Application No. 116 of 2020 in Criminal Complaint No. 289/SW/2020, before the Court of Additional Sessions Judge, Dindoshi against the State of Maharashtra (**Respondent No. 1**) and Prabhakar Jaywant Paigankar (**Respondent No. 2**) (collectively, **Respondents**) challenging the order dated October 19, 2020 (**Impugned Order**) passed by the Metropolitan Magistrate (65th Court, Andheri, Mumbai) (**Magistrate**). The Magistrate, vide the Impugned order, has issued process against the Applicants, Anuradha Vishnu Gore and Shirish Motiram Samel (collectively, **Accused**) under Section 204 (b) of the Code of Criminal Procedure, 1973. The Respondent No. 2 had filed a criminal complaint (201/MISC/2016 dated 29 March 2016) (**Complaint**). For details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Company – A. Litigation against our Company – Criminal Litigation*. The Applicants have denied all the allegations and alleged that the nature of the complaint is purely a civil matter. The Applicants have contended inter alia that the bank guarantee as mentioned in the Complaint has been furnished by our Company, that the Applicants have always been willing to provide the necessary rent amounts and corpus amounts to the Respondent No. 2, however, Respondent No. 2 was never willing to accept the same and the members of the Society are already in possession of their respective property and therefore, the question of cheating and breach of trust based on forged and fabricated documents does not arise at all. The Applicants have prayed to set aside the Impugned Order and in the interim, grant the stay of proceedings initiated before the Magistrate. Respondent No. 2 has filed his reply to the Criminal Revision Application No. 116 of 2020. The matter is currently pending. The Hon'ble Sessions Court, Dindoshi has granted stay on the proceedings in relation to the Criminal Complaint No. 289/SW/2020 in Criminal Case No. 201/Misc of 2016 before the Hon'ble Metropolitan Magistrate's Court, Andheri, Mumbai by an order dated January 27, 2021.

ii. Our Company has filed Criminal Complaint No. 468/SS/2021 before the 17th Court of the Metropolitan Magistrate, Borivali, Mumbai against Amit Kamra and Lakshmi Kathpalia (collectively, **Defendants**) on January 19, 2021 seeking the issue of process against the accused for offence of defamation punishable under Section 500 of the Indian Penal Code, 1860 and compensation for loss of reputation and harm caused under Section 357(3) of the Code of Criminal Procedure, 1973. Our Company has claimed that the Defendants resorted to a "WhatsApp" group where they have made certain remarks on the re-development process and allotment of parking spaces, undertaken by our Company in relation to Project Arkade Earth, which have been claimed by our Company to be disparaging, defamatory, slanderous against our Company and in breach of the provisions of the agreement of sale executed in favour of the Defendants. The matter is currently pending and is listed for hearing on September 7, 2023.

Civil litigation

NIL

II. Litigation involving our Promoter

A. Litigation against our Promoter

Criminal litigation

i. Criminal Complaint bearing reference number CC No. 131 of 2013 was filed before the Court of Judicial Magistrate (F.C), Thane against M/s Atul Real Estate Holding (**Accused 1**), M/s Atul & Arkade Realty (**Accused 2**), Arun Nathala Patel (**Accused 3**), Amit Mangilal Jain (our Promoter, Managing Director and Chairman) (**Accused 4**) and others (collectively **Accused**) by JIK Industries Limited through its chairman and managing director Rajendra G Parikh (**Complainant**) alleging trespass, conspiracy, abetment, , threatening of the Complainant and his employees and causing bodily harm and cheating and defrauding the Complainant by making false, bogus, forged and fabricated alleged Joint Venture and other documents thereby committing offences punishable under Sections 408, 420,447. 467. 468, 474, 471, 504, 506(2), 120 B r/w 34 of Indian Penal Code, 1906. The Complainant in the present suit prayed before the court to issue investigation u/s 156(3) of Code of Criminal Procedure, 1973 to Kapurbawadi Police Station (**Station**) for investigation. The Complainant subsequently filed a Protest Petition (**Petition**) on the erred investigation from the officials of the Station and prayed to register the Petition against the allegedly false and fabricated report by the investigating officials and to transfer the complaint to another police station for investigation.

ii. Criminal Complaint bearing reference number OMA No. 131 of 2013 dated March 22, 2013 was filed before the Court of Judicial Magistrate First Class, Thane (**JMFC**) against M/s Atul Real Estate Holding (**Accused 1**), M/s Atul & Arkade Realty (**Accused 2**), Arun Nathalal Patel (**Accused 3**), Amit Mangilal Jain (our Promoter, Managing Director and Chairman) (**Accused 4**) and others (collectively **Accused**) by JIK Industries Limited through its chairman and managing director Rajendra G Parikh (**Complainant**) alleging trespass, conspiracy, abetment, threatening of the Complainant and his employees and causing bodily harm and cheating and defrauding the Complainant by making false, bogus, forged and fabricated alleged Joint Venture and other documents thereby committing offences punishable under Sections 408, 420,447, 467, 468, 474, 471, 504, 506(2), 120 B r/w 34 of Indian Penal Code, 1860 (**Criminal Complaint**). Complainant was declared a sick company with its immovable property (**Disputed Property**) in process of being auctioned off by its secured creditors. Complainant entered into a Joint Development Agreement and a deed of confirmation in relation to the Disputed Property with the Accused. Subsequently, Complainant had allegedly suppressed material facts with regards to the Disputed Property and tried to dispossess the Accused from the Disputed by forcing their way in. The Accused filed a complaint before the Kapurbawadi Police Station against the Complainant which was countered by a Complaint filed by Complainant against the Accused based on allegedly fabricated facts. The Investigating officers submitted the report in relation to First Information Report (**FIR**) bearing reference No. 169 of 2013 to JMFC which concluded that no offence on the abovementioned Sections have been made out by the Accused (**'B' Final Report**). The Complainant filed a Protest Petition (**Petition**) challenging the 'B' Final Report, no supervision of the region trespassed was done by the investigating officers, no cognizance of the forgery in the Joint Venture Agreement and prayed to register the Petition against the allegedly false and fabricated report by the investigating officials and to transfer the complaint to another police station for investigation. The JMFC took cognizance of the Criminal Complaint and issued process against the Accused under Section 190 of the Criminal Procedure Code, 1973 (**Cr.PC**) through an order dated January 25, 2017 (**Order 2017**). Thereafter, the Accused filed a criminal revision application bearing reference number R.C.C No. 79/17 against the Order (**Criminal Revision Application**). The Criminal Revision Application was dismissed by an order dated January 1, 2018 upholding the Order (**Order 2018,** along with Order 2017 **Orders**). The Accused filed a Criminal Application bearing reference No.494 of 2018 before the High Court of Judicature at Bombay against the State of Maharashtra and the Complainant for the quashing of the FIR registered pursuant to the Criminal Complaint. The Accused have also sought to quash the Orders; and criminal proceedings bearing reference no. 79/2017 before the JMFC on the grounds that the Orders are bad in law and are liable to be quashed to meet the ends of justice as the claims of the Complainant are based on false, fabricated, and concocted facts. The matter is pending for hearing.

iii. Summons Case bearing reference number W/1700141/2014 was filed before the Chief Metropolitan Magistrate, Borivali (**CMM**) against Manohar Rane (**Accused 1**), Girish Joshi (**Accused 2**), Devrookhkar (**Accused 3**), Amit Mangilal Jain (our Promoter, Managing Director and Chairman) (**Accused 4**), Senior Police Inspector, Vanraj Police Station (**Accused 5**) and Sachin Shinde (**Accused 6**) by Thimmaya K Shetty (**Complainant**) through his legal heir Chandrahas Thimmaya Shetty (**Applicant**) alleging acts committed by several persons with common intention, concealing design to commit an offence punishable with imprisonment, being hired to take part in unlawful assembly or riot, committing assault or criminal force other than on grave provocation, mischief causing damage, committing breach of peace, criminal intimidation and attempt to commit offences punishable with life under sections 34, 120, 158, 352, 427, 504, 506 and 511 of the Indian Penal Code, 1860 (**IPC**). The Complainant via the Applicant filed a complaint before the CMM of the failure of the Varnai Police station to take cognizance of the offences and file a first information report against the Accused under Section 154(1) of the Criminal Procedure Code and to issue process against all the Accused under the aforementioned sections of the IPC.

Civil litigation

i. Commercial Arbitration Petitions (No. 46 of 2022 dated November 14, 2021 and No. 40573 of 2023 dated December 20, 2022) under Section 9 and Section 11 of the Arbitration and Conciliation Act, 1996 have been filed before the High Court of Judicature at Bombay, by Jeevan Sarita Co-operative Housing Society Limited against our Promoter. For details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Company – A. Litigation against our Company – Civil Litigation*.

Tax Proceedings

Nature of the case	Number of cases	Total amount involved* *(in ₹ million)*
Direct tax litigations	6	57.64
Indirect tax litigations	-	-
Total	**6**	**57.64**

**To the extent quantifiable and ascertainable*

i. The Additional Commissioner of Income Tax, Mumbai (**Commissioner**) issued a notice of demand of ₹ 45.81 million (**Demand Notice**) under Section 156 of the Income Tax Act, 1961 (**Act**) against Amit Mangilal Jain, (our Promoter, Managing Director and Chairman) (**Assessee**) alleging contravention of provision of Section 147 of the Act in the assessment year 2009-10, for escaping an income of ₹ 68.00 million from the assessment. Subsequently, the Assessee has instituted an appeal on February 1, 2017, against the Demand Notice dated December 30, 2016 before the Commissioner of Income Tax Appeals, Mumbai (**CIT (A)**) on the grounds that, (a) the re-opening of assessment under Section 147 of the Act was bad in law; (b) the Assessing officer erred in assessing the total amount and (c) the addition of ₹ 68.00 million by the Assessing officer is invalid, wherein the CIT(A) partly allowed the appeal passing an order in favour of the Assessee by declaring the addition of ₹ 68.00 million by the Assessing officer is invalid (**CIT(A) Order**). Subsequently, the Commissioner and Assessee filed an appeal in the Income Tax Appellate Tribunal, Mumbai (**ITAT**) against the CIT(A) Order. The ITAT through an order dated August 10, 2022 (**Impugned Order**) dismissed the appeal of the Assessee and the grounds of appeal of the revenue were allowed for statistical purpose and referred the matter to CIT(A). The Assessee filed an appeal in the High Court of Judicature at Bombay challenging the Impugned Order of ITAT in ITA No. 3331/Mum/2019 and 4158/Mum/2019 on the grounds that (a) the facts and circumstances of the case and in law, finding of the Hon'ble Tribunal is bad in law; (b) the order for search of third party was to be made under Section 153C of Act as per law and thus the Impugned Order was not in line with law; (c) the CIT(A) Order was wrongly interpreted by ITAT; (d) ITAT erred in remanding matter back to CIT(A) and the Assessee prayed that to quash or set aside the Impugned Order and to stay execution, operation and implementation of the Impugned Order.

ii. The Additional Commissioner of Income Tax, Mumbai (**Commissioner**) issued a notice of demand of ₹ 11.82 million on December 12, 2016 (**Demand Notice**) under Section 156 of the IT Act against Amit Mangilal Jain, (our Promoter, Managing Director and Chairman) (**Assessee**) alleging contravention of provision of Section 147 of the Income Tax Act, 1961 in the assessment year 2010-11, for escaping an income of ₹ 20.00 million from the assessment. Subsequently, the Assessee instituted an appeal on

February 1, 2017, against the Demand Notice before the Commissioner of Income Tax (Appeals), Mumbai (**CIT (A)**). For more details, please see *Outstanding Litigation and Other Material Developments – Direct Tax Litigation – Litigation involving our Promoter – A. Litigation against our Promoter*.

iii. The Assistant Commissioner of Income Tax (**Assistant Commissioner**) has passed a reassessment order dated 30 December 2016 for the Assessment Years 2009-2010 and 2010-2011 against Amit Mangilal Jain (our Promoter, Managing Director and Chairman) (**Assessee**) where additions of ₹ 68.00 million and ₹ 20.00 million respectively, were included as undisclosed cash in the hands of the Assessee. The said order was appealed to by the Assessee before the Commissioner of Income Tax Appeals, Mumbai (**CIT (A)**). Penalty proceedings were further initiated by the Assistant Commissioner against the Assessee under Section 271(1)(c) of the Income Tax Act,1961 (**Act**). The proceedings are still pending, and no penalty has been levied on the Assessee. The Principal Commissioner of Income Tax (**Principal Commissioner**), during the pendency of the penalty and proceedings before the CIT (A), issued a sanction to the Assistant Commissioner to commence prosecution against the Assessee before the Additional Chief Metropolitan Magistrate (**Magistrate**) under Section 276C (1) of the Act i.e., willful attempt to evade tax and under Section 277 Act i.e., making a false statement in a verification made under the Act. An order dated 3 August 2018 was passed by the Magistrate taking cognizance of the offence. Subsequently, CIT(A) relinquished the Assessee's liability in relation to the unaccounted sums for the AY 2009-2010 and 2010-2011. The Commissioners have further appealed to the Income Tax Appellate Tribunal (**ITAT**) which by an order dated 10 August 2022 restored the matter back to the CIT. The Assessee has preferred appeals by filing 2 Writ Petitions bearing Writ Petition Nos. 970 of 2023 and 4473 of 2023 respectively before the High Court of Judicature at Bombay. The first Writ Petition is an appeal against the complaint filed under Section 276C (1) of the Act on the grounds that the criminal prosecution is against the Income Tax circular no.285/90/2008-IT (Inv.-I)/05 and that the complaint is premature as the proceedings are still pending before the Appellate authority. The second Writ Petition is an appeal against the complaint filed under Section 277 of the Act on grounds that it was bad in law since the Assessing Officer recording the statement was not statutorily authorized to do so and that criminal proceedings under this provision can only be initiated when an assessee refuses or evades giving a statement. The Assessee has further preferred an Income Tax Appeal bearing No. 1111 of 2023 against the order of the ITAT before the High Court of Judicature at Bombay which is pending on the grounds that the ITAT has erred in remanding the matter back to the CIT which would amount to a case of double taxation. Additionally, the High Court has passed an order dated 31 March 2023 staying the proceedings of the Magistrate till 26 April 2023.

Outstanding actions by statutory and/or regulatory authorities

i. There are 10 complaints filed before the MahaRERA, by various allottees (**Complainants**), against our Company, Amit Mangilal Jain (our Managing Director and Promoter), Arpit Vikram Jain (our Whole Time Director), the Echjay Forging Industries Private Limited, Nagin Doshi and Deepak Doshi (collectively, **Respondents**). For more details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Company – A. Litigation against our Company – Outstanding actions by statutory and/or regulatory authorities*.

ii. There are 2 consumer complaints filed against Amit Mangilal Jain (our Promoter and Director) and others, by Nita Menezes and Rahul Bhosale, under the Consumer Protection Act, 1986 alleging deficiency of service and unfair trade practice before the State Consumer Dispute Redressal Commission, Mumbai, Maharashtra and Consumer Disputes Redressal Commission, Maharashtra. The aggregate consolidated amount involved in the complaints is ₹ 13.41 million. The complaints are currently pending.

iii. There are 4 consumer complaints filed against Amit Mangilal Jain, through one of his ventures, bearing reference no. 276 of 2022, 277 of 2022, 278 of 2022 and 279 of 2022 under the Consumer Protection Act, 2019 (collectively, **Complaints**) by Divya Suares, Mable Mendonca, Gavin Suares and Tina Iyer respectively (collectively **Complainants**). These Complaints are filed before the Consumer Dispute Redressal Commission, Mumbai Suburban District, Bandra (East), Mumbai alleging deficiency in service and failure in delivering possession of the flats to the Complainants thereby breaching the term of the agreement entered into with the Complainants. The aggregate consolidated amount involved in these Complaints is ₹ 61.72 million. The Complaints are currently pending.

B. Litigation initiated by our Promoter

Criminal litigation

i. Our Company, Amit Mangilal Jain, (our Promoter, Managing Director and Chairman) and Sandeep Ummedmal Jain (our Whole Time Director) have filed a Criminal Revision Application to set aside the Impugned Order. For more details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Company – A. Litigation initiated by our Company – Criminal Litigation*. The matter is currently pending.

ii. Criminal Application bearing reference No.494 of 2018 was filed before the High Court of Judicature at Bombay against the State of Maharashtra through Senior Inspector of Police (**Accused 1**) and JIK Industries Limited (**Accused 2**) by M/s Atul Real Estate Holding (**Petitioner 1**), M/s Atul & Arkade Realty (**Petitioner 2**), Atul Nathalal Patel (**Petitioner 3**) and Amit Mangilal Jain (**Petitioner 4**) under section 482 of Criminal Procedure Code, 1973 (**Cr.PC**). For further details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Promoter – A. Litigation against our Promoter – Criminal Litigation*.

Civil litigation

NIL

III. Litigation involving our Directors (excluding our Promoter)

A. Litigation against our Directors

Criminal litigation

i. Criminal Complaint No. 289/SW/2020 in Criminal Case No. 201/Misc of 2016 (**Criminal Proceeding**) was filed by Prabhakar Jaywant Paigankar (**Complainant**) against our Company, Amit Mangilal Jain, (our Promoter, Managing Director and Chairman) and Sandeep Ummedmal Jain (our Whole Time Director) and others (**Accused**) before the Hon'ble Metropolitan Magistrate's Court (**MMC**) No. 65, Andheri, Mumbai on 29 March 2016. For details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Company – A. Litigation against our Company – Criminal Litigation*.

Civil litigation

i. Commercial Arbitration Petitions (No. 46 of 2022 dated November 14, 2021 and No. 40573 of 2023 dated December 20, 2022) under Section 9 and Section 11 of the Arbitration and Conciliation Act, 1996 have been filed before the High Court of Judicature at Bombay, by Jeevan Sarita Co-operative Housing Society Limited against our Director, Sandeep Ummedmal Jain. For details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Company – A. Litigation against our Company – Civil Litigation*. Subsequently, an affidavit in reply (**Affidavit**) opposing the Commercial Arbitration Application (L) No. 40573 of 2022 (**Arbitration Application**) as preferred by the Applicant Society (**Applicant**) against our Company (**Respondent No. 1**), Amit Mangilal Jain (our Promoter, Managing Director and Chairman) (**Respondent No. 2**) and Sandeep Ummedmal Jain (Our Whole Time Director) (**Respondent No. 3**), have been filed before the High Court of Judicature at Bombay on behalf of Respondent No. 1, *inter alia* stating the Applicant Societies' contention is misconceived and bad in law as the Applicant failed to set out how the cause of action had arisen against the Respondent No. 2 and 3 in their personal capacity, neither produced any resolution to that effect nor sought any specific Relief in this regard, that the Applicant suppressed material facts and relevant documents and the Application is ex-facie time barred to be referred for Arbitration. Thus, seeking the dismissal of the Arbitration Application filed by the Applicant.

Tax Proceedings

Nature of the case	Number of cases	Total amount involved* *(in ₹ million)*
Direct tax litigations	3	12.20
Indirect tax litigations	-	-
Total	**3**	**12.20**

**To the extent quantifiable and ascertainable*

Outstanding actions by statutory and/or regulatory authorities

i. There are 10 complaints filed before the MahaRERA, by various allottees (**Complainants**), against our Company, Amit Mangilal Jain (our Managing Director and Promoter), Arpit Vikram Jain (our Whole Time Director), the Echjay Forging Industries Private Limited, Nagin Doshi and Deepak Doshi (collectively, **Respondents**). For more details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Company – A. Litigation against our Company – Outstanding actions by statutory and/or regulatory authorities*.

B. Litigation initiated by our Directors

Criminal litigation

i. Our Company, Amit Mangilal Jain, (our Promoter, Managing Director and Chairman) and Sandeep Ummedmal Jain (our Whole Time Director) have filed a Criminal Revision Application to set aside the Impugned Order. For more details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Company – A. Litigation initiated by our Company – Criminal Litigation*. The matter is currently pending.

Civil litigation

i. An affidavit in reply (**Affidavit**) opposing the Commercial Arbitration Application (L) No. 40573 of 2022 (**Arbitration Application**) as preferred by the Applicant Society (**Applicant**) against our Company (**Respondent No. 1**), Amit Mangilal Jain (our Promoter, Managing Director and Chairman) (**Respondent No. 2**) and Sandeep Ummedmal Jain (Our Whole Time Director) (**Respondent No. 3**), have been filed before the High Court of Judicature at Bombay on behalf of Respondent No. 1. For more details, please see *Outstanding Litigation and Other Material Developments – Litigation involving our Company – A. Litigation against our Company – Outstanding actions by statutory and/or regulatory authorities* and *Outstanding Litigation and Other Material Developments – Litigation involving our Directors – A. Litigation against our Directors - Civil litigation.*

IV. Litigation involving our Subsidiaries

Criminal litigation

Nil

Civil litigation

Nil

Tax Litigation

Nature of the case	Number of cases	Total amount* involved *(in ₹ million)*
Direct tax litigations	2	1.17
Indirect tax litigations	1	8.92
Total	**3**	**10.09**

Outstanding actions by statutory and/or regulatory authorities

i. Anushree A. Bandekar (**Complainant**) has filed a complaint bearing Complaint no. CC006000000195009 of 2020 against Arkade Realty (our Subsidiary) and Naresh N Jain (**Respondents**) before the Maharashtra Real Estate Regulatory Authority at Mumbai (**MahaRERA**) on 12 November 2020, seeking *inter alia* (i) production of the Architect's Certificate certifying that the area of the suit premises is equivalent to that stated under the Agreement entered into between the

Complainant and the Respondents (ii) an order and direction from MahaRERA certifying that the suit premises is complete in all aspects (iii) an order and direction from MahaRERA for the handing over of the peaceful possession of the suit premises and (iv) that the Respondents be held liable to pay an amount aggregating up to ₹ 0.5 million towards liquidated damages to the Complainant. The matter is currently pending.

V. Tax Proceedings

Nature of the case	Number of cases	Total amount* involved *(in ₹ million)*
Direct tax litigations	11	71.01
Indirect tax litigations	5	291.63
Total	**16**	**362.64**

**To the extent quantifiable and ascertainable*

VI. Outstanding dues to creditors

As of March 31, 2023, our Company had 240 creditors and the aggregate amount due by our Company to these creditors was ₹ 235.19 million, as detailed below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	53	79.66
Other creditors	187	155.53
Total	**240**	**235.19**

Our Board, in its meeting held on August 1, 2023 has considered and adopted the Materiality Policy for identification of material outstanding dues to creditors. In terms of our Materiality Policy, creditors of our Company to whom an amount having a monetary value exceeds 5% of the total trade payables of our Company, i.e., ₹ 11.76 million, are considered material (**Material Creditors**). Based on this criteria, details of outstanding dues owed to Material Creditors as on March 31, 2023, by our Company are set out below:

Particulars	Number of Creditors	Amount involved (in ₹ million)
Material Creditors	3	77.80

The details pertaining to outstanding dues to Material Creditors, along with the name and amount involved for each such Material Creditor, are available on the website of our Company at www.arkade.in.

It is clarified that information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.arkade.in would be doing so at their own risk.

Material Developments since the date of the last Balance Sheet

Other than as set out below, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability, the value of our assets, or our ability to pay our liabilities within the next 12 months:

1. *Employee Stock Option Scheme:*

   Our ESOP Plan was approved by our Board pursuant to a resolution passed on August 18, 2023 and a resolution passed by our Shareholders on August 18, 2023.

GOVERNMENT AND OTHER APPROVALS

Except as disclosed herein, and in 'Risk Factors' (in relation to material approvals which are required but not obtained or applied for by us), our Company has received the material consents, licenses, permissions, registrations and approvals from the relevant governmental, statutory and/ or regulatory authorities in India, which are necessary for undertaking its present business activities. We have set out below a list of material consents, licenses, permissions, and approvals from various governmental, statutory and regulatory authorities in India which are considered material and necessary for the purpose of undertaking our business activities. Unless stated otherwise, these material approvals are valid as on the date of this Draft Red Herring Prospectus.

In addition to these approvals, we have also disclosed below (i) the material approvals in relation to our Completed Projects and Ongoing Projects, (ii) the approvals in relation to our Ongoing Projects which have been applied for, including renewal applications made, but not received; and (iii) the approvals which are required to be obtained in relation to our Ongoing Projects for which applications are yet to be made by our Company.

I. Approvals in relation to the Issue

For details of approvals and authorisations in relation to the Issue, see '*Other Regulatory and Statutory Disclosures*'.

II. Approvals in relation to incorporation of our Company

For details in relation to the incorporation of our Company, see '*History and Certain Other Corporate Matters*'.

III. Approvals in relation to our Company's business operations

Our Company is required to obtain various registrations and approvals in relation to our business. The registrations and approvals obtained by our Company in respect of our business operations include:

<u>*Labour related approvals*</u>

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	Code in terms of Employees State Insurance under Section 1(3) & (5) of the Employee State Insurance Act, 1948	Employee State Insurance Corporation, Ministry of Labour and Employment, Government of India	13000785790000911	July 18, 2016	Valid until cancelled
2.	Code number intimation letter in terms of Employee Provident Fund under Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Ministry of Labour and Employment, Government of India	KDMAL1548467000	January 20, 2017	Valid until cancelled
3.	Maharashtra Labour Welfare Board Association	Maharashtra Labour Welfare Board	MUMUMA002566	July 6, 2023	Valid until cancelled

<u>*Tax related approvals*</u>

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	Permanent Account Number (PAN)	Income Tax Department	AAACA3578Q		Valid until cancelled
2.	Tax deduction and collection Account Number (TAN)	Income Tax Department	MUMA33136F		Valid until cancelled

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
3.	GST Registration	Centre Goods and Services Tax Act, 2017	27AAACA3578Q1Z4	July 1, 2017	Valid until cancelled
4.	Certificate of Enrolment (Form II-A) under Section 5 of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Tax Department	99891996325P	April 1, 2004	Valid until cancelled
5.	Certificate of Enrolment (Form I-A) under Section 5 of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Tax Department	27510789878P	August 25, 2012	Valid until cancelled

Shops and Establishments

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	Shops and Establishment	Office of the inspector under Maharashtra Shops and Establishment Act, 1948	820300945 / RS Ward/COMMERCIAL II	August 10, 2023	August 09, 2033

Business related approvals

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
	LEI Code	Legal Entity Identifier India Limited	335800O2OAFSGIW3U955	June 22, 2023	July 7, 2024

IV. **Material approvals in relation to our Projects**

List of material approvals for our Completed Projects:

i. Occupancy certificates and partial occupancy certificates.

List of material approvals for our Ongoing Projects:

i. Project Arkade Aspire

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue/Renewal	Expiry Date
1.	Registration Certificate of Project	Maharashtra Real Estate Regulatory Authority	P51800034603	April 11, 2022	December 31, 2025
2.	No Objection Certificate for Height Clearance	Airports Authority of India	JUHU/WEST/B/102221/629985	December 2, 2021	December 1, 2029

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue/Renewal	Expiry Date
3.	Hydraulic Engineer's Remark	Municipal Corporation of Greater Mumbai	HE/001527/2022/P/S/WSII	January 5, 2022	Valid until cancelled
4.	Provisional Fire No Objection Certificate	Municipal Corporation of Greater Mumbai, Mumbai Fire Brigade	P8984/2021/(465 And Other)/P/S Ward/PAHADI GOREGAON-E/CFO/1/Amend	February 9, 2022	Valid until cancelled
5.	No Objection Certificate for Cutting/Transplanting of Trees	Municipal Corporation of Greater Mumbai Tree Authority	NCPS/85/SR/P	May 13, 2022	Valid until cancelled
6.	Environment Clearance for proposed Residential-cum-Commercial Development Project for Arkade Aspire	State Level Environment Impact Assessment Authority	SIA/MH/MIS/265980/2022	August 17, 2022	Valid until cancelled
7.	Consent to Establish for Proposed Construction of Residential Project	Maharashtra Pollution Control Board	Format1.0/CC/UAN No. 0000140272/CE/2209000229	September 06, 2022	5 years or until project is commissioned, whichever is earlier
8.	Commencement Certificate	Brihanmumbai Municipal Corporation	P-8984/2021/(465 And Other)/P/S Ward/PAHADI GOREGAON-E	February 3, 2023	Revalidated till February 01, 2024

ii. Project Arkade Aura

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue/Renewal	Expiry Date
1.	Registration Certificate of Project	Maharashtra Real Estate Regulatory Authority	P51800047460	November 11, 2022	December 31, 2025
2.	Commencement Certificate	Municipal Corporation of Mumbai	P-9453/2021/(43)/H/W Ward/FP/CC/1/New	October 13, 2022	October 12, 2023

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue/Renewal	Expiry Date
3.	No Objection Certificate for Height Clearance	Airports Authority of India	JUHU/WEST/B/100621/627149	November 1, 2021	October 31, 2029
4.	Provisional Fire No Objection Certificate	Municipal Corporation of Greater Mumbai, Mumbai Fire Brigade	P-9453/2021/(43)/H/W Ward/FP-CFO/1/New.	November 30, 2021	Valid until cancelled
5.	Hydraulic Engineer's remark	Municipal Corporation of Mumbai	HE/002111/2022/H/W/WS	April 15, 2022	Valid until cancelled
6.	Environment Clearance for proposed Residential-cum-Commercial Development Project for Arkade Aura	State Level Environment Impact Assessment Authority	SIA/MH/MIS/251951/2022	June 09, 2022	Valid until cancelled
7.	Consent to Establish for Proposed Construction of Residential Project	Maharashtra Pollution Control Board	Format1.0/JD (WPC)/UAN No.0000140299/CE/2207001334	July 26, 2022	5 years or until project is commissioned whichever is earlier
8.	No Objection Certificate for Cutting/Transplanting of Trees	Municipal Corporation of Greater Mumbai Tree Authority	DYSG/Z-III/TA/171/P	August 24, 2022	Valid until cancelled

iii. Project Arkade Crown

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue/Renewal	Expiry Date
1.	Registration Certificate of Project	Maharashtra Real Estate Regulatory Authority	P51800045342	May 12, 2022	December 31, 2025
2.	Commencement Certificate	Municipal Corporation of Greater Mumbai	P-8039/2021/(1430)/R/N Ward/EKSAR (S) R/N/Other/1/New	May 18, 2023	February 23, 2024

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue/Renewal	Expiry Date
3.	No Objection Certificate for Height Clearance	Airports Authority of India	JUHU/WEST/B/100621/627152	October 28, 2021	October 27, 2029
4.	Hydraulic Engineer's Remark	Municipal Corporation of Greater Mumbai	HE/001478/2021/R/N/WSII	December 16, 2021	Valid until cancelled
5.	Consent to Establish for Proposed Construction of Residential Project	Maharashtra Pollution Control Board	Format1.0/JD (WPC)/UAN No.0000123978/CE/2201000685	January 17, 2022	5 years or until project is commissioned whichever is earlier
6.	Provisional Fire No Objection Certificate	Municipal Corporation of Greater Mumbai, Mumbai Fire Brigade	P-8039/2021/(1430)/R/N Ward/EKSAR (S) R/N/CFO/1/Amend	February 17, 2022	Valid until cancelled
7.	No Objection Certificate for Cutting/Transplanting of Trees	Municipal Corporation of Greater Mumbai Tree Authority	DYSG/TA/Z-VII/129	February 22, 2022	Valid until cancelled
8.	Environment Clearance for proposed Residential-cum-Commercial Development Project for Arkade Crown	State Level Environment Impact Assessment Authority	SIA/MH/MIS/227512/2021	March 20, 2022	Valid until cancelled

iv. Project Arkade Nest

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue/Renewal	Expiry Date
1.	Registration Certificate of Project	Maharashtra Real Estate Regulatory Authority	P51800050953	May 15, 2023	June 30, 2027
2.	Commencement Certificate	Municipal Corporation of Greater Mumbai	No P-10674/2022/(704)/T Ward/NAHUR - T/FCC/1/New	March 28, 2022	March 28, 2023

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue/Renewal	Expiry Date
3.	No Objection Certificate for Height Clearance	Airports Authority of India	SNCR/WEST/B/041822/666906	May 23, 2022	May 22, 2030
4.	Provisional Fire No Objection Certificate	Municipal Corporation of Greater Mumbai, Mumbai Fire Brigade	P-10674/2022/(704)/T Ward/NAHUR - TCFO/1/New	May 31, 2022	Valid until cancelled
5.	Hydraulic Engineer's Remark	Municipal Corporation of Greater Mumbai	HE/002601/2022/T/ES	November 4, 2022	Valid until cancelled
6.	No Objection Certificate for Cutting/Transplanting of Trees	Municipal Corporation of Greater Mumbai Tree Authority	DYSG/TA/MC/57/Z-VI	January 17, 2023	Valid until cancelled

v. Project Arkade Prime

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue/Renewal	Expiry Date
1.	Registration Certificate of Project	Maharashtra Real Estate Regulatory Authority	P51800047081	September 29, 2022	December 31, 2025
2.	Commencement Certificate	Municipal Corporation of Greater Mumbai	P-9876/2021/(778-A)/K/E Ward/MAROL/FCC/1/New	August 29, 2022	August 28, 2023
3.	No Objection Certificate for Height Clearance	Airports Authority of India	SNCR/WEST/B/010622/646658	March 04, 2022	March 03, 2030
4.	Hydraulic Engineer's Remark	Municipal Corporation of Greater Mumbai	HE/002418/2022/K/E/WS	August 10, 2022	Valid until cancelled
5.	No Objection Certificate for Cutting/Transplanting of Trees	Municipal Corporation of Greater Mumbai Tree Authority	DYSG/TA/Z-III/70/P	August 24, 2022	Valid until cancelled
6.	Provisional Fire No Objection Certificate	Municipal Corporation of Greater Mumbai,	P-9876/2021/(778-A)/K/E	March 19, 2022	Valid until cancelled

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue/Renewal	Expiry Date
		Mumbai Fire Brigade	Ward/MAROL-CFO/1/New		

Our Company also obtains Project-specific approvals based on specific parameters of the relevant Project. For instance, intimation of disapproval, Concession Report / 4C Report, Sewerage Remarks, Amended Plan Approval Letter issued by Municipal Corporation of Greater Mumbai, permission for conversion of industrial zone to residential zone issued by the Municipal Corporation of Greater Mumbai, permission for excavation issued by the Office of Additional Collector, Mumbai Suburban District, Parking of Traffic No Objection Certificate issued by a private Traffic / Parking Consultant, No Objection Certificate for releasing electric connection, wherever applicable.

V. **Applications in relation to our Ongoing Projects**

Arkade Aspire

Approvals required and applied for (including renewal applications), but not yet received

i. No Objection Certificate from assessment and Collector Department issued by Municipal Corporation of Greater Mumbai applied on April 1, 2023;

Approvals required but not yet applied for

NIL

Arkade Aura

Approvals required and applied for (including renewal applications), but not yet received

NIL

Approvals required but not yet applied for

NIL

Arkade Crown

Approvals required and applied for (including renewal applications), but not yet received

NIL

Approvals required but not yet applied for

NIL

Arkade Nest

Approvals required and applied for (including renewal applications), but not yet received

i. Environment Clearance for proposed Residential-cum-Commercial Development Project for Arkade Nest issued by State Level Environment Impact Assessment Authority;

ii. Consent to Establish for Proposed Construction of Residential Project issued by Maharashtra Pollution Control Board;

iii. Borewell No Objection Certificate issued by Brihanmumbai Municipal Corporation, Public Health Department, Insecticide Branch applied on June 16, 2023;

iv. No Objection Certificate from Assessment and Collector Department issued by Municipal Corporation of Greater Mumbai applied on ;

Approvals required but not yet applied for

NIL

Arkade Prime

Approvals required and applied for (including renewal applications), but not yet received

NIL

Approvals required but not yet applied for

NIL

VI. **Applications in relation to our Ongoing Projects**

Prachi CHSL

Approvals required and applied for (including renewal applications), but not yet received

i. Permission for cutting / transplant of exiting trees coming in the proposed redevelopment of Prachi CHSL applied on June 12, 2023.

Approvals required but not yet applied for

NIL

C Unit

Approvals required and applied for (including renewal applications), but not yet received

i. Provisional chief fire officer no objection certificate applied on August 5, 2023.

Approvals required but not yet applied for

NIL

<u>*Intellectual Property*</u>

i. Trademarks

Details of the registered trade marks possessed by our Company are as set out below:

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
1.	4138111	ARKADE	36	April 4, 2019	Registered	April 4, 2029
2.	4138112	ARKADE	37	April 4, 2019	Registered	April 4, 2029

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
3.	4138113	ARKADE The future is now	36	April 4, 2019	Registered	April 4, 2029
4.	4138114	ARKADE The future is now	37	April 4, 2019	Registered	April 4, 2029

Details of the Domain names registered in the name of our Company are as set out below:

Sr. No.	Domain Name	Status	Validity
1.	arkadeaspire.com	Active	February 22, 2025
2.	arkade-aspire.com	Active	February 22, 2025
3.	arkadeaspire.co.in	Active	February 22, 2025
4.	arkadeaspire.in	Active	February 22, 2025
5.	aspirearkade.com	Active	February 22, 2025
6.	arkadecrown.com	Active	April 26, 2026
7.	arkade-crown.com	Active	April 26, 2026
8.	arkadecrown.co.in	Active	April 26, 2026
9.	arkadecrown.in	Active	April 26, 2026
10.	arkadeaura.com	Active	August 2, 2025
11.	arkade-aura.com	Active	August 2, 2025
12.	arkade-aura.in	Active	August 2, 2025
13.	arkadeaura.in	Active	August 2, 2025
14.	arkadenest.com	Active	February 9, 2026
15.	arkade-nest.com	Active	February 9, 2026
16.	arkade-nest.in	Active	February 9, 2026
17.	arkadenest.co.in	Active	February 9, 2026
18.	arkadenest.in	Active	February 9, 2026
19.	arkadenestofficial.com	Active	February 9, 2026
20.	arkadenestofficial.in	Active	February 9, 2026
21.	nestbyarkade.com	Active	February 9, 2026
22.	nestbyarkade.in	Active	February 9, 2026
23.	arkadeprime.com	Active	July 18, 2025
24.	arkade-prime.com	Active	July 18, 2025
25.	arkade-prime.in	Active	July 18, 2025

Sr. No.	Domain Name	Status	Validity
26.	arkadeprime.in	Active	July 18, 2025
27.	arkadeserene.in	Active	July 3, 2024
28.	arkadegroup.com	Active	January 31, 2026
29.	arkade.in	Active	September 7, 2025

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorized by our Board pursuant to the resolution passed at its meeting dated August 18, 2023, and approved by our Shareholders pursuant to a special resolution passed at their meeting dated August 18, 2023.

This Draft Red Herring Prospectus has been approved by our Board pursuant to the resolution passed at its meeting dated August 31, 2023 for filing with SEBI and the Stock Exchanges for filing with SEBI and the Stock Exchanges.

In-principle Listing Approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoter, the members of our Promoter Group, our Directors and the persons in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
None of the companies with which our Promoter and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities. None of our Promoter or Directors have been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Our Company, our Promoter and our Directors have neither been declared as Wilful Defaulters nor Fraudulent Borrowers, as defined in the SEBI ICDR Regulations.

Directors associated with the Securities Market

None of our Directors are in any manner, associated with the securities market and there is no outstanding action which has been initiated by SEBI against the Directors of our Company in the 5 years preceding the date of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoter and members of our Promoter Group confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Issue

Our Company is eligible to undertake the Issue in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹ 30 million, calculated on a restated and consolidated basis, in each of the preceding 3 full years (of 12 months each), of which not more than 50% are held in monetary assets;
- Our Company has an average operating profit of at least ₹ 150 million, calculated on a restated and consolidated basis, during the preceding 3 years (of 12 months each), with operating profit in each of these preceding 3 years;
- Our Company has a net worth of at least ₹10 million in each of the preceding 3 full years (of 12 months each), calculated on a restated and consolidated basis; and
- Our Company has not changed its name in the last 1 year, other than deletion of the word "Private" from the name of our Company pursuant to conversion into a public limited company. Our Company has not undertaken any new activity pursuant to such change in name.

Our Company's operating profits, net worth, net tangible assets and monetary assets derived from the Restated Consolidated Financial Information as at, and for Fiscal 2023, Fiscal 2022, and Fiscal 2021 are set forth below:

(*in ₹ million, unless stated otherwise*)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Operating Profit[(1)]	641.93	616.53	254.78

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Net Worth[(2)]	2,002.11	1,494.95	991.41
Net Tangible Assets[(3)]	1,993.56	1,490.26	998.57
Monetary Assets[(4)]	175.71	326.88	1092.43
Monetary assets as a percentage of the net tangible assets (in %)	8.81	21.93	109.40

(1) *'Operating Profit' means the profit before finance costs, other income and tax expenses.*

(2) *'Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off as per the restated audited balance sheet but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

(3) *'Net tangible assets' means net block of Property, Plant and Equipment, capital work in progress for fixed assets (including capital advances), Current Assets, Non current assets (other than Net block of Property, Plant and Equipment, Intangible Assets and Deferred Tax) and excludes Borrowings (secured loans and unsecured loans) and current and non current liabilities and provisions.*

(4) *'Monetary assets' means cash in hand, balance with bank in current and deposit account (net of bank deposits not considered as cash and cash equivalent and Investment in Mutual Funds.*

In accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Issue shall be not less than 1,000 failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The status of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(i) None of our Company, our Promoter, the members of our Promoter Group and our Directors are debarred from accessing the capital markets by SEBI;

(ii) None of our Promoter or our Directors are associated as promoter or director of companies which are debarred from accessing the capital markets by SEBI;

(iii) None of our Company, our Promoter or our Directors have been identified as a Wilful Defaulter or a Fraudulent Borrower (as defined in the SEBI ICDR Regulations);

(iv) None of our Promoter, our Directors have been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018; and

(v) Except for options granted pursuant to the ESOP Plan, disclosed in '*Capital Structure*', there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLM, UNISTONE CAPITAL PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY

IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 31, 2023 IN ACCORDANCE WITH SEBI (MERCHANT BANKERS) REGULATIONS, 1992, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 30, 32 and 33 of the Companies Act.

Disclaimer from our Company, our Directors and the BRLM

Our Company, our Directors and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information, including our website, www.arkade.in or any website of any of the members of our Promoter Group or any affiliate of our Company, would be doing so at his or her own risk.

The BRLM accepts no responsibility, save and except, to the limited extent as provided in the Issue Agreement and the Underwriting Agreement.

All information shall be made available by our Company and the BRLM, to the Bidders and public at large and no selective or additional information would be made available for a section of investors in any manner whatsoever, including at any road show presentations, or in research or sales reports, or at Bidding Centres, or elsewhere.

The BRLM and their associates may engage in transactions with and perform services for our Company and their respective affiliates or associates, in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or our affiliates or associates for which they have received and may in future receive compensation.

Bidders will be required to confirm, and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not offer, sell, pledge or transfer the Equity Shares acquired in the Issue to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Disclaimer in respect of jurisdiction

Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only.

This Issue is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), trusts under the applicable trust laws and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares issued hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be issued, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. The delivery of this Draft Red Herring Prospectus, shall not, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Issue in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises the Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

Eligibility and Transfer Restrictions

The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act or any other applicable laws in the United States, and unless so registered, may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such issue and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by BSE to our Company post scrutiny of this Draft Red Herring Prospectus shall be included in the Red Herring Prospectus prior to filing with the RoC.

Disclaimer clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to the NSE. The disclaimer clause as intimated by NSE to our Company post scrutiny of this Draft Red Herring Prospectus shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. [●] will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being issued and sold in the Issue.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within 6 Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI.

If the permission to deal in the Equity Shares is not granted by both the Stock Exchanges, our Company will, in accordance with applicable law, forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within 6 Working Days of the Bid/Issue Closing Date. If our Company does not allot Equity Shares pursuant to the Issue within 6 Working Days from the Bid/Issue Closing

Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% p.a. for the delayed period.

Consents

Consents in writing of: (a) our Directors, our Promoter, our Company Secretary and Compliance Officer, our Chief Financial Officer, the Bankers to our Company, the legal counsel appointed for the Issue, Anarock, the BRLM, the Registrar to the Issue, the Statutory Auditors, the practising Company Secretary in their respective capacities, have been obtained and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus; (b) Monitoring Agency; the Syndicate Members, the Bankers to the Issue/Escrow Collection Bank(s)/Refund Bank(s), Sponsor Bank, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act.

Expert

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

Our Company has received written consent dated August 31, 2023 from our Statutory Auditors namely, M/s. Mittal & Associates, Chartered Accountants, holding a valid peer review certificate from ICAI to include their name as required under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditors, and in respect of their examination report, dated July 21, 2023, on our Restated Consolidated Financial Information; and the statement of special tax benefits dated August 31, 2023 included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Our Company has received written consent dated August 31, 2023 from the practicing company secretary, Kala Agarwal, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as practicing Company Secretary and in respect of the certificate dated August 31, 2023 issued by it in connection with *inter alia* certain corporate records which are untraceable and filings and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Our Company has received written consent dated August 31, 2023 Sher Singh B. Chilotra from the independent chartered engineer, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent chartered engineer and in respect of the certificate dated August 31, 2023 issued by it in connection with *inter alia* various land and project details and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Our Company has received written consent dated August 31, 2023 Kalakruti Architect & Planners from the independent architect, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent architect and in respect of the certificate dated August 31, 2023 issued by it in connection with *inter alia* certain aspects pertaining to our Ongoing Project and Upcoming Projects and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Our Company has received written consent dated August 31, 2023A R Design Studio from the independent architect, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent architect and in respect of the certificate dated August 31, 2023 issued by it in connection with certain aspects pertaining to our Upcoming Projects and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Particulars regarding public or rights issues undertaken by our Company during the last 5 years

Our Company has not undertaken any public issue or rights issue, as defined under the SEBI ICDR Regulation, during the last 5 years immediately preceding the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and listed group companies, or associate entity during the last 3 years

Other than as disclosed in '*Capital Structure*', our Company has not undertaken any capital issues during the 3 years preceding the date of this Draft Red Herring Prospectus. Further, our Company does not have any listed group companies, or associates.

Commission and brokerage paid on previous issues of Equity Shares in the last 5 years

Since this is the initial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the 5 years preceding the date of this Draft Red Herring Prospectus.

Performance *vis-à-vis* objects – Public/rights issue of our Company

Our Company has not made any public issue or rights issue as defined under the SEBI ICDR Regulations in the 5 years immediately preceding the date of this Draft Red Herring Prospectus.

Performance *vis- à-vis* objects: Public/rights issue of the listed subsidiary and listed promoters

As of the date of this Draft Red Herring Prospectus, our Company does not have a subsidiary or a corporate promoter.

Price information of past issues handled by the BRLM

A. Unistone Capital Private Limited

Price information of past issues handled by Unistone Capital Private Limited (during the current Fiscal and two Fiscals preceding the current Fiscal*):*

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Likhitha Infrastructure Limited	6,120.00	120	October 15, 2020	136.60	16.14%, [10.22%]	41.43%, [23.74%]	170.87%, [24.84%]
2.	Siddhika Coatings Limited	469.68	57	April 7, 2021	56.95	0.88%, [0.02%]	21.05%, [7.18%]	62.72%, [20.05%]
3.	Bombay Metrics Supply Chain Limited	428.54	93	October 12, 2021	103.20	28.35%, [0.62%]	59.09%, [1.22%]	329.09%, [-2.57%]
4.	Sigachi Industries Limited	12,542.85	163	November 15, 2021	603.75	150.80, [-4.90%]	96.26%, [-4.18%]	65.28%, [-12.85%]
5.	HP Adhesives Limited	12,596.33	274	December 27, 2021	334.95	42.34%, [0.14%]	38.21%, [0.39%]	31.30%, [-7.34%]
6.	Integrated Personnel Services Limited	1,274.40	59	November 11, 2022	66.50	37.63% [0.80%]	25.68% [-2.49%]	21.80% [-0.19%]
7.	All E Technologies Limited	4,377.60	90	December 21, 2022	125.00	23.72% [-0.94]	2.94% [-6.00]	17.17% [3.06%]
8.	Global Surfaces Limited	15,498	140	March 23, 2023	163.00	54.64% [3.90%]	43.32% [10.42%]	-
9.	MOS Utility Limited	4,996.54	76	April 18, 2023	90.00	39.47% [2.66%]	15.39% [11.62%]	-

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
10.	Sahana System Limited	3,273.75	135	June 12, 2023	163.00	8.22% [4.21%]	-	-
11.	Sangani Hospitals Limited	1,516.80	40	August 17, 2023	44.00	-	-	-

For details regarding the track record of the BRLM, as specified in Circular reference *CIR/MIRSD/1/2012* dated *January 10, 2012*, issued by SEBI, please see the website www.unistonecapital.com

Notes:

(a) *Source: www.nseindia.com for the price information*

(b) *Wherever 30th/90th/180th calendar day from the listing day is a holiday, the closing data of the next trading day has been considered.*

(c) *The Nifty 50 index is considered as the benchmark index.*

Summary statement of price information of past public issues handled by Unistone Capital Private Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
FY 2021-22	4	260.37	-	-	-	1	2	1	-	-	-	2	1	1
FY 2022-23	3	215.92	-	-	-	-	3	-	-	-	-	-	-	-
FY 2023 24	3#	97.87	-	-	-	-	1	1	-	-	-	-	-	-

**The information is as on the date of the document. The information for each of the financial years is based on issues listed during such financial year.*

 # MOS Utility Limited, Sahana System Limited and Sangani Hospitals Limited was listed on April 18, 2023, June 12, 2023 and August 17, 2023, respectively.

Track record of past issues handled by the Book Running Lead Manager

For details regarding the track record of the BRLM, as specified in Circular reference *CIR/MIRSD/1/2012* dated *January 10, 2012* issued by SEBI, please see the website www.unistonecapital.com

Website track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified in circular reference bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the website of the BRLM as set forth in the table below:

Sr No.	Name of the BRLM	Website
1.	Unistone Capital Private Limited	www.unistonecapital.com

Stock market data of the Equity Shares

As the Issue is an initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor Grievances

SEBI, by way of its Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), has identified the need to put in place measures, in order to manage and handle investor issues arising out of the

UPI Mechanism, *inter alia*, in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including: (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank(s) containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of 1 Working Day subsequent to the finalisation of the Basis of Allotment.
The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and, SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable).
In terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable) and subject to applicable laws, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% p.a. for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. Further, in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.
The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of 8 years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, in order to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances, other than by Anchor Investors, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than UPI Bidders bidding through the UPI mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of UPI Bidders applying through the UPI mechanism in which the amount equivalent to the Bid Amount is blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Anchor Investors shall address all grievances in relation to the Issue to the BRLM.

All grievances relating to Bids submitted with the Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Issue. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

For helpline details of the Book Running Lead Manager pursuant to the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, see '*General Information – Book Running Lead Managers*'.

Disposal of investor grievances by our Company

Our Company will obtain authentication on the SCORES and will comply with the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and any amendment thereto, in relation to redressal of investor grievances through SCORES, prior to filing the Red Herring Prospectus.

Our Company has not received any investor grievances in the last 3 Fiscals prior to the filing of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus. Our Company estimates that the average time required by our Company and/or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Sheetal Haresh Solani, as our Company Secretary and Compliance Officer and she may be contacted in case of any pre-Issue or post-Issue related issues at the following address:

Arkade House, Opp. Bhoomi Arkade,
Near Children's Academy, A S Marg,
Ashok Nagar, Kandivali (East),
Mumbai 400101,
Maharashtra, India.
Telephone: +91 (22) 28874742
E-mail: cs@arkade.in

For further information, see '*General Information - Company Secretary and Compliance Officer*'.

Further, our Board has also constituted the Stakeholders' Relationship Committee comprising of Neha Huddar as Chairperson and, Amit Mangilal Jain and Arpit Vikram Jain as members, *inter alia*, to review and redress shareholder and investor grievances. For further information, see '*Our Management – Stakeholders' Relationship Committee'*.

Disposal of investor grievances by listed Group Companies and Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company does not have any group companies or subsidiaries.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied to SEBI to seek any exemption from complying with any of the provisions of the securities laws.

SECTION VIII: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares issued, transferred and Allotted in the Issue will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Abridged Prospectus and other terms and conditions as maybe incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Issue. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating the issue of capital and listing and trading of securities, issued from time to time, by the SEBI, GoI, Stock Exchanges, the RoC, the RBI and, or, other authorities to the extent applicable or such other conditions as may be prescribed by such governmental and, or, regulatory authority while granting approval for the Issue.

The Issue

The Issue is through a fresh issue (including a Pre-IPO Placement) by our Company. The fees and expenses relating to the Issue shall be borne by our Company in the manner specified in '*Objects of the Issue - Issue Expenses*'.

Ranking of the Equity Shares

The Equity Shares being issued, transferred and Allotted in the Issue will be subject to the provisions of the Companies Act, the Memorandum of Association, the Articles of Association, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA and SCRR and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company. The Allottees upon Allotment of Equity Shares under the Issue will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see '*Description of Equity Shares and Main Provisions of the Articles of Association*'.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our equity Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared after the date of Allotment, will be payable to the Allottees, for the entire year, in accordance with applicable law. For further details, see '*Dividend Policy*' and '*Description of Equity Shares and Main Provisions of the Articles of Association*'.

Face Value, Price Band and Issue Price

The face value of each Equity Share is ₹ 10, and the Issue Price is ₹ [●] per Equity Share. At any given point of time there will be only one denomination for the Equity Shares. The Floor Price of the Equity Shares is ₹ [●] and the Cap Price of the Equity Shares is ₹ [●], being the Price Band. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size in the Issue will be decided by our Company, in consultation with the BRLM and shall be published at least 2 Working Days prior to the Bid/Issue Opening Date, advertised in all editions of the [●], an English language national daily with wide circulation, all editions of [●], a Hindi language national daily with wide circulation and [●], a Marathi language national daily with wide circulation (Marathi being the regional language of Maharashtra, where our Registered Office is located) shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid cum Application Forms available at the website of the Stock Exchanges. The Issue Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosures and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to the applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations, subject to foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, and the Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see '*Description of Equity Shares and Main Provisions of the Articles of Association'.*

Joint Holders

Subject to the provisions contained in the Articles of Association of our Company, where 2 or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, the following agreements have been signed among our Company, the respective Depositories, and the Registrar to the Issue:

- Tripartite Agreement dated August 3, 2023 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated August 2, 2023 between CDSL, our Company and Registrar to the Issue.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is 1 Equity Share. Allotment in the Issue will be only in electronic form in multiples of [●] Equity Share subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see '*Issue Procedure*'.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Mumbai, Maharashtra, India.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, and rules framed thereunder, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any 1 person in whom, in the event of the death of Sole Bidder or in case of Joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination/ cancel nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may, at any time, give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no requirement to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participants.

Bid/Issue Programme

BID/ISSUE OPENS ON	[●]*
BID/ISSUE CLOSES ON	[●]**^

** Our Company in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor Bidding Date will be 1 Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.*
*** Our Company in consultation with the BRLM, considers closing the Bid/Issue Period for QIBs 1 Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.*
^ UPI mandate end time and date shall be at 5:00 pm on Bid/ Issue Closing Date.

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/ Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated for causing such delay in unblocking in accordance with applicable law. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) in case of delays in resolving investor grievances in relation to blocking/unblocking of fund and the provisions shall also be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.*

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within 6 Working Days of the Bid/Issue Closing Date or such period as may be prescribed by SEBI, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Issue Procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Issue Period **(except the Bid/Issue Closing Date)**	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Issue Closing Date	
Submission and revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

a) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

b) Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids 1 day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Working Days.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, provide that the cap of the Price Band shall be at least 105% of the Floor Price. Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/Issue Period shall be extended for at least 3 additional Working Days after such revision, subject to the Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of 3 Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

In case our Company does not receive the (i) minimum subscription of 90% of the Issue portion through Issue Document on the date of closure of the Issue, and (ii) minimum subscription in the Issue as specified under the terms of Rule 19(2)(b) of the SCRR including through development of Underwriters, as applicable, within 60 days from the date of closure of the Issue, or if the subscription level falls below the thresholds mentioned above after the Bid/ Issue Closing Date; or on account of withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the stock exchanges for the securities so issued under the issue document, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable). If there is a delay beyond the prescribed time, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

In the event of achieving aforesaid minimum subscription, however, there is under-subscription in achieving the total Issue size, the Equity Shares will be Allotted in the following order:

a) such number of equity shares will be first Allotted by our Company such that 90% of the Issue portion is subscribed; and

b) once Equity Shares have been allotted as per (a), such number of Equity Shares will be allotted by our Company towards the balance 10% of the Issue portion.

Arrangement for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be 1 Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Issue.

Restrictions on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue capital of our Company, the Minimum Promoters' Contribution and the Anchor Investor lock-in and except as provided in the Articles of Association of our Company, there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on transmission of shares/ debentures and on their consolidation/splitting, except as provided in the Articles of Association of our Company. For details, see '*Description of Equity Shares and Main Provisions of the Articles of Association*'.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Authority for the Issue

The Issue has been authorized by our Board pursuant to the resolution passed at its meeting dated August 18, 2023, and approved by our Shareholders pursuant to a special resolution passed at their meeting dated August 18, 2023.

This Draft Red Herring Prospectus has been approved by our Board pursuant to the resolution passed at its meeting dated August 31, 2023for filing with SEBI and the Stock Exchanges.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not proceed with the entire or portion of the Issue, in whole or in part thereof, after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within 2 days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank(s) (in case of UPI Bidders using the UPI Mechanism), to unblock the bank accounts of the ASBA Bidders and the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within 1 Working

Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed. In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit reports of compliance with T+6 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% p.a., whichever is higher for the entire duration of delay exceeding 4 Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

If our Company in consultation with the BRLM withdraws the Issue after the Bid/Issue Closing Date and thereafter determine that they will proceed with public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges. Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

ISSUE STRUCTURE

Initial public offering of up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 4,300 million by our Company. The Issue is being made through the Book Building Process.

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Issue.

The Issue comprises the Net Issue of up to [●] Equity Shares and Employee Reservation Portion of up to [●]* Equity Shares aggregating up to ₹ [●] million, constituting [●]% of our post- Issue paid-up Equity Share capital. The Issue and the Net Issue shall constitute [●]% and [●]% of our post- Issue paid-up Equity Share capital, respectively.

**A discount of up to [●]% of the Issue Price (equivalent of ₹ [●] per Equity Share) to the Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least 2 Working Days prior to the Bid / Issue Opening Date.*

The Issue is being made through the Book Building Process.

Particulars	Eligible Employees#	QIBs (1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation* (2)	Not more than [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue size available for Allotment/ allocation	The Employee Reservation Portion shall constitute up to [●]% of the post-Issue Equity Share capital of our Company	Not more than 50% of the Issue shall be available for allocation to QIBs. However, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Issue or the Issue less allocation to QIBs and Retail Individual Bidders will be available for allocation, out of which: one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million. Provided that the unsubscribed portion in either of the sub-	Not less than 35% of the Issue or Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation

Particulars	Eligible Employees#	QIBs (1)	Non-Institutional Bidders	Retail Individual Bidders
			categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders	
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate# unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 0.20 million (net of Employee Discount). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of the Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of the Employee Discount).	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	The Allotment to each Non-Institutional Investor shall not be less than ₹ 0.20 million, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be Allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations.	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see '*Issue Procedure*'.
Mode of Bidding^	Only through the ASBA process (including the UPI Mechanism)	Only through the ASBA process (excluding the UPI Mechanism) except for Anchor Investors	Only through the ASBA process (including UPI Mechanism for Bids up to ₹ 0.50 million)	Only through the ASBA process (including the UPI Mechanism)
Minimum Bid	[●] Equity Shares and in multiples of [●]	Such number of Equity Shares and in multiples of [●] Equity Shares so	Such number of Equity Shares and in multiples of [●]	[●] Equity Shares

Particulars	Eligible Employees#	QIBs (1)	Non-Institutional Bidders	Retail Individual Bidders
	Equity Shares thereafter	that the Bid Amount exceeds ₹ 0.20 million	Equity Shares so that the Bid Amount exceeds ₹ 0.20 million	
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ [●] million	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the Anchor Investor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the QIB Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 0.20 million
Mode of Allotment	Compulsorily in dematerialized form	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of 1 Equity Share	A minimum of [●] Equity Shares and thereafter in multiples of 1 Equity Share		
Trading Lot	1 Equity Share	1 Equity Share		
Who can apply(3) (4)	Eligible Employees (such that the Bid Amount does not exceed ₹ 0.50 million)	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, mutual funds registered with SEBI, Eligible FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, multilateral and bilateral development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250.00 million, pension fund with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices which are recategorized as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta) applying for Equity Shares such that the Bid amount does not exceed ₹ 0.20 million in value.

Particulars	Eligible Employees#	QIBs (1)	Non-Institutional Bidders	Retail Individual Bidders
		Regulatory and Development Authority Act, 2013 in accordance with applicable law and National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies		
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(5) **In case of all other Bidders:** Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Banks through the UPI Mechanism (for UPI Bidders using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form.	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(4) **In case of all other Bidders:** Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for UPI Bidders using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form.		

**Assuming full subscription in the Issue.*

#The Employee Reservation Portion shall not exceed 5% of the post-Issue Equity Share capital of our Company. Eligible Employees Bidding in the Employee Reservation portion can Bid up to a Bid Amount of ₹ 0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 0.20 million (net of Employee Discount). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible

Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 0.20 million (net of Employee Discount) in the Employee Reservation Portion. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of under-subscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

^SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, the Stock Exchanges shall, for all categories of investors viz. QIBs, Non-Institutional and Retail Individual Investors, and also for all modes through which the applications are processed, accept the ASBA applications in the electronic book building platform only with a mandatory confirmation on the application monies blocked.

(1) Our Company in consultation with the BRLM, may allocate up to 60 % of the QIB Portion to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For further details, see 'Issue Procedure'.

(2) Subject to valid Bids being received at or above the Issue Price. The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹ 1 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see 'Terms of the Issue'.

(3) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor pay-in date as indicated in the CAN. For details of terms of payment applicable to Anchor Investors, see 'Issue Procedure'.

Note: Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

ISSUE PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes, and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

*SEBI through the Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) has introduced an alternate payment mechanism using Unified Payments Interface (**UPI**) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by UPI Bidders through intermediaries from January 1, 2019. The UPI Mechanism for UPI Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (**UPI Phase I**), until June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with Circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 for applications by UPI Bidders through Designated Intermediaries (other than SCSBs), as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (**UPI Phase II**). Subsequently, however, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID19 pandemic, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) has decided to continue with the UPI Phase II till further notice. Thereafter, Thereafter, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (**UPI Phase III**). The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any further circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This Circular is applicable for initial public offers opening on or after May 1, 2021 except as amended pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and the provisions of this Circular, are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable *law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.*

Book Building Procedure

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) 1/3rd of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) 2/3rd of such portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Furthermore, up to [●] Equity Shares, aggregating up to ₹ [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price, if any.

Our Company, in consultation with the BRLM, may consider a Pre-IPO Placement aggregating up to ₹ 200.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLM. If the Pre-IPO Placement is completed, the Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Issue.

Under-subscription, if any, in any category including Employee Reservation Portion, except in the QIB Portion would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange subject to applicable laws. Under-subscription, if any, in the QIB Portion, will not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of under-subscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by UPI Bidders through intermediaries with the objective to reduce the time duration from public issue closure to listing from 6 Working Days to up to 3 Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in 3 phases in the following manner:

1. **Phase I**: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of 5 main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RII also had the option to submit the ASBA Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be 6 Working Days.

2. **Phase II**: This phase has become applicable from July 1, 2019 SEBI through its Circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Further, SEBI through its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable)) decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the physical ASBA Form by an RII through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be 6 Working Days during this phase.

3. **Phase III**: Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (**T+3 Circular**).

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than 1 Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the applicable law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Issue, BRLM will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The Issue will be made under UPI Phase II of the UPI Circulars, unless UPI Phase III of the UPI Circulars become effective and applicable on or prior to the Bid/Issue Opening Date. If the Issue is made under UPI Phase III of the UPI Circulars, the same will be advertised in all editions of the [●], an English language national daily with wide circulation, all editions of [●], a Hindi national daily newspaper and [●] editions of [●] a Marathi language national daily with wide circulation (Marathi also being the regional language of Maharashtra, where our Registered Office is located), on or prior to the Bid/Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least 1 day prior to the Bid/Issue Opening Date.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Issue. UPI Bidders shall Bid in the Issue through the UPI Mechanism. Anchor Investors are not permitted to participate in this Issue through the ASBA process.

All ASBA Bidders must provide either (i) bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner as follows: (i) UPI Bidders Bidding using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers; (ii) RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers; and (iii) QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLM.

ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The Circular shall be applicable for all categories of investors viz. QIBs, Non-Institutional Investors and Retain Individual Investors, and also for all modes through which the applications are processed.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]
Eligible Employees Bidding in the Employee Reservation Portion	[●]

** Excluding electronic Bid cum Application Forms*
Notes:
(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).
(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLM.

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offer and sales occur.

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

Subsequently, for ASBA Forms (other than UPI Bidders using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate a request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Banker(s) to the Issue shall provide the audit trail to the BRLM for analysing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on a daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

In accordance with BSE Circular no: 20220803-40 and NSE Circular no: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5.00 p.m. on the Bid/Issue Closing Date (**Cut-Off Time**). Accordingly, UPI Bidders Bidding using the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated may 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process.

ELECTRONIC REGISTRATION OF BIDS

1. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

2. On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as will be disclosed in the Red Herring Prospectus.

3. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

Participation by our Promoter, the members of our Promoter Group, the BRLM, associates and affiliates of the BRLM and the Syndicate Members and the persons related to our Promoter, the members of our Promoter Group, BRLM and the Syndicate Members

The BRLM and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may purchase Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except for Mutual Funds, AIFs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLM or pension funds sponsored by entities which are associates of the BRLM sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associates of the BRLM, neither the BRLM nor its respective associates can apply in the Issue under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an 'associate of the Lead Manager' if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Further, our Promoter and the members of our Promoter Group shall not participate by applying for Equity Shares in the Issue, except in accordance with the applicable law. Furthermore, persons related to our Promoter and the members of our Promoter Group shall not apply in the Issue under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with our Promoter or any of the members of our Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to our Promoter or the members of our Promoter Group of our Company.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations and in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM;

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100.00 million;

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds;

4. Bidding for Anchor Investors will open 1 Working Day before the Bid/Issue Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.

5. Our Company in consultation with the BRLM, may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

   a. maximum of 2 Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million;

   b. minimum of 2 and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and

   c. in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of 5 such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹2,500.00 million, subject to minimum Allotment of ₹ 50.00 million per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall still be the Anchor Investor Issue Price.

9. 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 90 days from the date of Allotment.

10. Neither the BRLM or any associate of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs, other than individuals, corporate bodies or family offices which are associates of the BRLM or pension funds sponsored by entities which are associates of the BRLM sponsored by the entities which are associate of the BRLM) nor any 'person related to our Promoter or the members of our Promoter Group' shall apply in the Issue under the Anchor Investor Portion.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company in consultation with BRLM reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds, exchange traded fund sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders bidding through the UPI Mechanism) to block their Non-Resident External Accounts (**NRE Account**), or Foreign Currency Non-Resident Accounts (**FCNR Account**), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders bidding through the UPI Mechanism) to block their Non-Resident Ordinary (**NRO**) accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Regulations.

Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/NRO accounts. Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

For details of restrictions on investment by NRIs, see '*Restrictions on Foreign Ownership of Indian Securities*'.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: 'Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta'. Bids by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

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 or an investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post-Issue Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be reclassified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with BRLM, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

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 is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

1. such offshore derivative instruments are issued only by persons registered as Category I FPIs;

2. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;

3. such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and

4. such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (1) to (4)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi-investment manager (MIM Structure) structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned 7 structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

For details of investment by FPIs, see '*Restrictions on Foreign Ownership of Indian Securities*'. Participation of FPIs in the Issue shall be subject to the FEMA Rules.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations, *inter alia* prescribe the investment restrictions on FVCIs registered with SEBI.

The holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. Further, FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings. Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. However, large value funds for accredited investors of Category I AIFs and Category II AIFs may invest up to 50% of the investible funds in an investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company. Participation of VCFs, AIFs or FVCIs in the Issue shall be subject to the FEMA Rules, amended from time to time.

All Non-Resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLM, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking Companies should not exceed the investment limits prescribed for them under the applicable laws.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLM, reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under Regulation 9 of IRDA Investment Regulations, and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company in consultation with BRLM, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250.00 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250.00, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with BRLM reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLM, may deem fit.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserve the right to reject any Bid, without assigning any reason therefor.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 0.50 million (net of the Employee Discount). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 0.20 million (net of Employee Discount). For further details in relation to the Allotment in the Employee Reservation Portion, see '*Issue Structure*'.

However, in the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million (net of Employee Discount). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 0.20 million (net of Employee Discount) in the Employee Reservation Portion. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of under-subscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids in the Employee Reservation Portion shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form.

- Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Issue under the Employee Reservation Portion.

- In case of joint bids, the sole/ First Bidder shall be the Eligible Employee.
- Bids by Eligible Employees may be made at Cut-off Price.
- Only those Bids, which are received at or above the Issue Price (net of the Employee Discount), would be considered for allocation under this portion.
- The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 0.50 million (net of the Employee Discount).
- If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand. If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see '*Issue Structure*'.
- Bids by Eligible Employees in the Employee Reservation Portion and in the Net Issue portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Issue.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of 3 Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the Acknowledgment Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and, or, the BRLM is cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of the [●], an English language national daily with wide circulation, all editions of [●], a Hindi language national daily with wide circulation, [●], a Marathi language national daily with wide circulation (Marathi being the regional language of Maharashtra where our Registered Office is located). Our Company shall, in the pre-Issue advertisement state the Bid/Issue Opening Date, the Bid/Issue Closing Date and the QIB Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of R of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company, intends to enter into an Underwriting Agreement with the Underwriters, after the determination of the Issue Price, but prior to the filing of the Prospectus. After signing the Underwriting Agreement, our Company will file the Red Herring Prospectus or the Prospectus with the RoC, as the case maybe.

The Prospectus would have details of the Issue Price, Anchor Investor Issue Price, Issue Size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise or withdraw their Bid(s) until the Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;
5. UPI Bidders bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate members, Registered Brokers, RTA or CDP;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Issue;
8. If the first Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all Bidders other than UPI Bidders bidding using the UPI Mechanism);
9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
10. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
12. UPI Bidders in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;

13. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the link available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time;

14. UPI Bidders who wish to Bid using the UPI Mechanism should submit their Bids with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the Bid Amount in the UPI Bidder's ASBA Account;

15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

16. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. of the Working Day immediately after the Bid/Issue Closing Date;

17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in 'active status'; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

19. Bidders should ensure that their PAN is linked with their Aadhaar and that they are in compliance with the notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the subsequent press releases, including press release dated June 25, 2021;

20. Ensure that the Demographic Details are updated, true and correct in all respects;

21. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

22. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

23. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

25. In case of ASBA Bidders (other than 3-in-1 Bids), the Syndicate Members shall ensure that they do not upload any bids above ₹ 0.5 million;

26. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

28. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form; and

29. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

<u>Don'ts:</u>

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹ 0.2 million (for Bids by Retail Individual Bidders);

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account;

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

9. If you are a UPI Bidder using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

10. Anchor Investors should not Bid through the ASBA process;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not submit the General Index Register (GIR) number instead of the PAN;

14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

20. Do not Bid for more Equity Shares than what is specified by respective Stock Exchange for each category;

21. If you are a QIB, do not submit your Bid after 5 p.m. on the QIB Bid/Issue Closing Date;

22. Do not submit your Bid after 5.00 pm on the Bid/Issue Closing Date;

23. In case of ASBA Bidders (other than 3-in-1 Bids), the Syndicate Members shall ensure that they do not upload any bids above ₹ 0.5 million;

24. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidder may revise or withdraw their Bids on or before the Bid/Issue Closing Date;

26. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If you are a UPI Bidder using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;

27. If you are a UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;

28. Do not Bid if you are an OCB;

29. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website are liable to be rejected;

30. Do not submit the Bid cum Application Forms to any non-SCSB bank;

31. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidders using the UPI Mechanism).

For helpline details of the Book Running Lead Manager pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see '*General Information - Book Running Lead Manager*'.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the UPI Bidders by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI Circular no. CIR/MRD/DP/22/2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals; and

13. Bids accompanied by stock invest, money order, postal order or cash.

In case of any pre-Issue or post Issue related issues regarding demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Secretary and Compliance Officer and the Registrar, see '*General Information*'.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated in accordance with the applicable law. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

Names of entities responsible for finalising the Basis of Allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Issue through the issue document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the net issue to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

The allotment to each Non-Institutional Investors shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Non-Institutional Investors with an application size of more than ₹ 0.20 million and up to ₹ 1 million, and (ii) two-third of the portion available to Non- Institutional Bidders shall be reserved for Non-Institutional Investors with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors.

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the BRLM, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, or NEFT) to the Escrow Account(s). The payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

i. In case of resident Anchor Investors: '[●]'

ii. In case of Non-Resident Anchor Investors: '[●]'

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Banker(s) to the Issue and the Registrar to the Issue to facilitate collections from Anchor Investors.

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated August 3, 2023, among NSDL, our Company and the Registrar to the Issue.

- Tripartite Agreement dated August 2, 2023, among CDSL, our Company and Registrar to the Issue.

Undertakings by our Company

Our Company undertakes the following:

1. That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

2. That all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within 6 Working Days of the Bid/Issue Closing Date or such other time as may be prescribed;

3. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

5. That if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within 2 days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

6. That if our Company in consultation with the BRLM, withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter;

7. Promoter's contribution, if any, shall be brought in advance before the Bid/Issue Opening Date;

8. That adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

9. That except for Pre-IPO Placement which our Company may undertake in consultation with the BRLM no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc; and

10. That if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period.

Utilisation of Net Proceeds

Our Board confirms that all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act and the details of all monies utilised out of the Issue shall be disclosed, and continued to be disclosed till the time any part of the Issue proceeds reman unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised. Details of all monies unutilised, shall be disclosed under an appropriate head in the balance sheet of our Company indicating the from in which such unutilised monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act which is reproduced below:

'Any person who –

(i) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(ii) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(iii) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.'

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹ 1.00 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than 6 months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to 3 times such amount (provided that where the fraud involves public interest, such term shall not be less than 3 years.) Further, where the fraud involves an amount less than ₹ 1.00 million or 1% the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to 5 years or with fine which may extend to ₹ 5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 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. The concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (**FDI**) through press notes and press releases.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (**Consolidated FDI Policy**), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

As per the Consolidated FDI Policy, FDI in companies engaged in construction development projects (including development of townships, construction of residential/commercial premises, roads or bridges, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure, townships), which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route subject to the following conditions:

- Each phase of the construction development project would be considered as a separate project;

- The investor will be permitted to exit on completion of the project or after development of trunk infrastructure i.e. roads, water supply, street lighting, drainage and sewerage. However, a foreign investor will be permitted to exit and repatriate foreign investment before the completion of project under automatic route, provided that a lock-in-period of 3 years, calculated with reference to each tranche of foreign investment has been completed. Further, transfer of stake from one non-resident to another non-resident, without repatriation of investment will neither be subject to any lock-in period nor to any government approval;

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

- The Indian investee company will be permitted to sell only developed plots i.e. plots where trunk infrastructure i.e. roads, water supply, street lighting, drainage and sewerage, have been made available;

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

- The State Government or Municipal or Local Body concerned, which approves the building or development plans will monitor compliance of the above conditions by the developer;

Condition of lock-in period mentioned above will not apply to Hotels and Tourist Resorts, Hospitals, Special Economic Zones (SEZs), Educational Institutions, Old Age Homes and investment by NRIs. In addition, 100% FDI under automatic route is permitted in completed projects for operation and management of townships, malls/ shopping complexes and business centres. Consequent to such foreign investment, transfer of ownership and/or control of the investee company from residents to non-residents is also permitted. However, there would be a lock-in-period of 3 years, calculated with reference to each tranche of FDI, and transfer of immovable property or part thereof is not permitted during this period. Completion of the project will be determined as per the local bye-laws or rules and other regulations of State Governments.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, Government of India notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of, and in accordance with the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non- debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 which came into effect on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For details, see '*Issue Procedure*' . Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Issue Period.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see '*Issue Procedure – Bids by Eligible NRIs*' and '*Issue Procedure - Bids by FPIs*'.

The above information is given for the benefit of the Bidders. Our Company, our Promoter, our Directors and the BRLM are not liable for any amendments, modification, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for which do not exceed the applicable limits under laws and regulations.

SECTION IX: DESCRIPTION OF EQUITY SHARES AND MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Table F to apply

1. The Regulations contained in Table 'F' in the first Schedule of the Companies Act, 2013 shall apply to this Company to the extent to which they are not modified, varied amended or altered by these Articles.

INTERPRETATION CLAUSE

"The Company" or "This Company"

2. In the interpretation of these Articles, unless repugnant to the subject or context, "The Company" or "This Company" means **ARKADE DEVELOPERS LIMITED**.

"Act"

"Act" means the Companies Act, 2013 (including the relevant rules framed thereunder) or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

"Annual General Meeting"

"Annual General Meeting" means a meeting of the Members, held in accordance with the provisions of Section 96 of the Act.

"Applicable Laws"

"Applicable Laws", means all applicable statutes, laws, ordinances, rules and regulations, judgments, notifications circulars, orders, decrees, bye-laws, guidelines, or any decision, or determination, or any interpretation, policy or administration, having the force of law, including but not limited to, any authorization by any authority, in each case as in effect from time to time.

"Articles of Association" or "Articles"

"Articles of Association" or "Articles" mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.

"Auditors"

"Auditors" means and includes those persons appointed as suchfor the time being of the Company.

"Board"

"Board" means a meeting of the Directors duly called andconstituted or, as the case may be, the Directors assembled at a Board or the Directors of the Company collectively.

"Capital"

"Capital" means the share capital for the time being raised orauthorised to be raised for the purpose of the Company.

"Company"

"Company" means Arkade Developers Limited.

"**Consummation of the IPO**" means the date of receipt of final listing and trading approvals from the Exchanges for commencement of trading of the Equity Shares of the Company pursuant to the IPO.

"Depository"

"Depository" means a depository, as defined in clause € of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"Director"

"Director" shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of these Articles.

"Dividend"

"Dividend" includes bonus.

"Extraordinary General Meeting"

"Extraordinary General Meeting" means an Extraordinary General Meeting of members duly called and constituted or any adjourned holding thereof.

"Member"

"Member" means a registered holder, from time to time, of a share in the Company and includes the subscribers of the Memorandum of the Company.

"General Meeting"

"General Meeting" means a meeting of the Member.

Gender"

Words, importing the masculine gender also include the femininegender.

"In writing" and "Written"

"In writing" and "Written" includes printing, lithography and other modes or representing or reproducing words in a visible form

"***Exchange***"

"*Exchange*" shall mean BSE Limited and the National Stock Exchange of India Limited.

"Month"

"Month" means a calendar month.

"Marginal Notes" and catch lines"

The Marginal notes and catch Lines hereto shall not affect the construction hereof. Save as aforesaid, any words or expression defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles as in the Act.

"Office"

"Office" means the Registered Office for the time being of theCompany.

"Paid-up"

"Paid-up" means includes credited as paid-up

"Persons"

Words importing persons include corporations and firms as wellas individuals.

"Register of Members"

"The Register of Members" means the Register of the Membersto be kept pursuant to the Act.

"The Registrar"

"The Register" means the Registrar of the Companies.

"Seal"

"Seal" means the Common seal for the time being of theCompany.

"Share"

"Share" means share in the capital of the Company and include stock except where a distinction between stock and share is expressed or implied.

"Secretary"

"Secretary" includes a temporary or Assistant Secretary or any person or persons appointed by the Board to perform any of the duties of secretary.

"Special Resolution" "Ordinary Resolution"

"Special Resolution and Ordinary Resolution" shall have meaning, respectively, assigned thereto by the Act.

"Singulars number"

Words importing the singular number include where the context admits or requires, the plural number and vice-versa.

"SEBI"

"SEBI" means Securities Exchange Board of India established under Securities Exchange Board of India Act, 1992.

"SEBI Listing Regulations"

"SEBI Listing Regulations" means the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended

Reference in these Articles to any provision of the Act shall, where the context so admits, be construed as a reference by any statute for the time being in force.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or Rules, or any statutory modification thereof.

"Year and "Financial Year"

"Year" means the Calendar year and "Financial Year" shall have the meaning assigned thereto by the Act.

Except where the context requires otherwise, these Articles will be interpreted as follows:

(a) headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles.

(b) where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;

(c) words importing the singular shall include the plural and vice versa;

(d) all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders;

(e) the expressions "hereof", "herein" and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;

(f) the *ejusdem generis* (of the same kind) rule will not apply to the interpretation of these Articles. Accordingly, ***include*** and ***including*** will be read without limitation;

(g) any reference to a ***person*** includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits, include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns;

(h) a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;

(i) references made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified.

(j) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time:

   (i) that statute or statutory provision as from time to time consolidated, modified, re- enacted or replaced by any other statute or statutory provision; and
   (ii) any subordinate legislation or regulation made under the relevant statute or statutory provision;

(k) references to writing include any mode of reproducing words in a legible and non-transitory form; and

(l) references to ***Rupees, Rs., Re., INR, ₹*** are references to the lawful currency of India.

ARTICLES TO BE CONTEMPORARY IN NATURE

The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.

SHARE CAPITAL, ALTERATION AND VARIATION OF RIGHTS

Authorized share capital

3. The Authorized Share Capital of the Company shall be such amount be divided into such shares as may from time to time, be provided in Clause V of by the Memorandum of Association of the Company. The Company shall, subject to the Applicable Laws, have the power to increase or reduce, consolidate or sub divide the capital for the time being into several classes and to attach thereto respectively such preferential, or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the regulations of the Company and consolidate or sub-divide the share and issue shares of higher or lower denomination.

Shares under control of Board

4. Subject to the provisions of the Act and these Articles, the shares for the time being shall be under the control of the Board, which may issue, allot or otherwise dispose of the shares or any of them to such persons, in such proportion, on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with the section 53 of the Act), at such time as it may from time to time deem fit, and with the sanction of the Company in a General Meeting, to give to any person or persons the option or right to call for any shares, either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot shares on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any shares so allotted may be issued as fully paid-up shares and if so issued, shall be deemed to be fully paid-up shares. Notwithstanding the foregoing, the option or right to call for shares shall not be given to any person or persons without the sanction of the Company in a General Meeting.

Board may allot shares otherwise than for cash

5. Subject to the provisions of the Act, these Articles and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, the Board may issue, allot or otherwise dispose shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be, provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

Kinds of share capital

6. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the rules thereunder and other Applicable Laws:

(a) Equity share capital:

   (i) with voting rights; and / or

   (ii) with differential rights as to dividend, voting or otherwise in accordance with the rules thereunder; and

(b) Preference share capital.

Alteration of share capital by the Company

7. The Company in General Meeting may by ordinary resolutionfrom time to time, increase the capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

8. Subject to the provisions of Section 61 of the Act, the Company may, by ordinary resolution -

a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Rights of stockholders

9. Where shares are converted into stock,-

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

New share capital same as existing share capital

10. Except, so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing share capital, and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

Reduction of Capital

11. The Company may from time to time, by Special Resolution reduce,in any manner for the time being authorised by law and subject to, any incident authorised and consent required by law,

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Subject to section 55 and other provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

Further issue of capital

12. The Board or the Company, as the case may be, may, in accordance with the Act and the rules thereunder, issue further shares to –

(a) persons who, at the date of offer, are holders of equity shares of the Company in proportion as near as circumstances admit, to the share capital paid up on those shares by sending a letter of offer on the following conditions;

i. the aforesaid offer shall be made by a notice specifying the number of shares offered and limiting a time prescribed under the Act from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

ii. the aforesaid offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice mentioned in sub-Article (i), above shall contain a statement of this right; and after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company; or

(b) employees under any scheme of employees' stock option, subject to a special resolution passed by the Company and subject to the conditions as specified under the Act and Rules thereunder; or

(c) any persons, if it is authorized by a special resolution passed by the Company in a general meeting, whether or not those persons include the persons referred to in clause (a) or clause (b) above, either for cash or for consideration other than cash, subject to applicable provisions of the Act and Rules thereunder.

The notice referred to in sub-clause (i) of sub-Article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing members at least 3 (three) days before the opening of the issue.

The provisions contained in this Article shall be subject to the provisions of section 42 and section 62 of the Act, the rules thereunder and other applicable provisions of the Act.

Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares in the Company.

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debenture or the raising of loan by a special resolution passed by the Company in General Meeting.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules thereunder.

Consideration for allotment

13. Subject to the provisions of the Act, and these Articles, the Board may allot and issue shares in the capital of the Company as payment, in full or part, of any property purchased by the Company or in respect of goods transferred or for services rendered to the Companyin the conduct of its business and any share which may be so issued shall be deemed to be fully paid-up shares. However, the aforesaid shall be subject to the approval of Members under the relevant provisions of the Act and rules thereunder.

Allotment on application to be acceptance of shares

14. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purpose of these Articles be a Member.

Money due on shares to be debt payable immediately

15. The money (if any) which the Board shall on the allotment of any shares being mode by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by the shall immediately on the inscription of the name allottee in the Register of Members as the holder of such shares, become a debt due to and recoverable by the Company from the allottee and shall be paid by him accordingly.

Liability of Members

16. Every Members or his heirs, executors or administrators, shall pay of the Company the portion of the capital represented by his share orshares which may, for the time being remain unpaid thereon, in such amount, at such time or times, and in such manner, as the Board shall,from time to time, in accordance with the

Company’s regulations requireor fix for payment thereof.

Instrument on the shares to be duly paid

17. If by conditions of allotment of any shares the whole or part of the amount or issue price thereof shall be payable by instalments, every such installment shall when due, be paid to the Company by the person who for the time and from time to time shall be the registered holder of the share or his legal personal representative.

Shares may be issued subject to conditions as to call

18. The Company may make arrangements as to the issue of share with a difference between the holders of such shares in the amount of callsto paid and the time of payment of such calls.

The first named joint- holders deemed sole holders

19. If any share stands in the name of two or more persons the person first named on the Register of Members shall as regards receipt of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meeting and the transfer of the shares be deemed the sole holder thereof, but the joint holders of share shall be severally as well as jointly liable for the payment instalments and calls due in respect of such shares and for all incidents according to the Company’s regulations.

Company not bound to recognise any interest in share other thenthat of registered holders

20. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

Share Certificates

21. Unless the shares have been issued in dematerialized form, every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,

a) one or more certificates in marketable lots for all his shares of each class or denomination registered in his name without payment of any charges;

b) several certificates, each for one or more of his shares, upon payment of Rupees Twenty for each certificate or such charges as may be fixed by the Board for each certificate after the first

22. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

23. Every certificate shall specify the shares to which it relates, distinctive numbers of shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Board may prescribe and approve.

Option to receive share certificate or hold shares with depository

24. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time, or any statutory modification thereto or re-enactment thereof. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

25. The Company shall also maintain a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialized form in any medium as may be permitted by law including in any form of electronic medium.

Issue of new certificate in place of one defaced, lost or destroyed

26. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof

shall be given. Every certificate under this Article shall be issued on payment of such fee for each certificate, as may be fixed by the Board. The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014. Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable thereof in this behalf.

27. The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

28. Subject to the applicable provisions of the Act and other Applicable Laws, any debentures, debenture-stock or other securities may be issued at a premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at a General Meeting, appointment of nominee directors, etc. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in a General Meeting by special resolution.

Joint holders

29. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefit of survivorship, subject to the following provisions:

(a) The person whose name stands first on the register in respect of such shares shall alone be entitled to delivery of certificate thereof.

(b) Any one of such persons may give effectual receipts for any dividend, bonus or return of capital payable in respect of such share and such joint holders shall be severally, as well as jointly liable for payment of all installments and calls due in respect of such share/shares.

(c) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrators, of a deceased member in whose names anyshare stands shall be for the purpose of this Article be deemed joint holders thereof;

(d) On death of any one or more of such joint holders, the survivors shall be the only persons, recognised by the Company as having any title to or interest in such share, but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be takento release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

(e) The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.

Power to pay commission in connection with securities issued

The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the rules thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in the rules. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

30. Subject to Applicable Laws, the Company may pay a reasonable and lawful sum as brokerage.

Variation of Members' rights

31. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

32. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.

CALLS ON SHARES

Board may make calls

33. The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

Notice of calls

34. Clear fourteen days notice at least of any call shall be given by theCompany specifying the time and place of payments and the person or persons to whom such call shall be made.

Calls to date from resolution

35. A call shall be deemed to have been made at time when the resolution authorising such call was passed at the meeting of the Board and may be required to be paid by instalments.

Liability of joint holders

36. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Call may be revoked

37. A call may be revoked or postponed at the discretion of the Board.

Board may extend time

38. The Board may from time to time at its discretion extend the time fixed for the payment of any call and may extend such time as to all or anyof the Members who for residence or other cause, the Board may deem fairly entitled to such extension, but no member shall be entitled to such extinction save as a matter of grace and favors.

Calls to carry interest

39. If a Members fail to pay any call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid then such Member shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board, but nothing in this article shall render it obligatory for the Board to demand or recovery any interest from any such members. The Board shall be at liberty to waive payment of any such interest wholly or in part.

Sum deemed to be calls

40. Any sum, which by the terms of issue of a share become payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purpose of these Article be deemed to be a call duly made and payable on the date on which by the terms of issue the same become payable and in case of non-payment all relevant provisions of these Articles as to payment of interest and expense, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. Proof of trial suit for money due on share

41. On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it hall be sufficient to prove that the name of the Member in respect of whoseshares the money is sought to be recovered appears entered on the Registerof Members as the holders at or subsequent to the date at which sought to be recovered, and is alleged to have become due on the shares in respectof which such money is sought to be recovered that the resolution making the call is duly recorded in the Minute Book; and that notice of such call duly given to the Member or his representatives issued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call non that a Quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made duly convened or constituted nor any other matters whatsoever but the proof of the matters aforesaid shall be conclusive of the debt.

Payment in anticipation of calls may carry interest

42. (a) The Board may, if it thinks fit, agree to and receive from any Member willing to advance the same, all or any part of the amounts of the shares beyond the sums actually called up and upon the moneys so paid in advance or upon so much thereof, from time to time and at any time thereafter as excess amount of calls then made upon and due in respect of the shares on account of which such advances are made, the Board may pay or allow interest at such rate as the Members paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Members three months notice in writing.

(b) No Members paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

43. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

LIEN

Company's lien on shares/Debentures

44. Subject to the provisions hereinafter contained, the Company shall have a first and paramount line upon (a) every share/debenture (not being a fully paid share/ debenture) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) all the shares registered in the name of each Members (whether solely or jointly with other) for all monies presently payable by him or his estate to the Company. Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. Provided further that Company's lien, if any, on such partly paid shares /debenture, shall be restricted to money called or payable at a fixed price in respect of such shares. The Company's lien, if any, on a share /debenture shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company. Unless otherwise agreed, the registration of a transfer of shares shall operate as waiver of the Company's lien, if any, on such shares.As to enforcing lien by sale

45. For the purpose of enforcing such lien the Board may sell theshares subject thereto in such manner as they shall think fit and for the purpose may cause to be issued duplicate certificate in respect of such shares and may authorised one of their Members to execute a transfer thereof on behalf of and in the name of such Member. Provided that no sale shall be made—

a) unless a sum in respect of which the lien exists is presently payable; or

b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

46. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

47. The proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect ofwhich the line exist as is presently payable and residue, if any shall(subject to a like line for sum not presently payable as existed upon the shares before the sale) be paid to the person entitled to the share at the dateof the sale.

48. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

FORFEITURE AND SURRENDER OF SHARES

If money payable of share not paid, notice to be given to them

49. If any Member fails to pay call or instalment of a call on orbefore the day appointed for the payment of the same or any such extension thereof, the Board may at any time thereafter during such times as any part of the call or instalment remains unpaid, serve notice to him requiring him to pay the same together witch any interest that may have accrued and expenses that may have been incurred by the Company by reason of such non-payment.

Form of Notice

50. The notice shall name a day (not being less than fourteen days from the date of service of the Notice) on or before which the payment required by the notice is to be made and a place or places on and at which suchcall or instalment and such interest and expenses aforesaid are to be paid. The notice shall also state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

In default of payment shares to be forfeited

51. If the payment requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may at any time thereafter before payment of all calls or instalment,

interest and expenses due in respect thereof be forfeited by a resolution of the Board to that effect.

Notice of forfeiture to a Member

52. When any share shall have been so forfeited, notice of the forfeiture shall be given to then Member, in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date hereof shall forthwith be made in the Register of Members.

Forfeited shares to be property of the Company and may be sold etc.

53. Any share so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the original holder thereof or to any other person upon such terms and conditions, restrictions and guarantees and in such manner as the Board shall think fit. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

Partial payment not to preclude forfeiture

54. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company inrespect of his shares either by way or principal or interest nor any indulgence granted by the company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforcea forfeiture of such shares as hereinafter provided.

55. Validity of sale Upon any sale after a forfeiture or for enforcing a lien in purportedexercise of the powers herein-above given, the Board may appoint some person to execute an instrument of transfer of the shares sold and may cause the purchaser's name to be entered in the Register of Members in respect of the share sold and the purchasers shall not be bound to see the regularity of the proceedings or to the application of the purchase moneys and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by anyperson and the remedy of any person aggrieved by the sale shall be in damages only against the Company exclusively.

Cancellation of share certificate in respect of forfeited shares

56. Upon any sale, reallotment or other disposal under the provisions of the preceding Articles the certificates or certificate originally issued in respect of the relative shares shall (unless the same shall on demand by theCompany have been previously surrendered to it by the defaulting Member) stand cancelled and become null and of no effect and the Director shall be entitled to cause to be issued a duplicate certificate inline hereof to the purchase

Title of purchaser allottee of forfeited shares

57. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the personto whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see the application of consideration, if any, nor shall his title to the share be forfeited by any irregularity or invalidity in the proceeding in reference to the forfeiture, sale, re-allotment or other disposal of the share. The transferee shall thereupon be registered as the holder of the share; and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

The application of forfeiture provisions

58. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the term of issue of a share becomes payable at a fixed time, whether on account of amount, of the share or by way of premium as if the same had been payable by virtue of acall duly made and notified.

Surrender of shares

59. The Board may, subject to the provisions of the Act, accept a surrender of any share from any member desirous of desirous of surrendering on such terms as they think fit.

60. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSFER AND TRANSMISSION OF SHARES

Register of transfer and an instrument of transfer to be executed by transferor and transferee

61. The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer and the

instrument of transfer of any share in the Company shall be in writing which shall be duly executed by or on behalf of both the transferor and transferee and all provisions of section 56 of the Act, as applicable and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Transfer of shares when suspended

62. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.

Notice of refusal to register transfer

63. Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Applicable Laws for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or any other Applicable Laws to register the transfer of, or the transmission by operation of Applicable Laws of the right to, any shares or interest of a member in or debentures of the Company. The Company shall within one (1) month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, or such other period as may be prescribed, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that, subject to provisions of Article 68 above, the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. Transfer of shares/debentures in whatever lot shall not be refused.

64. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

Death of one or more joint-holders of shares

65. In the case of the death of any one or more the persons named in the Register of Members as the joint-holders of any shares, the survivor or survivors shall be the only persons recognized by the Company as having any title to or interest in such share but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person. Nothing contained hereinabove shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

Title to shares of deceased Member

66. The executors of administrators or holders of a succession certificate or the legal representatives of a deceased Member (not being one of two or more jointly-holders)shall be the only person recognise by Company as having any title to the shares registered in the name of such Member, and the Company shall not be bound to recognise such executors or administrators or legal representatives unless they shall have first obtained probate or letters of administration or successioncertificate, as the case may be, from a duly constituted court in the Union of India provided that in any case where the Board may dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnify or other wise as the Board in its absolute discretion may think necessary under Article 65 register the name of any person who claims to be absolutely entitled to the share standing in the name of a deceased Member, as Member.

Registration of persons entitled to share otherwise than transfer(the Transmission Article)

67. Any person becoming entitled to a share in consequence of the death or insolvency of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent Member could have made. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent Member had transferred the share before his death or insolvency.

Transfer to be presented with evidence of title

68. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by the certificate of the shares to be transferred and such evidence as the Board may require to prove that title of the transferor, his rights to transfer the same share and generally under and subject to such conditions and regulations as the Board shall from time to time prescribe and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order the Board.

Restrictions on transfer of shares

69. All the limitations, restrictions and conditions contained in these Articles relating to the right to transfer and the registration of transfer of shares shall be applicable in case of transfer of shares on a member's death, lunacy, bankruptcy, insolvency, liquidation, marriage, or the happening of a like event resulting in transmission of shares as if such an event had not occurred and the transfer is signed by the Member himself.

70. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.

71. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

Company not liable for disregard of a notice prohibiting registration of transfer

72. The Company shall incur no liability or responsibility whatever inconsequence of its registering or giving effect to a transfer of shares made or purporting to be made by the apparent legal owner thereof (as shown or appearing in the Register of members) to the prejudice of person having orclaiming any equitable right, title or interest to or in the said shares not withstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of theCompany and the Company shall not be bound or required to regard attend or give or effect to any notice which may be given to if anyequitable right, title or interest or by under any liability whatsoever for refusing or neglecting so to do thought if may have been entered orreferred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

BORROWING POWERS

Power to borrow

73. Subject to the provisions contained in Section 180 of the Act and other applicable provisions. The Board may from time to time at their discretion borrow from the members or other persons and may (subject to the restrictions, if any, contained in the Act) themselves lend any sum of money for the purpose of the Company.

Conditions on which money may be borrowed

74. The Board may raise or secure the payment of such sum or sums in such manner and upon such term and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture-stock or any mortgage charge orother security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital forthe time being.

Bonds debentures etc. to be subject to control of Directors

75. Any bonds, debentures, debenture stock or other security issued orto be issued by the Company shall be under the control of the Board whomay issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit ofthe Company.

Securities may be assignable free from equities

76. Debentures debenture- stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

The payment or repayment of money borrowed

77. The payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit and in particular by a resolution passed at a meeting of the Board (and not by resolution by circulation) by the issue debentures, debenture stock of Company, charge upon all or any part of the property of Company (both present and future), including its uncalled capital for the time being; and debentures, debenture stock and other securities may be made assignable free from any equities betweenthe Company and person to whom the same may be issued.

GENERAL MEETING

General Meeting

78. All General Meeting other than Annual General Meetings shall be called Extraordinary General Meeting.

Powers of Board to Call Extraordinary General Meeting

79. The Board may whenever they think fit call an Extraordinary General Meeting.

NOTICE FOR GENERAL MEETINGS

80. All General Meetings shall be convened by giving not less than clear twenty one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

SHORTER NOTICE ADMISSIBLE

81. Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty one (21) days.

CIRCULATION OF MEMBERS' RESOLUTION

82. The Company shall comply with provisions of Section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

PROCEEDINGS AT GENERAL MEETINGS

Presence of Quorum

83. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

Business confined to election of Chairperson whilst chair vacant

84. No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.

Quorum, Time for Quorum and Adjournment

85. The quorum for a general meeting shall be as provided in the Act.

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

Members to elect a Chairperson

86. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall, by poll or electronically, choose one of their Members to be Chairperson of the meeting.

Casting vote of Chairperson at general meeting

87. On any business at any General Meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.

Minutes of proceedings of meetings and resolutions passed by postal ballot

88. The Company shall cause minutes of the proceedings of every General Meeting of any class of Members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be

prescribed by the rules under the Act and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

Certain matters not to be included in minutes

89. There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting –

(a) is, or could reasonably be regarded, as defamatory of any person; or

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the Company.

90. The Chairperson shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.

Minutes to be Evidence

91. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

Inspection of minute books of General Meeting

92. The books containing the minutes of the proceedings of any General Meeting of the Company or a resolution passed by postal ballot shall:

(a) be kept at the registered office of the Company; and

(c) be open to inspection of any member without charge, during business hours on all working days.

93. Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in Article 95 above.

Adjournment of meeting

94. The Chairperson may, suo motu, adjourn the meeting from time to time and from place to place.

95. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

96. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

97. Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting

98. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

99. A Member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

100. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

101. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in

lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

102. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

103. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

104. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

105. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

106. An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105 of the Act.

107. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

Board of Directors

108. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than fifteen (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors as may be required in terms of the provisions of the Applicable Laws.

The first Directors of Company shall be:

1. MR. RAMESH DEVIDAS KASBEKAR
2. MRS. KALPANA RAMESH KASBEKAR
3. MR. DEVIDAS SHAMRAO KASBEKAR
4. MRS. NEETA UDAY RALKAR
5. MR.VIJAYKUMAR DATTATRAYA PRABHUWALAWALKAR
6. MR. SANDEEP DATTATRAYA PRABHUWALAWALKAR

109. The Directors shall not be required to hold any qualification shares in the Company.

110. The Board of Directors shall appoint the Chairperson of the Company.

The same individual may, at the same time, be appointed as the Chairperson as well as the Managing Director of the Company.

111. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

Appointment of Directors

112. Subject to the provisions of the Act and these Articles, the Board of Directors, may from time to time, appoint one or more of the Directors to be Managing Director or Managing Directors or other whole-time Director(s) of the Company, for a term not exceeding five years at a time and may, from time to time, (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places and the remuneration of Managing or Whole-Time Director(s) by way of salary and commission shall be in accordance with the relevant provisions of the Act.

113. Subject to the provisions of the Act and in compliance with the SEBI Listing Regulations, the Board shall appoint independent directors, who shall have appropriate experience and qualifications to hold a position of this nature on the Board.

114. Subject to the provisions of the Act, the board may appoint an Alternate Directors to act for a Director (hereinafter called the "Original Director") during his absence fora period of not less than three month from India. An Alternate Director appointed under this Article shall not hold office for a longer period than that permissible to theOriginal Director in whose place he has been appointed and shall vacate office and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns, any provision for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the original, and not to the alternate director. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

115. Subject to the provisions of the Act, the Board of Directors may appoint any person, other than a person who fails to get appointed as a director in a General Meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. provided that the total number of Directors shall not at any time exceed the maximum fixed under these Articles.

116. If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board. The Director so appointed shall hold office only up to the date upto which the Director in whose place he is appointed would have held office if it had not been vacated.

Remuneration of Directors

117. (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or General Meetings of the Company; or

(b) in connection with the business of the Company.

118. The remuneration payable to the Directors, including manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.

119. Subject to the provisions of these Articles and the provisions of the Act, the Board may, decide to pay a Director out of funds of the Company by way of sitting fees, within the ceiling prescribed under the Act, a sum to be determined by the Board for each meeting of the Board or any committee or sub-committee thereof attended by him in addition to his traveling, boarding and lodging and other expenses incurred.

120. Subject to the provisions of section 196, 197 and 188 read with Schedule V to the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in general meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination shall be divided among the Directors equally or if so determined paid on a monthly basis.

121. Subject to the provisions of these Articles, and the provisions of the Act, if any Director, being willing, shall be

called upon to perform extra service or to make any special exertions in going or residing away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director.

Directors may act notwithstanding vacancy

122. The continuing Directors may act notwithstanding any vacancy in their body. If and so long as their number is reduced below the number fixed by these Articles as the necessary quorum of Directors the continuing Directors may act for the purpose of increasing the number of Directors to that number for summoning a General Meeting, but for no other purpose.

Directors may enter in contract

123. Subject to Section 188 of the Act, a Director or his relative, a firm in which such Director or relative is partner, any other person in such firm or a private Company of which the Director is a Member of Director may enter into any contract with the Company forthe sale, purchase or supply of any goods, materials orservices or for underwriting the subscriptions of any shares in or debentures of the Company, provided that the consent of the Board is obtained before or within three months of the date on which the contract is entered into in accordance with section 188 of the Act.

Disclosure of interest

124. A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement tobe entered into, or a proposed concerned or arrangement to be entered intoby or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act.

Register of contract in which Directors are interested

125. The Company shall may keep a Register in accordancewith Section 189 of the Act, and shall within the time specified in Section 189 Of the Act, enter therein such of the particulars as may be relevant having regard to the application thereto of Section 184 or 188 of the Act, as the case may be. The Register aforesaid shall also specify, in relation to each Director of the Company the name of the bodies corporate and firms of which notice has been given by him under Articles.

126. The Register shall be kept open at the Registered office of the Company and shall be open for inspection at such office, and extract may be taken therefore and copies thereof as may be required by the Members of Company to the same extent, in the same manner and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

Removal of Directors

127. The Company may by Ordinary Resolution, from time to time remove Directors subject to the provision of Section 169 of the Act and other Applicable Law.

Disclosure by Director of appointment to any other body corporate

128. Every Director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding.

PROCEEDING OF THE BOARD

Meeting of Directors

129. Directors may meet together as a Board for the dispatch of business from time to time, and shall so meet at least once in every three calendar months. The Directors may adjourn and otherwise regulate their meetings as may think fit.

130. The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.

Notice of Meeting

131. Clear seven days' notice shall be given in writing to every Director by hand delivery or by speed-post or by registered post or by facsimile or by email or by any other electronic means, either (i) in writing, or (ii) by fax, e-mail or other approved electronic communication, receipt of which shall be confirmed in writing as soon as is reasonably practicable, to each Director, setting out the agenda for the meeting in reasonable detail and attaching the relevant papers to be discussed at the meeting and all available data and information relating to matters to be discussed at the meeting except as otherwise agreed in writing by all the Directors.

Quorum

132. The quorum for a meeting of the Board shall be one-thirdof its total strength (including Directors, if any whose place may be vacantin that one-third being rounded off as one) or two Director whichever is higher, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

Adjournment of meeting for want of quorum

133. If a meeting of the Board could not be held for want of quorum them the meeting shall automatically stand adjourned till the sameday in the next week at the same time and place, or if that day is public holiday, till the next succeeding day which is not a public holiday, at the same time and place.

Chairman

134. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.

Question at Board Meeting how to be decided

135. Question arising at any meeting shall be decided by a majority of votes and in case of an equality of votes, the chairman shall have second or casting vote.

Power of Board Meeting

136. A meeting of the Board for the time being at which quorumis present shall be competent to exercise all or any of the authorities powers and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally.

Directors may appoint committee

137. Subject to the provisions of the Act, the Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

138. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

Meeting of committee how to be governed

139. A committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

140. (i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

Resolution circulation

141. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Act of Board or committee valid notwithstanding informalappointment

142. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or

more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

POWER OF DIRECTORS

Power of Board

143. The Board of Directors of Company shall be entitled to exercise all such powers, and to do all such acts and things, as the Company is authorised to exercise and do:

Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the memorandum of association or these Articles or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting:

Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by memorandum of association or these Articles the Company or otherwise, to be exercised or done by the Company in General Meeting.

The Board may authorise any such delegate, or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it. Subject to the provisions of Section 179, the Board may delegate all or any of their powers to any Directors jointly or severally or to any one Director or to any committee at their discretion.

CHIEF EXECUTIVE OFFICER ETC.

144. Subject to the provisions of the Act, a chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses. A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

SEAL

The seal , its custody and use

145. The Board shall provide for the safe custody of the seal.

The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors and of the secretary or such other person as the Board may appoint for the purpose; and those two Directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVES

Division of profits

146. Subject to the rights of persons, if any, entitled to shares with special rights relating, created or authorised to be created by these Articles and subject to the provisions hereto, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares

The Company in General Meeting may declare a dividend

147. Subject to the provisions of Section 123 of the Company in General meeting may declare dividend to be paid to Members according totheir respective rights but no dividend shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a lesser dividend. Provided that in no case the dividend to be declared shall exceed the amount available in the free reserve.

Dividend to the paid only out of the profits

148. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.

149. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

150. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

Interim Dividend

151. Subject to the provisions of the Act theBoard may from time to time pay to the Members such interim dividend as in their judgment the position of the Company justifies.

152. Where the capital is paid in advance of call upon the footing that the same shall carry interest such capital shall not whilst carrying interest, confer a right to participate in profit.

Retention of dividend

153. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

Dividend etc. of joint holders

154. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of Members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

155. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

156. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share or shares.

No member to receive dividend whilst indebted to the Company andcompany's right to reimbursement there out

157. No Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money maybe due or owing from his to the company in respect of such share or sharesor otherwise howsoever either alone or jointly with any other person or persons, and the board may deduct form the interest or dividend payable toany Members all sums of money so due to the Company

Dividends how remitted

154. Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

155. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

156. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

157. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

158. No dividend shall bear interest against the Company.

159. The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

Unclaimed Dividend

160. The dividends remaining unclaimed or unpaid shall bedealt with in accordance with the provisions of Section 123 and other applicable provisions if any of the Act.

Dividend and call together

161. Any General Meeting declaring a dividend may make acall on the Members of such amount as the meeting fixes, but so that the calls on each member shall not exceed the dividend payable to him and sothat the call be made payable at the same time as the dividend; and dividend may, if so arranged between the company and the Members be set off against the calls.

162. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Article hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

Capitalisation of Profits

163. (i) The Company in General Meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

164. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid- up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

ACCOUNTS

Directors to keep the true accounts

165. The Company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting:

Provided that all or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, file with the Registrar a notice in writing giving the full address of that other place:

Provided further that the Company may keep such books of account or other relevant papers in electronic mode in such manner as per the Applicable Laws.

As to inspection of Accounts or Books by Members

166. The books of account and other books and papers maintained by the Company within India shall be open for inspection at the registered office of the Company or at such other place in India by any director during business hours, and in the case of financial information, if any, maintained outside the country, copies of such financial information shall be maintained and produced for inspection by any director subject to such conditions as may be prescribed:

Statements of Accounts to be furnished to General Meeting

167. The Directors shall from time to time in accordance with Sections 128 and 129 of the Act cause to be prepared and to be laid before company in General Meeting such Balance sheets, profit and loss Account and Reports as are referred to in these section.

168. A copy of every such profit and loss account and Balance Sheet (including the Auditor's Report and every other document required by lawto be annexed or attach to the Balance Sheet) shall at least twenty-one days before the meeting at which the same are to be laid before the Members be sent to Members of the Company, to be holders of debenturesissued by the Company (not being debentures which ex-facie are payable to the bearer thereof) to trustees for the holders of such debentures and toall persons entitled to receive notice of General Meeting of the Company.

AUDIT

Account to be audited

169. Auditors shall be appointed and their right and duties regulated in accordance with Section 139 to 148 of the Act.

Auditors

170. Subject to the provisions of the Act, the Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the Members of the Company at such meeting shall be such as may be prescribed:

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be prescribed, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in section 141 of the Act

Provided also that the Company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.

DOCUMENTS AND NOTICES

Service of documents or Notices

171. (a) A document or notice may be served or given by the Company on any Members or an any Members or an

officer thereof either personally, or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company or through electronic mode for serving documents or notices on his.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, preparing and Posting a letter containing the document or notice, provided that where a Member has intimate to the Company in advance that documents or notices should be sent to him under a Certificate of posting or by registered post with or without acknowledgment due to and has deposited with Company a sum sufficient to defray the expenses in doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member and, such service shall be deemed to have been effected in the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing thedocument or notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

A document or notice to joint holders

172. A document or notice may be served or given by the Company on or to the joint-holders of a share by serving or giving the document or notice on or to the joint-holders, first in the Register of Members in respect of the share.

Notice to persons entitled by transmission

173. A document of notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post or electronic mode in period letter addressed to them by name or by the title or representative of the deceased or assignee of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the person claiming to be so entitled or until such an address has been so supplied be serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

To whom document or notices of General Meeting must be served orgiven

174. Document or notices if every General Meeting shall be served or given in same manner hereinbefore authorised or on to (a) every Member (b) every person entitled to a share in consequence of the death orinsolvency of a Member and (c) the Auditor or Auditors for the time beingof the company.

Member bound by documents or notice served or given to previousholders

175. Every person, who by operation of law, transfer or by any other means whatsoever, shall become entitled to any share shall bebound by every document or notice in respect of such shares, whichpreviously to his name and address being entitled on the Register ofmembers, shall have been duly served on or given to the person from whom he derives his title to such shares.

Document or notice by company and signature thereto

176. Any document or notice to be served or given by the company may be signed by Director or some person duly authorised bythe Board for such purpose and the signature may be written, printed or lithographed.

Services of document or notice by Members

177. All documents or notices to be served or given by Memberson or to the company or any officer thereof shall be served or given by sending it to the Company or officer at the office or by registered post or by leaving it at its office.

WINDING UP

178. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the Members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of Members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND INSURANCE

Director's and other's right to indemnity

179. Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

180. Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

181. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

SECRECY CLAUSE

Secrecy clause

182. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

183. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

184. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided

185. The Company shall from time to time comply with all the provisions as stipulated under the SEBI Listing Regulations and the rules and the regulation made by SEBI. Any provisions of these Articles which is contrary to the provisions of the SEBI Listing Regulations or rules and regulations made by SEBI or the provision of the Act, the said provision shall be deemed to be amended to the extent necessary to make it compliant with the said SEBI Listing Regulations or the rules and regulations of the SEBI or the Act. In case of any inconsistency between the provisions of these Articles, SEBI Listing Regulations, SEBI rules and regulations and the Act, the provision/compliance which is/are more onerous shall be applicable in such case, and these Articles shall be deemed amended to such extent.

SECTION X: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days and will also be available online at www.arkade.in from the date of the Red Herring Prospectus until the Bid/Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts

1. Issue Agreement dated August 31, 2023 entered amongst our Company and the BRLM.
2. Registrar Agreement dated August 31, 2023 entered amongst our Company and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Registrar to the Issue, the BRLM, the Syndicate Members, the Escrow Collection Bank(s), the Bankers to the Issue.
4. Syndicate Agreement dated [●] entered into among our Company, the BRLM, and the Syndicate Members.
5. Underwriting Agreement dated [●] between our Company and the Underwriters.
6. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended.
2. Certificate of incorporation dated May 13, 1986 under the name of 'Arkade Developers Private Limited'.
3. Fresh certificate of incorporation dated July 7, 2023 under the name of 'Arkade Developers Limited' pursuant to conversion into public limited company.
4. Resolution of our Board dated August 18, 2023 in relation to the Issue and other related matters.
5. Resolution of our Shareholders dated August 18, 2023 authorizing the Issue and other related matters.
6. Resolution of our Board dated August 31, 2023 approving this Draft Red Herring Prospectus.
7. Copies of annual reports of our Company for the last 3 Fiscals.
8. Examination report on the Restated Consolidated Financial Information dated July 21, 2023 of our Statutory Auditors, included in this Draft Red Herring Prospectus.
9. Consent letter dated August 31, 2023 from our Statutory Auditors for inclusion of their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated July 21, 2023 on our Restated Consolidated Financial Information; and (ii) the statement of special tax benefits available to our Company and our Shareholders dated August 31, 2023 included in this Draft Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
10. Consent dated August 31, 2023 from Kala Agarwal, practicing Company Secretary, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as practicing Company Secretary and in respect of the certificate dated August 31, 2023 issued by it in connection with *inter alia* certain corporate records which are untraceable and filings, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.
11. Consent dated August 31, 2023 from Sher Singh B. Chilotra from the independent chartered engineer, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent chartered engineer and in respect of the certificate dated August 31, 2023 issued by it in connection with inter alia various land and project details and such consent has not been withdrawn

as of the date of this Draft Red Herring Prospectus.

12. Consent dated August 31, 2023 from Kalakruti Architect & Planners from the independent architect, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent architect and in respect of the certificate dated August 31, 2023 issued by it in connection with inter alia certain aspects pertaining to our Ongoing Project and Upcoming Projects and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

13. Consent dated August 31, 2023 from A R Design Studio from the independent architect, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as independent architect and in respect of the certificate dated August 31, 2023 issued by it in connection with certain aspects pertaining to our Upcoming Projects and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

14. Consents of our Directors, our Promoter, our Company Secretary and Compliance Officer, our Chief Financial Officer, the Bankers to our Company, the legal counsel appointed for the Issue, Anarock, the BRLM, the Registrar to the Issue, as referred to in their specific capacities.

15. Certificate on Key Performance Indicators issued by our Statutory Auditors dated August 31, 2023.

16. Industry report titled Real Estate Industry Report dated August 2023, prepared and issued by Anarock, appointed by us pursuant to an engagement letter dated June 6, 2023, exclusively commissioned and paid us in connection with the Issue, which is available on the website of our Company at https://arkade.in/investor-relations/.

17. Consent letter dated August 22, 2023 from Anarock to include contents or any part thereof from Anarock Report titled Real Estate Industry Report' dated August 2023 in this Draft Red Herring Prospectus.

18. Tripartite agreement between NSDL, our Company and Registrar to the Issue dated August 3, 2023.

19. Tripartite agreement between CDSL, our Company and Registrar to the Issue dated August 2, 2023.

20. SEBI final observations letter no. [●] dated [●].

21. Due diligence certificate dated August 31, 2023 addressed to SEBI from the BRLM.

22. In principle listing approvals dated [●] and [●], issued by BSE and NSE, respectively.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Amit Mangilal Jain
Managing Director and Chairman

Place:
Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sandeep Ummedmal Jain
Whole Time Director

Place:
Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Arpit Vikram Jain
Whole Time Director

Place:
Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____

Hiren Mohanlal Tanna
Independent Director

Place:
Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____

Neha Sunil Huddar
Independent Director

Place:
Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

____

Chaitya Ajay Mehta
Independent Director

Place:
Date:

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

____

Samshet B Shetye
Chief Financial Officer

Place:
Date: