



(Please scan this QR code to view the Prospectus)



Date Prospectus
Dated: May 22, 2024
100% Fixed Price Issue
Please read Section 26 & 32 of the
Companies Act, 2013

SAJ HOTELS LIMITED

(Formerly known as Saj Hotels Private Limited)

Corporate Identification Number: U55101PN1981PLC023814

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	CONTACT DETAILS	WEBSITE
Saj on the Mountains, Survey number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806	Saj Hotels Limited, Office no. 102, 1st Floor, Navkar Plaza Premises Co-op Society Ltd, Bajaj Road, Vile Parle (W), Mumbai-400056	Harsha Darshan Mandora (Company Secretary and Compliance Officer)	Contact Number: 022-62875252 / 022-26203434 E-mail: secretarial@sajresort.in	www.sajresort.com

PROMOTERS OF OUR COMPANY: Rahul Maganlal Timbadia, Kartik Maganlal Timbadia and Karna Kartik Timbadia

DETAILS OF THE ISSUE TO PUBLIC

TYPE	FRESH ISSUE (NUMBER OF EQUITY SHARES)	OFFER FOR SALE (OFS)	TOTAL ISSUE SIZE	ELIGIBILITY CRITERIA
Fresh Issue	Upto 42,50,000 Equity Shares	Not Applicable	Upto 42,50,000 Equity Shares at the Issue Price of ₹[●] each aggregating to ₹[●] Lakhs	The Issue is being made pursuant to Regulation 229 (2) of SEBI (ICDR) Regulations. For details of share reservation please refer to the chapter titled "Issue Structure" beginning on page 287 of this Draft Prospectus.

DETAILS OF OFFER FOR SALE

Not Applicable, as this is a Fresh Issue of Equity Shares

RISKS IN RELATION TO THE FIRST ISSUE

This being the first issue of our Company, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹10/-. The Issue Price is [●] times of the face value of the Equity Shares. The Issue Price determined and justified by our Company in consultation with the Lead Manager as stated in chapter titled as "Basis for Issue Price" on page 94 of this Draft Prospectus 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 of the issuer nor regarding the price at which the equity shares will be traded after listing.

GENERAL RISK

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of "Risk factors" given on page number 22 of this Draft Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue which is material in the context the issue, that information contained in the offer document 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 which make this document as a whole or any of such information or the expression of such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares issued through the Draft Prospectus are proposed to be listed on the Emerge Platform of the National Stock Exchange of India Limited ('NSE Emerge'). In terms of the Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time, our Company has received in-principal approval letter dated [●] from NSE Emerge for using its name in this Issue document for listing our shares on the NSE Emerge. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited.

LEAD MANAGER TO THE ISSUE



CORPWIS ADVISORS PRIVATE LIMITED
CIN: U74900MH2014PTC322723
G-07, Ground Floor, The Summit Business Park, Andheri Kurla Road, Andheri East, Mumbai – 400 093
Contact Person: Vishal Kumar Garg
Contact Number: +91-22-49729990 / 1
E-mail: ipo@corpwis.com
Investor Grievance E-mail: investors@corpwis.com
Website: www.corpwis.com
SEBI Registration Number: INM000012962

REGISTRAR TO THE ISSUE



SATELLITE CORPORATE SERVICES PRIVATE LIMITED
CIN: U65990MH1994PTC077057
A-106/107 Dattani Plaza, East West Indl. Compound Andheri Kurla Road, Safed Pool, Sakinaka Mumbai, Maharashtra - 400072
Contact Person: Michael Monteiro
Contact Number: 022-28520461/462
E-mail: service@satellitecorporate.com
Investor Grievance E-Mail: investorservice@satellitecorporate.com
Website: www.satellitecorporate.com
SEBI Registration No.: INR000003639

ISSUE PROGRAMME

ISSUE OPENS ON

[●]

ISSUE CLOSSES ON

[●]

* UPI mandate end time and date shall be at 5.00 p.m. on the Issue Closing Date.



(Please scan this QR code to view the Prospectus)



Date Prospectus
Dated: May 22, 2024
100% Fixed Price Issue
Please read Section 26 & 32 of the
Companies Act, 2013

SAJ HOTELS LIMITED

(Formerly known as Saj Hotels Private Limited)

Corporate Identification Number: U55101PN1981PLC023814

Saj Hotels Limited was, originally, incorporated as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated February 4, 1981 bearing Corporate Identity no. U55101PN1981PLC023814 issued by Registrar of Companies, Maharashtra at Pune. For further details, please refer to chapter titled "Our History and Certain Corporate Matters" beginning on page 159 of this Draft Prospectus.

Registered Office: Saj on the Mountains, Survey number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806

Corporate Office: Office no. 102, 1st Floor, Navkar Plaza Premises Co-op Society Ltd, Bajaj Road, Vile Parle (W), Mumbai - 400056

Contact Person: Harsha Darshan Mandora, Company Secretary and Compliance Officer

Contact Number: 022-62875252 / 022-26203434; **E-mail:** secretarial@sajresort.in **Website:** www.sajresorts.com

PROMOTERS OF OUR COMPANY ARE RAHUL MAGANLAL TIMBADIA, KARTIK MAGANLAL TIMBADIA AND KARNA KARTIK TIMBADIA

Initial public issue of upto 42,50,000 equity shares of face value of ₹ 10.00/- each ("Equity Shares") of Saj Hotels Limited (the "Company" or the "Issuer") for cash at a price of ₹ [●] per Equity Share (including a Premium of ₹ [●] per Equity Share) (the "Issue Price"), aggregating upto ₹ [●] Lakhs (the "Issue"), of which 2,14,000 Equity Shares aggregating to ₹ [●] Lakhs will be reserved for subscription by Market Maker (the "Market Maker Reservation Portion"). The issue less the Market Maker Reservation Portion i.e. issue of 40,36,000 Equity Shares of face value of ₹ 10.00 each at an Issue Price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs is herein after referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.36%% and 25.03% respectively of the Post-Issue Paid Up Equity Share Capital of our Company. For further details, please refer to chapter titled "Terms of the Issue" beginning on page 278 of this Draft Prospectus.

THIS ISSUE IS BEING MADE THROUGH FIXED PRICE PROCESS, IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED AND RULE 19(2)(b)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25.00% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 289 OF THIS DRAFT PROSPECTUS

All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility process including through UPI mode (as applicable) for making payment providing details about the bank account which will be blocked by the Self Certified Syndicate Banks as per the SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. For further details, please refer to chapter titled "Issue Procedure" beginning on page 289 of this Draft Prospectus In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE OF ₹ [●], WHICH IS [●] TIMES OF THE FACE VALUE

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹ 10.00/- each and the Issue Price is ₹ [●] per equity share and the issue price is [●] times of face value per Equity Share. The Issue Price (has been determined and justified by our Company in consultation with the Lead Manager, as stated under chapter titled "Basis for Issue Price" beginning on page 94 of this Draft Prospectus 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 and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity-related securities involves a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the issuer and the Issue including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of "Risk Factors" beginning on page 22 of this Draft Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Issue document contains all information with regard to the Issuer and the Issue which is material in the context of the issue, that the information contained in the Issue document 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 document 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 issued through the Draft Prospectus are proposed to be listed on the Emerge Platform of NSE i.e., NSE Emerge. Our Company has received 'in-principle' approval from the NSE for using its name in the Issue document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange shall be NSE Limited.

LEAD MANAGER TO THE ISSUE

C O R P W I S
CORPORATE WISDOM

CORPWIS ADVISORS PRIVATE LIMITED

CIN: U74900MH2014PTC322723

G-07, Ground Floor, The Summit Business Park,
Andheri Kurla Road, Andheri East,
Mumbai – 400 093

Contact Person: Vishal Kumar Garg

Contact Number: +91-22-49729990 / 1

E-mail: ipo@corpwis.com

Investor Grievance E-mail: investors@corpwis.com

Website: www.corpwis.com

SEBI Registration Number: INM000012962

REGISTRAR TO THE ISSUE



SATELLITE CORPORATE SERVICES PRIVATE LIMITED

CIN: U65990MH1994PTC077057

A-106/107 Dattani Plaza, East West Indl. Compound
Andheri Kurla Road, Safed Pool, Sakinaka
Mumbai, Maharashtra - 400072

Contact Person: Michael Monteiro

Contact Number: 022-28520461/462

E-mail: service@satellitecorporate.com

Investor Grievance E-Mail: investorservice@satellitecorporate.com

Website: www.satellitecorporate.com

SEBI Registration No.: INR000003639

ISSUE PROGRAMME

ISSUE OPENS ON

[●]

ISSUE CLOSES ON

[●]

* UPI mandate end time and date shall be at 5.00 p.m. on the Issue Closing Date.

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Draft Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

The words and expressions used but not defined in this Draft Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled "Statement of Tax Benefits", "Key Industry Regulations and Policies", "Restated Financial Statements", "Outstanding Litigations and Material Developments", and section titled "Main Provisions of the Articles of Association" on page 103, 152, 189, 255, and 325 respectively of this Draft Prospectus, shall have the meanings ascribed to such terms in the respective chapters/sections.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

CONVENTIONAL OR GENERAL TERMS	
Terms	Description
Associate Company	As on the date of this Draft Prospectus, our Company has one associate company, namely, My Own Room Dot In Private Limited
Company, We, Us, Our, Issuer, Saj, Saj Hotels Limited	Unless the context otherwise indicates or implies Saj Hotels Limited, formerly known as Saj Hotels Private Limited, a Public Limited Company incorporated under the provision of Companies Act, 1956 and having its Registered Office at Saj on The Mountain, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra- 412806
Promoter	The Promoters of our company being Rahul Maganlal Timbadia, Kartik Maganlal Timbadia and Karna Kartik Timbadia
Promoter Group	Includes such persons and entities constituting the promoter group of our company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, and as disclosed under Chapter titled "Our Promoter and Promoter Group" on page 181 of this Draft Prospectus
Subsidiaries	As on the date of this Draft Prospectus, our Company has no subsidiaries. However, the subsidiaries of our companies were Perhaps Food Private Limited and Coast to Coast Hospitality and Lifestyle LLP during the year ended March 31, 2021, March 31, 2022 and for part of the year ended March 31, 2023

ISSUE RELATED TERMS	
Terms	Description
Abridged Prospectus	Abridged Prospectus to be issued under SEBI (ICDR) Regulations and appended to the Application Forms. Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot/ Allotment/ Allotted of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of the Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted.
Applicant/Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form. All the applicants should make application through ASBA only.
Application	An indication to make an Issue during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this Draft Prospectus

ISSUE RELATED TERMS	
Terms	Description
Application Supported by Blocked Amount or ASBA or UPI	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID. Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.
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 Retail Individual Investor which is blocked upon acceptance of a UPI Mandate Request made by the Retail Individual Investors using the UPI Mechanism
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this Draft Prospectus
ASBA Forms	An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the Draft Prospectus.
ASBA Application Location(s) / Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on https://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.
Broker centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker. the details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the websites of the Stock Exchange
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being [●].
Banker to the Issue Agreement/ Escrow Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar and the Banker to the Issue for the collection of application amount and where applicable, for remitting refunds, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Chapter titled, "Issue Procedure" beginning on page 289 of this Draft Prospectus.
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and Public holidays).
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no.GR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI
Collecting Registrar and Share Transfer Agent/CRTAs	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Bidders with the Registrar to the Issue and NSE India and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to Demat Account.
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.

ISSUE RELATED TERMS	
Terms	Description
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e., www.nseindia.com
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the Prospectus and the aforesaid transfer and instructions shall be issued only after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e., www.nseindia.com
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”)
Draft Prospectus	The Draft Prospectus dated May 22, 2024 issued in accordance with Sections 23 and 26 of the Companies Act, 2013 filed with NSE Emerge under SEBI (ICDR) Regulations.
DP ID	Depository Participant’s Identity number
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value Rs.10/- each, unless mentioned otherwise.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
Fugitive Economic Offender	An individual who is declared as a Fugitive Economic Offender under Section 12 of Fugitive Economic Offenders Act, 2018
General Corporate Purpose(s)	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular

ISSUE RELATED TERMS	
Terms	Description
	(SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager.
GIR Number	General Index Registry Number.
IPO	Initial Public Offer
Issue/ Initial Public Issue/ IPO/ Fresh Issue	Initial public issue of upto 42,50,000 Equity Shares of face value of ₹10.00/- each of our Company for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity shares) aggregating to ₹ [●] Lakhs
Issue Agreement	The Issue Agreement dated May 14, 2024, between our Company and Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please refer to Chapter titled “Objects of the Issue” beginning on page 80 of this Draft Prospectus
Lead Manager/LM	Means a merchant banker registered with the Board and appointed by the Issuer to manage the Issue, in this case being Corpwis Advisors Private Limited.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and Emerge Platform of the National stock exchange of India Ltd. (NSE Emerge)
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants
Market Maker	[●]
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker
Market Maker Reservation Portion	[●] Equity Shares of our Company for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs only
MSME	Micro Small and Medium Enterprise
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares each for cash at an Issue price of ₹ [●] per Equity Share aggregating up to ₹ [●] Lakhs Only.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further details, please refer to the chapter titled “Objects of the Issue” on page 80 of this Draft Prospectus.
NCLT	National Company Law Tribunal.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India and Indian Banks Association (IBA)
Non-Institutional Investors or NIIs	All Applicants, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹2.00 Lakh (but not including NRIs other than Eligible NRIs).
NSE	National Stock Exchange of India Limited
NSE Emerge	The NSE Emerge Platform referred to as the Emerge Platform of National Stock Exchange of India Limited, as per the Rules and Regulations laid down by SEBI for listing of equity shares
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body / OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture,

ISSUE RELATED TERMS	
Terms	Description
	or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus to be filed with the Registrar of Company (RoC) containing, inter alia, the Issue opening and closing dates and other information
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1) (ss) of the SEBI (ICDR) Regulations.
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made
Refund Bank (s)	The Bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Refund Account will be opened, in this case being [●]
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Registrar to the Issue/RTI/Registrar	Registrar to the Issue in our case being Satellite Corporate Services Private Limited
Registrar Agreement	The agreement dated [●], entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Reserved Category (ies)	Categories of persons eligible for making application under reservation portion
Retail Individual Investors/RIIs	Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to Rs.2.00 Lakh in this Issue
Retail Portion	The portion of the Net Offer being not less than 50% of the Net Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or such other website as updated from time to time.
SCSB Agreement	The deemed agreement between the SCSBs, the Lead Manager, the Registrar to the Issue and our Company, in relation to the collection of Applications from the ASBA Applicants and payment of funds by the SCSBs to the Public Issue Account.
SME	Small and Medium sized Enterprises
Specified Locations	Collection Centers where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Specified Securities	Equity shares that are being offered through this Draft Prospectus.
Sponsor Bank	[●], registered with SEBI which is appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Transaction Registration Slip /TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application.
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Applicants	Collectively, individual investors applying as Retail Individual Inventors in the Retail Portion, and Other than retail individual investors applying with an application size of more than ₹

ISSUE RELATED TERMS	
Terms	Description
	<p>200,000/- and up to ₹ 500,000/- in the Other than Retail Investors category and applying under the UPI Mechanism.</p> <p>Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000/- shall use UPI and shall provide their UPI ID in the application form submitted with: (i) 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), (ii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iii) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)</p>
UPI Circulars	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 and SEBI Circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 08, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors, using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFi=yes&intmid=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43) respectively, as updated from time to time
UPI Mechanism	The bidding mechanism that may be used by a Retail Individual Investor in accordance with the UPI Circulars to make an ASBA Bid in the Issue
UPI Pin	Password to authentic UPI Transaction
Underwriters	Underwriters to the Issue are [●]
Underwriting Agreement	The Underwriting Agreement dated [●] entered into between our Company and the Underwriters.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Wilful Defaulter(s) or Fraudulent Borrower(s)	A person or an issuer who or which is categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India, as defined under Regulation 2(1)(iii) of SEBI (ICDR) Regulations.
Working Days	Means all days on which commercial banks are open for business. However, till issue period, working day shall mean all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks are open for business. The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the Board, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, and in terms of regulation 2(1)(mmm) of SEBI (ICDR) Regulations.

CORPORATE RELATED TERMS	
Terms	Description
Articles of Association/ AoA	The Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance with Companies Act, 2013 as disclosed in the Chapter titled “Our Management” beginning on page 164 of this Draft Prospectus.
Auditor/Statutory Auditor/ Peer Review Auditor	Independent Auditor having a valid Peer Review certificate as on date of this Draft Prospectus, in our case being Dhirubhai Shah & Co LLP, Chartered Accountants as mentioned in the chapter “General Information” on page 53 of this Draft Prospectus.
Bankers to our Company	HDFC Bank Limited
Bankers to the Issue	[●]
Board of Director(s) /Our Board	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof as disclosed in the chapter titled “Our Management” beginning on page 164 of this Draft Prospectus.
CFO/ Chief Financial Officer	The Chief Financial Officer of our company being Usha Manish Ghelani
CIN	Corporate Identification Number being U55101PN1981PLC023814 of our company.
Companies Act	The Companies Act, 2013 and amendments thereto.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being Harsha Darshan Mandora
Consolidated Restated Financial Statement	The Restated Audited Consolidated Financial Statements for the ten- months period ended January 31, 2024 and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, which comprises of Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss, Restated Consolidated Statement of Cash Flows and notes annexed to and forming part of the Restated Consolidated Financial Statements thereto in accordance with SEBI (ICDR) Regulations, disclosed in chapter titled “Restated Financial Information” on Page 189 of this Draft Prospectus
Corporate Office	Corporate Office of the Company is at Office no. 102, 1st Floor, Navkar Plaza Premises Co-op Society Ltd, Bajaj Road, Vile Parle (W), Mumbai
DIN	Directors Identification Number
Director/Director(s)	The directors of our Company, unless otherwise specified
Equity Shares	The Equity Shares of our Company of face value of ₹ 10/- each, fully paid-up, unless otherwise specified in the context thereof
Equity Shareholders	Persons/Entities holding Equity Shares of our Company
Group Companies/Entities	In terms of SEBI (ICDR) Regulations, the term “Our Group Company” includes companies (other than our Promoter and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “Group Entities of our Company” beginning on page 265 of this Draft Prospectus
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India
Independent Director	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI (LODR) Regulations. For details of the Independent Directors, please refer to chapter titled “Our Management” beginning on page 164 of this Draft Prospectus
ISIN	International Securities Identification Number. In this case being INE00MT01014.
IT Act	The Income Tax Act, 1961 as amended till date
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI (ICDR) Regulations, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “Our Management” beginning on page 164 of this Draft Prospectus.
Managing Director/ MD	Karna Kartik Timbadia being the Managing Director of our Company
Materiality Policy	The policy adopted by our Board on December 1, 2023 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations

CORPORATE RELATED TERMS	
Terms	Description
Memorandum/Memorandum of Association / MoA	The Memorandum of Association of our Company, as amended from time to time.
Non-Executive Director	The non-executive directors (other than the Independent Directors) of our Company in terms of the Companies Act, and the rules thereunder. For details, see chapter titled “Our Management” on page 164 of this Draft Prospectus
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the chapter titled “Our Management” beginning on page 164 of this Draft Prospectus.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Registered Office	Registered Office of the Company situated at Saj on the Mountain, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra- 412806
Resort Properties	Resort properties of the Company are the properties from where resort operations are carried out, being, <ol style="list-style-type: none"> 1. Saj on the Mountains, Mahabaleshwar 2. Saj by the Lake, Malshej 3. Saj in the Forest, Pench as mentioned in the chapter “General Information” on page 53 of this Draft Prospectus.
RoC/Registrar of Companies	The Registrar of Companies, Pune
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
Shareholders/ Members	Shareholders of our Company, from time to time
Stakeholders Relationship Committee	Stakeholder’s relationship committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Chapter titled “Our Management” beginning on page 164 of this Draft Prospectus

TECHNICAL/GENERAL AND INDUSTRY RELATED TERMS OR ABBREVIATIONS	
Terms	Description
Average Daily Rate/ ADR (₹)	Average Daily Rate represents room revenues during a given period/year divided by total number of room sold in that period/year
AOP	Area of Protection
Average Occupancy (%)	Average occupancy is calculated as number of rooms sold during a relevant period/year divided by the number of rooms available during the same period/year and is a measure of our revenue generation capabilities over a period of time
CAGR	Compounded Annual Growth Rate
Current Ratio	Current Ratio is calculated by dividing Current assets to Current Liabilities
Debt-Equity Ratio (times)	Debt to Equity ratio is calculated as Total Debt divided by Total Equity
EBITDA	EBITDA is calculated as restated profit/ (loss) for the year plus tax expense/(benefit) plus finance costs plus depreciation and amortization expense
EBITDA margin (%)	EBITDA margin (%) is calculated as EBITDA divided by Total Income
F&B	Food and Beverage
Food and Beverage Revenue/ F&B Revenue (₹)	Food and Beverage Revenue is calculated as the sum of revenue from food and soft beverages and wines and liquor.
Food and Beverage Revenue Growth (%)/ F&B Revenue Growth (%)	Food and Beverage Revenue Growth (%) is calculated as a percentage of Food and Beverage Revenue of the relevant period/ year minus Food and Beverage Revenue of the preceding period/ year, divided by Food and Beverage Revenue of the preceding period/ year
FTA	Foreign Tourist Arrivals
GDP	Gross Domestic Product
HLP	Heat, Light and Power
Keys/ Inventory/ Number of rooms	Keys or Inventory or Number of Rooms refer to the number of rooms in our portfolio during the relevant period/year
LEED	Leadership in Energy and Environmental Design
Luxury	Luxury class of a hotel, which typically comprise top tier hotels in India, and are generally classified as 5 star, deluxe and luxury hotels
MICE	Meetings, Incentives, Conferences and Exhibitions
M-E	Midscale-Economy
Net Asset Value per equity share/ NAV per share	Net asset value per equity share is calculated by dividing Net worth by Weighted Average Number of Equity Shares
Net Borrowings	Net Borrowings is calculated as non-current borrowings plus current borrowings minus cash and cash equivalents and other balances with banks

TECHNICAL/GENERAL AND INDUSTRY RELATED TERMS OR ABBREVIATIONS	
Terms	Description
Net Borrowings/ Total Equity	Net Borrowings/ Total Equity is computed as Net Borrowings divided by Total Equity
Net Worth	Net Worth is computed as Share capital plus Reserves and Surplus less Revaluation Reserve, unless otherwise specified
Number of room nights available	Number of room nights available are the total room nights available during the period/year
Number of room nights sold	Number of room nights sold are the room nights sold during the period/year
PAT/ Restated profit/ (loss) for the year	Restated profit/(loss) for the period/ year as set out in our Restated Consolidated Financial Information
PAT Margin (%)/ Restated profit/ (loss) margin	Restated profit/(loss) margin (%) is calculated as restated profit/(loss) for the period or year divided by total income
Property Management Space Rental	Property Management Space Rental is the revenue generated from leasing out properties to various parties
Return on capital employed (%)	Return on Capital Employed is calculated as follows: Profit for the period/ year plus finance cost plus tax expenses (EBIT) divided by (Tangible Net Worth plus non-current borrowings)
Return on Equity (%)	Return on Equity is calculated by comparing the proportion of net profit after tax against the amount of Net Worth.
Revenue from operations	Revenue from operations as set out in our Restated Consolidated Financial Information
Revenue Growth (%)/ Growth in Revenue from Operations	Revenue growth (%) is calculated as a percentage of revenue from operations of the relevant period/ year minus revenue from operations of the preceding period/ year, divided by revenue from operations of the preceding period/ year
Revenue per available room/ RevPAR (₹)	Revenue Per Available Room, which represents the room revenues during a given period/year divided by the number of rooms available in that period/year. Revenue per available room is calculated by multiplying average daily room rate (ADR) by its occupancy rate.
Total Borrowings	Total Borrowings is the sum of non-current and current borrowings
Total Equity	Total Equity is computed as the sum of Equity share capital and other equity
Total Room Revenue	Total room revenue is the revenue earned from room booking during the period
Up Mid	Upper Midscale Class
Upper Up	Upper Upscale Class
Upscale	Upscale Class
Weighted Average Number of Equity Shares	Weighted Average Number of Equity shares is calculated in accordance with Accounting Standard 20- Earnings per share (AS 20- EPS)

CONVENTIONAL TERMS & ABBREVIATIONS	
Terms	Description
A/c	Account
Act or Companies Act	Companies Act, 2013, as amended from time to time
AGM	Annual General Meeting
AIF	Alternate investment Fund as defined in and registered with SEBI under SEBI AIF Regulations
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BCom	Bachelor of Commerce
BG	Bank Guarantee
CAN	Confirmation Allocation Note
CARO	Companies (Auditor's Report) Order, 2016 as amended
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a category II foreign portfolio investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer

CONVENTIONAL TERMS & ABBREVIATIONS	
Terms	Description
CFSS	Companies Fresh Start Scheme under Companies Act, 2013
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications, and modifications thereunder
CAPPM	Consumer Awareness, Publicity and Price Monitoring
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director Identification Number
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identification
DPIIT	Department for Promotion of Industry and Internal Trade
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
EPF Act	Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESI Act	Employees' State Insurance Act, 1948
Financial Year / Fiscal / Fiscal Year / FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GOI	Government of India
GST	Goods and Service Tax
GST Act	The Central Goods and Service Tax Act, 2017
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act / Income Tax Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs. / Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offering

CONVENTIONAL TERMS & ABBREVIATIONS	
Terms	Description
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSMEs	Micro, Small & Medium Enterprises
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
OCB	Overseas Corporate Bodies
OCB/Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue.
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
PMBJP	Pradhan Mantri Bhartiya Janaushadhi Pariyojana
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoC or Registrar of Companies	The Registrar of Companies, Ahmedabad
RoCE	Return on Capital Employed
RoNW	Return on Net Worth
RTA	Registrar and Transfer Agents
RTI	Right to Information, in terms of Right to Information Act, 2005
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
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 from time to time
SEBI (Venture Capital) Regulations	Securities and Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time

CONVENTIONAL TERMS & ABBREVIATIONS	
Terms	Description
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec. / S.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the NSE Emerge
STT	Securities Transaction Tax
TDS	Tax Deducted at Source
TAN	Tax Deduction and Collection Account Number
TIN	Taxpayer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VCF	Venture Capital Funds
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.

Notwithstanding the foregoing:

- *In the section titled “Main Provisions of Articles of Association” beginning on page 325 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;*
- *In the chapters titled “Summary of the Issue Document” and “Our Business” beginning on page 17 and 135 respectively, of the Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter;*
- *In the section titled “Risk Factors” beginning on page 22 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;*
- *In the chapter titled “Statement of Tax Benefits” beginning on page 103 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter;*
- *In the chapter titled “Management’s Discussion and Analysis of Financial Position and Results of Operations” beginning on page 238 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter.*

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

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to “India” in this Draft Prospectus are to the Republic of India and its territories. All references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the government of India, center or state, as applicable.

Unless stated otherwise, all references to page numbers in this Draft Prospectus are to the page numbers of this Draft Prospectus.

In this Draft Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “One Hundred Thousand”, the word “Million (Mn)” means “Ten Lacs / Lakhs”, the word “Crore” means “Ten Million” and the word “Billion (Bn)” means “One Hundred Crores”. In this Draft Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Financial Data

Unless stated otherwise, the financial information and financial ratios in this Draft Prospectus are extracted from the restated Financial Statements of our Company as of for the Ten-month period ended January 31, 2024, and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with AS and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the chapter titled “Restated Financial Statements” beginning on page 189 of this Draft Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with AS and have been restated in accordance with the SEBI (ICDR) Regulations.

Our company’s financial year commences on April 1 and ends on March 31 of the next year. All references to a particular financial year are to the twelve (12) months period ended March 31 of that year. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this Draft Prospectus, including in the Section titled “Risk Factors” and chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 22, 135 and 238 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this Draft Prospectus.

Currency and Units of Presentation

All references to “Rupees”, “Rs.”, “INR” or “₹” Are to Indian Rupees, the official currency of the Republic of India. All references to “£” or “GBP” are to Great Britain Pound, the official currency of the United Kingdom. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America

Our Company has presented certain numerical information in this Draft Prospectus in “Lakh” units. One lakh represents 1,00,000. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘Ten Lacs’ or ‘Ten Lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘One Hundred Thousand’ and ‘Crore’ means ‘Ten Million and ‘Billion / bn/ Billions’ means ‘One Hundred Crores’

Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are

not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in the Draft 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.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled "Risk Factors" beginning on page 22 of this Draft Prospectus. Accordingly, investment decisions should not be based on such information.

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FORWARD-LOOKING STATEMENTS

The Company has included statements in this Draft Prospectus which contain words or phrases such as “may”, “will”, “aim”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “potential” and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements. All statements contained in this Draft Prospectus that are not statements of historical facts constitute ‘forward-looking statements’.

All statements regarding the expected financial condition and results of operations, business, plans, and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

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

- Our ability to compete effectively;
- General economic and business conditions in markets where we operate and in the local, regional, national or international economies;
- Our business and financial performance is based on market demand of our services.
- Ability to retain the customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of service quality including our satisfactory performance for the customers;
- Regulatory changes relating to the hospitality sectors in India and our ability to respond to them;
- Increased competition in Tourism Industry;
- Reliance on third-party systems and service providers.
- Inability to attract new customers in a manner that is cost-effective and assures customer success;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Political instability or changes in the government could adversely affect economic conditions in India and subsequently our business may get affected to some extent; and
- The occurrence of natural or man-made disasters or calamities can affect our results of operations and financial condition

Further, important factors that could cause actual results, performance, or achievements to differ materially include, but are not limited to, those discussed under the Section titled “Risk Factors” and chapters titled “Industry Overview”; “Our Business”; and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 22, 108, 135 and 238, respectively, of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

The forward-looking statements contained in this are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of the risks and uncertainties materialize, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated, or expected. All

subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Our Company, the Lead Manager, or their respective affiliates do not have any obligation to, and do not intend to, update, or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this Draft Prospectus until the Equity Shares are listed and allotted to the investors.

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SECTION II - SUMMARY OF ISSUE DOCUMENT

A. Primary Business of our Company

Business Overview

Our company is engaged in Hospitality industry. We provide a diverse portfolio of Business-to-Business (B2B), Business-to-Business-to-Customer (B2B2C) and Business-to-Customer (B2C) hospitality offerings, spanning from traditional resort accommodation to villa rentals and restaurant and bar properties. We focus on providing comprehensive services to guests, including food and beverage options, recreational facilities and event hosting capabilities, reflecting a commitment to ensuring a memorable experience for our visitors.

We offer a range of accommodation options across various destinations, each tailored to provide comfort and convenience. Our resorts have well-appointed rooms and suites, complemented by a variety of dining venues including restaurants, bars and in-room dining services. Our dedicated team provides personalized concierge assistance, access to rejuvenating spa facilities, and a host of recreational activities to ensure a memorable stay for every visitor.

Our resorts serve as versatile event venues, equipped to host a wide array of gatherings including conferences, weddings, and social events. With comprehensive event planning and management services, we ensure seamless execution and unforgettable experiences for our clients and their guests.

For detailed information on our business, see the chapter titled “Our Business” beginning from page 135 of this Draft Prospectus.

Industry in which our Company operates

It is widely acknowledged that the tourist and hospitality sector, which encompasses travel and hospitality services like resorts and restaurants, is a development agent, a catalyst for socioeconomic growth, and a significant source of foreign exchange gains in many countries. The consistent efforts of the central and state governments have helped the tourism industry to recover from the Covid-19 pandemic shock and operate at the pre-pandemic level.

The Indian hotel market including domestic, inbound and outbound was estimated at ~US\$ 32 billion in FY20 and is expected to reach ~US\$ 52 billion by FY27.

As per the Ministry of Tourism, Foreign Tourist Arrivals (FTAs) in March 2023 were 795,827 as compared to 342,308 in March 2022 and 978,236 in March 2019 registering a growth of 132.5% and -18.6% with respect to 2023 and 2019 respectively.

(Source - [IBEF](#))

For detailed information on our Industry, see the chapter titled “Industry Overview” beginning from page 108 of this Draft Prospectus.

B. Names of the Promoters of Our Company

Rahul Maganlal Timbadia, Kartik Maganlal Timbadia and Karna Kartik Timbadia are the Promoters of our Company.

For detailed information on promoters and promoter group of our Company, see the chapter titled “Our Promoter and Promoter Group” beginning from page 181 of this Draft Prospectus.

C. Issue Size

Initial Public Issue of up to 42,50,000 Equity Shares for cash at a price of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakhs of which [●] Equity Shares for cash at a price of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakhs will be reserved for subscriptions by the Market Maker to the Issue. The Issue less Market Maker Reservation Portion i.e., Issue of 2,14,000 Equity Shares for cash at a price of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakhs are here in after referred to as the “Net Issue”. The issue and the net issue will constitute 26.36 % and 25.03 % respectively of the post-Issue paid-up Equity Share Capital of the Company.

For detailed information on the Issue, see the chapter titled “The Issue” beginning from page 49 of this Draft Prospectus.

D. Objects of the Issue

Our Company proposes to utilize the funds which are being raised through this Issue towards the below-mentioned objects:

Sr. No.	Particulars	Estimated Amount (Amount in ₹ Lakhs)	% of Total Issue Size
1	Expansion of existing property	1,700.00	[●]
2	Funding of working capital requirements of the Company	400.00	[●]
3	General Corporate Expenses	[●]*	[●]
	Net IPO Proceeds	[●]	100.00

*To be updated upon determination of Issue Price prior to filing of Prospectus with Registrar of Companies (RoC)

For detailed information relating to Objects of the Issue, see chapter titled “Objects of the Issue” beginning from page 80 of this Draft Prospectus.

E. Aggregate Pre-issue shareholding of our Promoter and Promoter group

As this is completely a fresh issue of capital, there is no selling shareholder.

As on the date of this Draft Prospectus, the aggregate pre-issue shareholding of the promoter and promoter group as a percentage of paid-up share capital of our company is as follows:

Particulars	Pre-Issue Shareholding	
	Number of Shares of Face value ₹10/- each	Percentage holding (%)
Promoters		
Rahul Maganlal Timbadia	93,64,000	78.85
Kartik Maganlal Timbadia	3,12,000	2.63
Karna Kartik Timbadia	3,12,000	2.63
Total Promoters Shareholding (A)	99,88,000	84.11
Promoter Group		
Almitra Ballal Chandrachud	500	Negligible
Parth Rahul Timbadia	500	Negligible
Jalpa Karna Timbadia	500	Negligible
Suchita Kartik Timbadia	500	Negligible
Total Promoter Group Shareholding (B)	2,000	0.01
Total Promoters & Promoter Group (A+B)	99,90,000	84.12

For detailed information relating to shareholding of out promoter and promoter group, see chapter titled “Capital Structure” beginning from page 61 of this Draft Prospectus.

F. Summary of restated financial statements

The following details of our Share Capital, Net Worth, revenue from operations, restated profit for the year, earnings per Equity Share (basic and diluted), restated net asset value per Equity share and total borrowings for the ten-months period ended January 31, 2024 and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 are derived from the Restated Financial Information as follows:

(Amount in ₹ Lakhs, except as provided otherwise)

Particulars	For the ten-month period ended January 31, 2024	For the Financial Years ended March 31,		
		2023	2022	2021
Share Capital	1,187.50	237.50	237.50	237.50
Net Worth ⁽¹⁾	1,688.26	1,316.84	891.08	754.46
Revenue from operations	1,204.26	1,271.37	1,283.25	805.50
Restated profit for the year ⁽³⁾	312.15	347.99	132.02	(120.18)
Earnings per share (basic and diluted) (₹) ⁽⁴⁾	2.63*	3.00	1.21	(1.01)
Restated net asset value per Equity share (₹) ⁽⁵⁾	74.74	72.11	69.18	16.72
Total borrowings	211.55	614.14	1,053.54	938.51

*Not annualised

Notes:

1. Net Worth = Restated Equity Share Capital plus Reserves and Surplus excluding Revaluation Reserve
2. Profit after tax is restated consolidated profit/ (loss) of the company after taxes and exceptional items
3. Earnings per Share (Basic and diluted) = Restated profit for the period divided by weighted average number of Equity shares outstanding during the period
4. Net Asset Value per Equity Share = Restated Net Worth divided by weighted average number of Equity shares outstanding during the period

For further details relating to financial information, see sections titled “Financial Information” 189 of this Draft Prospectus

G. Auditor qualifications

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

For further details on audit report on the financial information, refer chapter titled “Restated Financial Statements” beginning from page 189 of this Draft Prospectus.

H. Summary of outstanding litigations

There are certain outstanding litigation pending against the Company, Promoter, Directors, Subsidiaries/Associates and Group Companies. These legal proceedings are pending at different levels of adjudication before various courts and tribunals.

A summary of these legal and other proceedings is given below:

Name	Criminal Proceedings	Civil or Other Material pending Litigation	Statutory or Regulatory Actions	Disciplinary actions by the SEBI or Stock Exchanges against the Promoter	Tax claims	Financial Implications to the Extent Quantifiable (Amount in ₹ Lakhs)^
1. Company						
Against the Company	Nil	1	Nil	Nil	3	53.00
By the Company	Nil	1	NA	NA	NA	Not ascertainable
2. Directors/Promoters						
Against the Directors/Promoters	Nil	Nil	Nil	Nil	15	5.75
By the Directors/Promoters	Nil	Nil	NA	NA	NA	Nil
3. Group Companies						
Against the Group Company	Nil	1	Nil	Nil	NA	Not ascertainable
By the Group Company	2	1	NA	NA	NA	60.40

^to the extent quantifiable

As on the date of this Draft Prospectus, there are no outstanding litigation proceedings against our Group Companies, the outcome of which may have a material impact on our Company.

For detailed information, see chapter titled “Outstanding Litigations and Material Developments” beginning from page 255 of this Draft Prospectus.

I. Risk factors

The top 5 risk factors as mentioned by us in the Section titled “Risk factors” beginning on page 22 of this Draft Prospectus are as follows:

1. Our Company has incurred losses in the one out of the three previous financial years.
2. Our Company has had negative cash flow in the past and may continue to have negative cash flows in the future.

3. Our Company requires significant amount of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations, financial condition and cash flows.
4. Our Company, Promoters of the Company, Directors of the Company and our Group Companies are parties to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before the respective courts and regulatory authorities. Any adverse decision may make us or our promoters/directors or group companies liable to liabilities/penalties and may adversely affect our reputation, business, and financial status.
5. A parcel of land on which one of our resort property is constructed (Saj in the Forest, Pench) is taken on leasehold basis under a Joint Venture arrangement. If we are unable to comply with the terms of such arrangement, our business, results of operations, financial condition and cash flows may be adversely affected.

For the details pertaining to the internal, external and issue related risk factors relating to the Company, see the section titled “Risk Factors” beginning on page 22 of this Draft Prospectus to have an informed view before making investment decision.

J. Summary of Contingent Liabilities of the Company

The following are the details of contingent liability of our Company, as per Restated Financial Statements:

Particulars	For the ten-month period ended January 31, 2024	(Amount in ₹ Lakhs)		
		For the Financial Years ended March 31,		
		2023	2022	2021
Contingent Liabilities in respect of:				
- Guarantees to bank against credit facilities extended to the group companies *	3,600.00	4,749.73	1,794.64	1,950.83
- TDS Defaults with respect to Delay filing fee, Short Deduction and Interest thereon	2.55	0.03	4.01	1.51
Other money for which company is contingently liable:				
- In respect of service tax matters pending before authorities	25.21	25.21	25.21	25.21
Total Contingent Liability	3,627.76	4,774.97	1,823.86	1,977.55

* to the extent facilities utilised by the group company

For detailed information relating to contingent liability of our company, see chapter titled “Restated Financial Statements”, “Statement of Financial Indebtness” and “Outstanding Litigation and Material Development” beginning on page 189, 235 and 255 respectively of this Draft Prospectus.

K. Summary of related party transactions

For detailed information pertaining to Related Party Transaction of our Company, see chapter titled “Related Party Transactions” beginning on page 235 of this Draft Prospectus.

L. Details of financing arrangement

There are no financing arrangements whereby the promoter, member of promoter group, the directors of our company and their relatives have financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of this Draft Prospectus.

M. Weighted average price of Promoter’s share in the last one year

The weighted average price at which equity shares was acquired by our Promoter in the last one year from the date of this Draft Prospectus is as follows:

Name of the Promoter	Number of Equity shares acquired*	Consideration (Amount in ₹ Lakhs)	Weighted Average Price (In ₹ per Equity Share)
Rahul Maganlal Timbadia	1,12,50,000	-	-
Kartik Maganlal Timbadia	3,12,500	-	-
Karna Kartik Timbadia	3,12,500	-	-

**The company has split the shares vide passing Resolution at Extraordinary General Meeting held on September 1, 2023 by sub-division of 1 (One) Equity Share of the Company having Face Value of ₹ 100/- each (Rupees Hundred only) into 10 (ten) Equity Share having Face Value of ₹ 10/- (Rupees Ten Only) each.
The Board of Directors vide passing of Resolution on October 10, 2023, allotted 95,00,000 Equity Shares via Bonus Issue in the ratio of Four (4) Equity Shares for every one (1) existing fully paid up Equity Share.*

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJRH9505

For detailed information pertaining to capital structure, see chapter titled “Capital Structure” beginning on page 61 of this Draft Prospectus.

N. Average cost of acquisition of equity shares of Promoter and Promoter group members

The average cost of acquisition of equity shares of our promoter and promoter group members as on the date of this Draft Prospectus is as follows:

Name of the Promoter	Number of Equity Shares of face value ₹ 10/- each held	Average cost of Acquisition (In ₹ Per Equity Share)
Rahul Maganlal Timbadia	93,64,000	2.00
Kartik Maganlal Timbadia	3,12,000	56.09
Karna Kartik Timbadia	3,12,000	56.09
Almitra Ballal Chandrachud	500	Nil
Parth Rahul Timbadia	500	Nil
Suchita Kartik Timbadia	500	Nil
Jalpa Karna Timbadia	500	Nil

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

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJSE3290

O. Details of pre-IPO placement

Our Company has not proposed any Pre-IPO placement from the date of this Draft Prospectus till the listing of the Equity Shares.

P. Issuances of equity shares made in the last one year for consideration other than cash

Except for the Bonus Issue on October 10, 2023 as disclosed in the chapter titled “Capital Structure” beginning on page 61 of this Draft Prospectus our Company has not issued any Equity Shares in the last one year preceding the date of this Draft Prospectus for consideration other than cash or through a bonus issue.

Q. Split or consolidation of Equity shares in the last one year

Except for the sub-division of equity shares on September 1, 2023 as disclosed in the chapter titled “Capital Structure” beginning on page 61 of this Draft Prospectus, our Company has not undertaken any split or consolidation of Equity Shares in the last one year preceding the date of this Draft Prospectus.

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

As on the date of this Draft Prospectus, our Company has not been granted by SEBI any exemption from complying with any provisions of securities laws.

SECTION III - RISK FACTORS

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks described below are not the only ones relevant to us or our Equity shares, the industry and/or segments in which we operate or propose to operate. Additional risks and uncertainties, not presently known to us or that we currently believe to be immaterial may also impair our business, result of operations, financial condition and cash flows.

To obtain a more complete understanding, you should read this section together with Chapters titled, "Industry Overview", "Our Business", "Restated Financial Statement", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Other Material Developments" and "Terms of the Issue" beginning on pages 108, 135, 189, 238, 255 and 278 respectively, as well as the other financial and statistical information contained in this Draft Prospectus.

This Draft Prospectus 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 because of certain factors, including the considerations described below and elsewhere in this Draft Prospectus. For details, see "Forward Looking Statements" beginning on Page 15 of this Draft Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Accounting Standards, as per the requirements of the Companies Act, 2013 and SEBI (ICDR) Regulations.

Materiality

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

- Some risks may not be material individually but may be material when considered collectively.
- Some risks may have material impact qualitatively instead of quantitatively.
- Some risks may not be material at present but may have a material impact in the future.

INTERNAL RISK FACTORS

1. Our Company has incurred losses in the one out of the three previous financial years.

Our Company has incurred losses in one out of the three previous financial years i.e. restated loss amounts to ₹ 120.18 Lakhs for the financial year ended March 31, 2021; due to various lockdowns during COVID-19 pandemic. However, the company has maintained profitability in terms of Earnings before Interest, Tax and Depreciation which amounts to ₹178.97 Lakhs. For further details relating to financial information of our company, refer section titled "Financial Information" beginning on page 189 of this Draft Prospectus.

Since our business is dependent on various externalities, we may experience losses in future as well, and the same would have an adverse effect on our Company's reputation, profitability and financial condition.

2. Our Company has had negative cash flow in the past and may continue to have negative cash flows in the future.

Our Company had negative cash flows from our investing activities as well as financing activities in the previous year(s) as per the Restated Consolidated Financial Statements and the same are summarized as under:

(Amount in ₹ Lakhs)

Particulars	For the ten-month period ended January 31, 2024	For the Financial year ending 31,		
		2023	2022	2021
Cash flow from Operating Activities	505.98	767.15	332.47	474.26
Cash flow from Investing Activities	(72.55)	(598.14)	(440.68)	(95.37)
Cash flow from Financing Activities	(410.58)	(174.70)	54.79	(320.14)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

For more details relating to financial information of our Company, see section titled “Financial Information” beginning on page 189 of this Prospectus.

3. Our Company requires significant amount of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations, financial condition and cash flows.

Our business requires significant amount of working capital for smooth functioning of day-to-day activities and sustain continued growth. Summary of our working capital position held for the period ended January 31, 2024 and financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 is as follows:

(Amount in ₹ Lakhs)

Particulars	Audited and Restated Financial Statements			
	Financial Year ended March 31			For the ten-month period ended January 31, 2024
	2021	2022	2023	
Inventories	2.01	2.77	6.81	16.19
Trade Receivables	10.27	7.04	3.49	21.76
Short Term Loans and Advances	57.43	101.78	261.89	196.03
Other Current Assets	145.63	124.98	46.97	70.51
Total Current Assets (A)	215.34	236.57	319.16	304.50
Trade Payables	33.68	36.37	51.13	32.34
Other Current Liabilities and Provisions	119.20	129.86	518.67	512.60
Total Current Liabilities and Provisions (B)	152.88	166.23	569.80	544.94
Total Working Capital Requirement (A-B)	62.46	70.34	(250.64)	(240.44)

For the working capital requirement of our Company, we have a sanctioned working capital limit of ₹ 25.00 Lakhs with HDFC bank, which is currently utilised to the extent of ₹ 0.35 Lakhs (i.e. 1.4% of the total sanctioned amount). Further, our Company has had instances of negative working capital requirement in previous financial year ended March 31, 2023 and the stub period ended January 31, 2024, this was due to repayment of short-term borrowings.

We intend to grow our business by expanding rooms in our existing resort properties. Our growing scale of operation and planned expansion may result in increase in the quantum of working capital required. Our inability to maintain sufficient cash flows, credit facility and other sourcing of finance for the same, could adversely affect our results of operations, financial conditions and cash flows.

For further details regarding our working capital requirement, see chapters titled “Objects of the Issue” on page 80 and 238 of this Draft Prospectus.

4. Our Company, promoters of the Company, directors of the Company and our group companies are parties to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before the respective courts and regulatory authorities. Any adverse decision may make us or our promoters/directors or group companies liable to liabilities/penalties and may adversely affect our reputation, business, and financial status.

Our Company is currently involved in legal proceedings that are pending at different levels of adjudication before various courts. In the event of any adverse rulings or the levying of penalties, we may need to make payments or provisions for future payments, which could potentially increase our expenses and current or contingent liabilities. Additionally, there are outstanding litigation proceedings involving our company, our promoter, our directors and our group companies.

A summary of these legal and other proceedings is given as follows:

Name	Criminal Proceedings	Civil or Other Material pending Litigation	Statutory or Regulatory Actions	Disciplinary actions by the SEBI or Stock Exchanges against the Promoter	Tax claims	Financial Implications to the Extent Quantifiable (Amount in ₹ Lakhs)^
1. Company						
Against the Company	Nil	1	Nil	Nil	3	53.00
By the Company	Nil	1	NA	NA	NA	Not ascertainable
2. Directors/Promoters						
Against the directors/promoters	Nil	Nil	Nil	Nil	15	5.75
By the directors/promoters	Nil	Nil	NA	NA	NA	Nil
3. Group Companies						
Against the group Companies	Nil	1	Nil	Nil	NA	Not ascertainable
By the group Companies	2	1	NA	NA	NA	60.40

^to the extent quantifiable

As on the date of this Draft Prospectus, there are no outstanding litigation proceedings against our Group Companies, the outcome of which may have a material impact on our Company. Further, the above-mentioned litigations in relation to the Company are not so major that the survival of the Company is dependent on these cases.

The amount mentioned above may be subject to additional interest, rates or penalties being levied by the concerned authorities for delay in making payment or otherwise. For further details relating to outstanding litigations, refer chapter titled “Outstanding Litigation and Material Development” beginning on page 255 of this Draft Prospectus.

- 5. A parcel of land on which one of our resort property is constructed (Saj in the Forest, Pench) is taken on leasehold basis under a Joint Venture arrangement. If we are unable to comply with the terms of such arrangement, our business, results of operations, financial condition and cash flows may be adversely affected.**

As on the date of this Draft Prospectus, one of our resort properties, Saj in the Forest, Pench, is operated through a joint venture agreement between Shri Shankarlal Pradhan (‘the land owner’), SKS Farms & Hotels Private Limited (‘the Resort Owner’) dated October 27, 2022, wherein land on which Saj in the Forest, Pench is constructed and operated, has been taken on lease for operation and maintenance of the resort. The period of the said arrangement is 60 years. The said deed has not been registered and we are in the process of getting it registered.

While our Company holds legal and beneficial interest in the immovable property and we have been using the said land parcel for operation of the resort since the year 2023, and there has been no instances of any dispute due to non-compliance of any terms of such arrangement, there can be no assurance that the terms of the agreement will be complied, and the arrangement will hold in the future.

For further details related to the said arrangement, refer chapter titled “General Information” and head “Collaborations” under chapter “Our Business” beginning on page 53 and 141 of this Draft Prospectus.

- 6. Our Company has entered into long-term lease deeds with various third parties to receive lease rentals/ license fee for the resort/ restaurant properties. If these agreements are terminated or not renewed, our business, results of operations, financial condition and cash flows may be adversely affected.**

As on the date of this Draft Prospectus, our Company has a long-term lease deed (from November 26, 2018 to March 25, 2027), for one of the resort properties, Saj on the Mountain, Mahabaleshwar, wherein the operation and management of the property is also undertaken by the lessee, i.e. [●]*.

Details of the revenue from Saj on the Mountain, Mahabaleshwar is provided hereunder:

Particulars	For the ten-month period ended January 31, 2024	For the financial year ended March 31,		
		2023	2022	2021
Revenue from operation	1,204.26	1,271.37	1,283.25	805.50
Revenue from Saj on the Mountain, Mahabaleshwar	420.09	503.50	413.99	247.99
Revenue from Saj on the Mountain, Mahabaleshwar as a % of Revenue from operations	34.88%	39.60%	32.26%	30.79%

As apparent from the above table, a substantial portion of the revenue from operations is derived from the resort properties given on lease to third party. For further details regarding the revenue from the above stated lease property, refer sub-head "Capacity and Capacity utilisation" under "Our Business" on page 142 of this Draft Prospectus.

Further, during the year 2018, our Company took a restaurant property situated at Survey No. 1/51, Anjuna, Goa, admeasuring an area of 2,850 sq. mts. on leasehold basis and after some renovations, it is sub leased to another entity in the year 2023. The said restaurant property is currently operated by third party and our Company earns license income and other fees in form of revenue sharing of the restaurant business conducted at the property. Refer sub-head "Other Properties/Investments" under head "Resort Properties of Saj" under "Our Business" on page 141 of this Draft Prospectus.

There is specified tenure of such agreements and include provision of rent escalation. However, certain of these agreements may be terminated by the relevant lessee/licensee with notice post completion of a defined period. Further, on renewal, the terms of such leases are re-negotiated between us and the counterparties and our tenants may not renew or may renew on terms less favourable to us than the terms of their original leases. A decline in the financial stability of our commercial and retail tenants or our prospective tenants may also adversely affect our business and financial results. In the event of a default or termination of a lease by a tenant prior to the expiry of a lease, we will suffer a rental shortfall and incur additional costs, including legal expenses in maintaining, insuring and re-letting the property. If we are unable to re-let or renew lease contracts promptly, if the rentals upon such renewals or re-leasing are significantly lower than the expected value or if reserves, if any, for these purposes prove inadequate, our results of operations, cash flows, financial condition and the value of our properties could be adversely affected.

In addition, leasing out property involves various other risks that could adversely affect our business, financial condition, cash flows, results of operations and prospects, such as: (a) changes in market conditions, tenant preferences, demographics, consumer behaviour, economic trends, environmental regulations, zoning laws, tax laws or other factors, which could affect the demand for or value of our properties, or increase our operating or capital expenditures; (b) damage to or deterioration of our properties due to fire, flood, earthquake, vandalism, terrorism, natural disasters, accidents, wear and tear, or other causes, which could impair our ability to lease or operate our properties, or require significant repairs or improvements; and (c) damage to our reputation and an overall negative impact on our business due to any potential negative publicity of tenants.

While we have not experienced any instances such till date, we cannot assure that such a situation shall not arise in the future. Such occurrences may adversely affect our business, results of operation and financial condition.

**the consent from the collaborator, to use their name in this Draft Prospectus, has not been received yet.*

7. Certain premises are not owned by us and are held by us on a leasehold/ rental basis. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.

Certain premises are not owned by us and are held by us on a leasehold/ rental basis. The details of the properties held by us on leasehold/rental basis as mentioned in the head "Immovable Properties" in chapter titled "Our Business" on page 146 of this Draft Prospectus, are provided herein below:

Particulars	Details of Property	Name of lessor	Date of Lease Agreement	Purpose used	Lease rental/ License fee
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			and Lease period		
Corporate Office*	Office no. 102, 1 st Floor, Navkar Plaza Premises Co-op Society Ltd, Bajaj Road, Vile Parle (W), Mumbai-400056	La-Tim Life Style and Resorts Ltd	April 1, 2021 till September 30, 2026	Corporate Office	Annual license fee of ₹ 3,74,500
Resort Property**	Saj in the Forest, Survey number 131, Avarghani, Kurai, Sivani, Madhya Pradesh - 480881	Shankarlal Pradhan and SKS Farms and Hotels Private Limited	60 years from agreement dated April 1, 2023	Resort Property operated by us	₹ 12,000 p.a.
Restaurant Property at Goa	Survey No. 1/51, House No. 1111, Anjuna, Bardez, Goa-403509	Georgina Julia Jafra Lobo and Laeticia Lobo	October 3, 2023 till December 12, 2033	Restaurant property leased out	October 3, 2023 to July 2, 2026 - ₹ 1,50,000 per month July 3, 2026 to April 2, 2029 - ₹ 1,72,000 per month April 3, 2029 to January 2, 2032 - ₹ 1,97,875 per month January 3, 2032 to December 2, 2033 - ₹ 2,27,557 per month
Villa properties at Goa	Saj Villas, 1045/1 and 1045/2, Mapusa, Montero Waddo, Anjuna, North Goa, Goa - 403509	Theodorio Elizabeth Vincent Paul Nunes	January 1, 2022 till April 30, 2032	Villas	Lease of ₹ 1,75,000 per month with an escalation of 5% every year

*Shared office premises

**Pending execution of deed of conveyance in the name of Saj Hotels Limited due to pending approvals

If we do not comply with certain conditions of the lease/rent agreement, the lessor may terminate the lease, which could have an adverse effect on our operations and there can be no assurance that renewal of lease agreement with the owner will be entered into. In the event of non-renewal of lease of our corporate office, we may be required to shift our corporate office to a new location and in the event of non-renewal of lease agreements relating to other properties, it may lead to disruption in our business operations relating to our resort property, restaurant property and villa property.

We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In the event that we are required to vacate the aforesaid leased premises, we would be required to make alternative arrangements and we cannot assure that the new arrangements will be on commercially acceptable terms. Further, any negative set-back could materially adversely affect our business, results of operations, financial condition, cash flows and prospects.

While there have been no instances in the past wherein our lease deeds or rental agreements entered by us have been terminated due to non-compliance with the terms of the lease deeds or rental agreements or any other reasons thereof, there can be no assurance that in future our lease deeds or rental agreements will not be terminated owing to non-compliance of terms and conditions associated with such arrangements.

8. **We have not yet placed orders in relation to the funding Capital expenditure through civil work required for expanding of two of our properties which is proposed to be financed from the net Issue proceeds of the IPO. In the event of any delay in placing the orders, or in the event the vendors are not able to execute the contract in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Our proposed expansion plans are subject to the risk of unanticipated delays in implementation due to factors including delays in construction and cost overruns.**

We intend to use a part of the net proceeds from IPO for funding capital expenditure requirements towards expansion of existin resort properties including civil work required for expanding two of our properties situated at Saj by the Lake,

Malshej and Saj in the Forest, Pench amounting to ₹ 1,700 Lakhs (100% of the capital expenditure that is proposed to be funded through Issue proceeds). We are yet to place orders for the capital expenditure for the proposed expansion. We have not entered into any definitive contract to utilize the net proceeds for this object of the Issue. Additionally, in the event of any delay in placement of such orders, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. Our proposed expansion may be subject to potential problems and uncertainties that construction projects face including cost overruns or delays. Problems that could adversely affect our expansion plans include labour shortages, increased costs of materials or manpower, inadequate performance of the equipment and machinery used for such civil work, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory, environmental and other regulatory approvals, incremental pre-operating expenses, taxes and duties, environment and ecology costs and other external factors which may not be within the control of our management. Further, there can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. The proposed expansion will require us to obtain approval, which are routine in nature.

For further details, see “Objects of the Issue” on page 80 of this Draft Prospectus. There can be no assurance that we will be able to complete the aforementioned proposed expansion in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

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

We have registered trademarks under class 41 (education, providing of training, entertainment, sporting and cultural activities) and class 43 (providing food and drink, temporary accommodation) with the Registrar of Trademarks under the Trade Marks Act for the word ‘SAJ’. Further, we also have application seeking registration of trademark of our logo. We believe that brand awareness, image and loyalty are critical to our ability to achieve and maintain high average occupancy and average room rates.

Our success depends on our awareness of and our ability to prevent third parties from using our brand name ‘Saj’ without our consent, which could in turn adversely affect our business and results of operations. We may not be able to prevent infringement of our trademarks. For example, we have sent legal notice to ‘Saj Holdings Private Limited’ for use of our brand name for their hotel/resort, ‘SAJ Earth Resort and Convention Centre’ and ‘Saj Vagamon Hideout’ through their website domain www.sajhotels.com. While we have initiated proceedings against such infringement, we cannot predict the outcome of these proceedings. If our trademarks are improperly used, the value and reputation of our brand name could be harmed, and we could incur substantial costs in pursuing any claims relating to our trademarks, which may not be decided in our favour.

Further, we may also be susceptible to claims from third parties ascertaining infringement and other related claims. In the event that any third party alleges proprietary rights over such trademarks, we may be exposed to legal proceedings brought against us in respect of use of such trademarks. Such legal proceedings may result in monetary loss, prevent us from using our trademarks and could have an adverse effect on our business, result of operations and financial condition.

10. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect the operations of our business.

Our business operations are subject to various government and statutory regulations which may differ from region to region. Hence, we are required to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. We are in the process of applying for certain approvals relating to our operations.

On conversion of our Company from private limited to public limited, the name our Company has changed from ‘Saj Hotels Private Limited’ to ‘Saj Hotels Limited’. Consequent to this change, we are in the process of updating the name in all the licenses and approvals taken by our Company in the ordinary course of business; however, the process is still in progress and such updation is still pending.

Furthermore, government approvals and licenses are subject to numerous conditions, including but not limited to various monitoring and compliance requirement. Any failure to renew the approvals that have expired or apply for, obtain and validly maintain the required licenses, approvals, registrations or permits, or any suspension or revocation of any approvals, licenses, registrations and permits that have been or may be issued to us, may materially and adversely

affect our operations, financial condition and results of operations. We cannot assure you that we will be able to obtain approvals in respect of such applications or any application made by us in the future.

While we generally apply for renewal of licenses and approvals timely, we cannot assure that such approvals will be issued to us or granted in a timely manner or at all, which may have an adverse effect on our business operations. As on the date of this Draft Prospectus, 1 of our licenses i.e. Bar license have expired and we are yet to apply for the renewal of the same.

For more information about the licenses required in our business and the licenses and approvals applied for, please refer “Key Industrial Regulations and Policies” and “Government and Other Approvals” on page 152 and 261 of this Draft Prospectus.

11. There are certain discrepancies in some of the corporate records relating to forms filed with the Registrar of Companies (RoC).

In the past, our Company has filed certain forms with the RoC which have certain errors. The details of those are as mentioned below:

Sr. No.	Forms with discrepancies	Corrective Action by Company
1	Various SH-7 filed for increasing authorised share capital of the company	Company has filed compounding application with RoC
2	AOC-4 CFS for FY 2023-2024 relating to Consolidation Financial Statements not filed	Company has filed compounding application with RoC

As on the date of this Draft Prospectus, there has been no penalties imposed on our Company; however, we cannot assure that there will be no penalties in the future. In the event of any cognizance being taken by the concerned authorities in respect of the above, actions may be taken against our Company and its directors, in which event the financials of our Company, Directors, Key Managerial Personnel, and if any officer in default may be affected.

12. We have been unable to locate certain of our historical corporate records

Our Company was incorporated in 1981 and certain corporate records and documents and documents filed by us with the Registrar of Companies are not traceable. The secretarial records such as certain past allotments of Equity Shares made by our Company, share transfer forms, could not be traced. While we have conducted searches of our records at our Company’s registered office, Registrar of Companies, Pune and on the MCA portal maintained by the Ministry of Corporate Affairs, we have not been able to trace the aforementioned corporate records. As the relevant information was not available in the records maintained by our Company, at the MCA Portal maintained by the Ministry of Corporate Affairs or at the physical office records maintained by the Registrar of Companies, a registration of lost property was lodged by us with the Juhu Police Station, Mumbai on May 10, 2024, wherein we have reported that our Company is unable to find any and all corporate records from our incorporation till the year 2003.

Accordingly, we have included the details of the build-up of the share capital of the Company in this Draft Prospectus, by placing reliance on other corporate records of the company i.e., Statutory Registers, Annual Reports and Annual Returns filed by the Company with the Ministry of Corporate Affairs. Further our Company has also obtained Certificate on the Capital Build-up of the Company from the Statutory Auditors of the Company, Dhirubhai Shah & Co LLP, Chartered Accountants, vide their Certificate dated May 9, 2024 UDIN 24140594BKAJSQ6815 and also from an Independent Practising Company Secretary, Kothari H. & Associates, vide their Due Diligence Report dated May 16, 2024 UDIN F009871F000384883.

We cannot assure you that the filings were made in a timely manner or at all. We cannot assure you that, in future, we will not be subjected to any liability on account of non-availability of such records. Although no legal proceedings or regulatory actions have been initiated or pending against us in relation to such untraceable secretarial and other corporate records and documents, if we are subject to any such liability, it may have a material adverse effect on our reputation, financial condition, cash flows and results of operations. Further, there can be no assurance that there will be no such delays or non-compliances in the future and our Company will not be subject to adverse actions by the authorities.

13. Strategic investments, partnerships, or alliances may be difficult to integrate, and may adversely affect our financial condition and results of operation.

We may, from time to time, look for opportunities to acquire businesses or enter into strategic partnerships or alliances. Following are the details with respect to our investments and disinvestments in the past:

Name of the entity	Details of Investment	Date of Investment	Date of Disinvestment
Coast to Coast Hospitality and Lifestyle LLP	Subsidiary LLP	September 25, 2018	March 10, 2023
Perhaps Foods Private Limited	Subsidiary Company	April 1, 2020	March 30, 2023
My Own Rooms Dot In Private Limited	Associate Company	November 17, 2021	NA

For further details relating to details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, revaluation of assets, etc. in the last 10 years, refer head “Material acquisitions or divestments of business/undertakings, mergers, amalgamation, revaluation of assets, etc. In the last 10 years” under chapter titled “History and certain corporate matters” beginning on page 159 of this Draft Prospectus.

If we choose to grow through acquisitions in future, we may face risks including: (i) difficulties integrating the personnel, operations, technology, internal controls and financial reporting of companies we acquire into our operations; (ii) disruption of our ongoing business and diversion of the attention of our management; (iii) potential loss of skilled professionals and established customer relationships of the businesses we acquire; (iv) unforeseen or hidden liabilities or costs post-acquisition; (v) regulatory hurdles in closing an acquisition; and (vi) challenges in achieving the expected benefits of synergies and growth opportunities in connection with these acquisitions and alliances. In addition, acquisitions may result in impairment of goodwill and other intangible assets, adversely affecting our financial condition and results of operations. These difficulties could disrupt our ongoing business, distract our management and employees, and increase our expenses. We may not be able to achieve the strategic purpose of such acquisition or operational integration or our targeted return on investment.

14. We have contingent liabilities and capital commitments. These contingent liabilities have not been provided for in our restated financial information. Our financial condition could be adversely affected if any of these contingent liabilities or capital commitments materialize.

We have various contingent liabilities and capital commitments. As of January 31, 2024, our Company has contingent liability amounting to ₹ 3,627.76 Lakhs consisting of co-borrowing with related parties, TDS defaults and pending litigation of service tax matters. The details of our contingent liability for the period ended January 31, 2024, as mentioned in notes to our “Restated Financial Statements” beginning on page 189 of this Draft Prospectus is as follows:


(Amount in ₹ Lakhs)	
Particulars	For the ten-month period ended January 31, 2024
Guarantees to bank against credit facilities extended to group companies*	3,600.00
TDS Defaults with respect to delay filing fee, short deduction and interest thereon	2.55
In respect of service tax matters pending before authorities	25.21
Total	3,627.76

*to the extent utilized by group company. Saj Hotels Limited is one of the co-borrowers in respect of the loan to the extent of ₹ 3,600 Lakhs borrowed by La Tim Metal & Industries Limited. Further, Saj has also provided security in the nature of hypothecation/ mortgage over the Company’s properties i.e. Saj on the Mountain, Mahabaleshwar and Saj by the Lake, Malshej, respectively for the same loan.

For details relating to contingent liability relating to indebtedness of our company, refer chapter titled “Statement of Financial Indebtness” beginning on 235 of this Draft Prospectus; and for contingent liability relating to outstanding litigations, refer chapter titled “Outstanding Litigations and Material Development” beginning on page 255 of this Draft Prospectus.

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of these contingent liabilities materialize or if at any time, we are compelled to pay all or a material proportion of few of these contingent liabilities, our financial condition and results of operation may be adversely affected.

15. We have applied for certain trademark which we are using for our business and are awaiting approval for the registration.

We have applied for registration of trademark for our logo , and our application is currently pending with the Trade Marks Registry of India. We are currently using this logo for our business. There can be no assurance that we will be able to successfully obtain the said registration in a timely manner or at all. Any unauthorized or inappropriate use of our brand, trademarks and other related intellectual property rights by others in their corporate names or product brands

or otherwise could harm our brand image, competitive advantages and business, and dilute or harm our reputation and brand recognition. For risk associated with our inability to protect or use our intellectual property rights, refer “Risk factors- Our inability to protect or use our intellectual property rights may adversely affect our business.” on page 27.

- 16. The land parcels on which the registered office of our Company is located, has been leased out to [●]*. In the event there are any statutory notices and/or inspections/investigations being initiated by the relevant department at such property, we may not be able to respond to the said notice in a timely manner or at all. This may lead to non-compliance and consequents fines or penalties which may lead to adverse effect on results of operations, financial condition and cash flows.**

As of the date of this Draft Prospectus, the land parcels on which the Registered Office of our Company is located i.e. Saj on the Mountain, Survey Number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra - 412806, has been leased out to [●]*. In the event there are any statutory notices and/or inspections/investigations being initiated by the relevant department at such property, we may not be able to respond to the said notice in a timely manner or at all.

In this regard, we have undertaken to shift the place of maintenance of records relating to accounts and other statutory documentation at the corporate office of our company situated at Office no. 102, 1st Floor, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai, Maharashtra – 400056. The same has also been updated on the MCA portal. However, unforeseen circumstances may arise relating to statutory notice and/or inspections/investigations being delivered and/or initiated at the registered office and we may not be able to respond to the said notice in a timely manner or at all. This may lead to non-compliance and consequents fines or penalties which may lead to adverse effect on results of operations, financial condition and cash flows.

While we have not experienced any such instance of non-compliance owing to this till date, we cannot assure that such a situation shall not arise in the future.

For details relating to registered office being leased out, see head “Brief of Company and Issue Information” under chapter titled “General Information” beginning on page 53 of this Draft Prospectus.

**the consent from the collaborator, to use their name in this Draft Prospectus, has not been received yet.*

- 17. The land parcels on which the Corporate Office of our Company is located, is being shared between our Company and our Associate Company. The said premise is not owned by us and are held by us on a leasehold/rental basis. In the event there is a conflict between our company and our associate, it may lead to disruption in our business, results of operations, financial condition and cash flows may be adversely affected.**

As of the date of this Draft Prospectus, the corporate office of our Company and registered office of our associate company, namely My Own Room Dot In Private Limited, is located at Office no. 102, 1st Floor, Navkar Plaza Premises Co-op Society Ltd, Bajaj Road, Vile Parle (W), Mumbai- 400056, which is held on leasehold basis. In case of any dispute between our company and our associate company, we may suffer a disruption in our operations which could have an adverse effect on our business and operations.

While we have not experienced any such instances of conflict till date, we cannot assure that such a situation shall not arise in the future.

For details relating to shared office space, see head ‘Overview’ under chapter titled ‘Our Business’ on Page 135 of this Draft Prospectus.

- 18. We are exposed to risks associated with the development of our resort properties. Any delay in the construction of new properties or expansion of our existing properties, or if the costs of development and the possible time or costs overruns related to proposed development or expansion are higher than expected, it may have an adverse effect on our business, results of operations, financial condition, and cash flows.**

We are in the process of developing our existing resort properties by expanding and increasing number of rooms at two of our resort properties, namely Saj by the Lake, Malshej and Saj in the Forest, Pench. Additionally, we are also in the process of developing villas in Goa. This is dependent on our ability to arrange finance through net proceeds or otherwise, the performance of external agencies that are responsible for development of the said properties. Further, we cannot assure that the performance of these external agencies will meet the required specifications or performance parameters. We may not be able to identify suitable external agencies in a timely manner. This may also lead to incremental costs and time overruns. As on the date of this Draft Prospectus, our future resort development pipeline consists of expansion of two of our existing properties owned and operated by us, i.e. Saj in the Forest, Pench and Saj by the Lake, Malshej. For further details, refer “Objects of the Issue” on page 80 of this Draft Prospectus.

The estimated costs of these developments are based on quotations received, management's estimates and current conditions as subject to changes owing to changing circumstances. There could be delay in development of properties, approvals and licenses, external parties, or any other unforeseeable circumstances that could lead to cost overruns and delays in our implementation schedule.

If the actual capital expenditure for development of properties significantly exceeds our budget, we may not be able to achieve the economic benefit of such expansion, which in turn can materially impact our results of operations, financial condition and cash flows. There can be no assurance that the said expansion in accordance with the scheduled implementation along with the required regulatory and government approvals will be completed on time and any delay could have an impact on growth, prospects, cash flows and financial conditions.

19. The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be entirely at our discretion of the Management of our Company, based on the parameters as mentioned in the chapter titled "Objects of the Issue".

The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 80 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently revise the fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

Since the Issue size is less than Rs. 10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our finances.

However, the deployment of the funds shall be subject to compliance of applicable laws and Audit Committee of the Company shall hence monitor the utilization of the issue proceeds.

20. The objects of the Issue include funding working capital requirements of our Company, which is based on certain assumptions and estimates.

The objects of the Issue include funding working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see "Objects of the Issue" on page 80 of this Draft Prospectus. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions.

Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

21. Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.

Our Company intends to deploy and utilize Net Proceeds raised pursuant to the Initial Public Offer in the manner set out in the chapter titled "Objects of the Issue" on page 80 in the Draft Prospectus. In accordance with SEBI LODR Regulations and other applicable provisions, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such instance, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations and it may also lead to delay in deployment of funds per the proposed variation of the Objects to the Issue. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by

redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

22. We have not received consent from one of our identified group entity to identify itself as a group entity of our Company.

We have not received consent from one of our identified group entity, Escabrahma Gourmet Private Limited, to identify itself as a group entity of our Company. We have relied and disclosed data on the basis of the information available in the public domain for abovementioned entity.

However, we cannot assure that these disclosures are accurate and/or true and they may be incomplete on account of non-availability of information, documents and consent from above mentioned entity. Anyone placing reliance on information disclosed by us in relation to relevant group entity would be doing so at their own risk.

23. Our Company may be subject to the risk of inaccuracies, errors or contradictions in property records and may not be able to identify or correct defects or irregularities in title to the properties which we own, lease or intend to acquire in connection with the development or acquisition of new properties.

Property records in India are generally maintained at the state and district level and in local languages, and are updated manually through physical records. Such manual update processes may result in inaccuracies, errors or contradictions between the records maintained by different relevant authorities or the approvals obtained in relation to the properties located on these lands, which could affect the reliability of such records. Further, property records may not be available online for inspection or updated in a timely manner, may be illegible, untraceable, incomplete or inaccurate in certain respects, or may have been kept in poor condition, which may impede title investigations or our ability to rely on such property records. In addition, there may be a discrepancy between the duration of the principal lease under different orders issued by state governments in respect of a particular parcel of revenue land.

Further, improperly executed, unregistered or insufficiently stamped conveyance instruments in a property's chain of title, unregistered encumbrances in favor of third parties, rights of adverse possessors, ownership claims of family members of prior owners or third parties, or other defects that a purchaser may not be aware of can affect title to a property. As a result, potential disputes or claims over title to the land on which our properties are or will be situated may arise. Also, such disputes, whether resolved in our favor or not, may divert management's attention, harm our reputation or otherwise disrupt our business.

If any of the conveyance instruments, lease agreements or other agreements entered into by us are not duly registered and adequately stamped, we may face challenges in enforcing them as such documents may be inadmissible as evidence in a court in India, which may cause disruptions in our operations or result in our inability to continue to operate from the relevant locations. While we have obtained title opinions from local counsel and relevant experts on the properties over which our resorts and other properties are located, we may not be able to assess, identify or address all the risks and liabilities associated with the land, such as faulty or disputed title, unregistered encumbrances, inadequate stamp duty payment or adverse possession rights.

For further details related to our Immovable properties, refer head "Immovable Properties" chapter titled 'Our Business' beginning on page 135 of this Draft Prospectus.

24. Our company has borrowing repayable on demand.

As on the January 31, 2024, the Company has ₹ 166.90 Lakhs repayable on demand out of total borrowings of ₹ 211.55 Lakhs (i.e. 78.89% of total borrowings). The said unsecured loans repayable on demand, are availed from the directors or the relatives of the directors. The same is availed for the purpose of meeting the working capital requirements of our Company. If the said funds are demanded for repayment at any period and our Company is not in a position to arrange for the interim funds for meeting its working capital, such working capital funding may be temporarily impacted, which may have an adverse effect on our business, results of operations, financial condition.

For details with respect to the borrowings repayable on demand, see the "Statement of Financial Indebtedness" beginning on page 235 of this Draft Prospectus.

25. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, financial condition, cash flows and results of operations.

As of January 31, 2024, our total borrowings amounted to ₹ 211.55 Lakhs. In addition, as of the same date, our assets pledged as security against these borrowings amounted to ₹44.65 Lakhs (i.e. 21.11% of total borrowings). Further, as on January 31, 2024, our Company is one of the co-borrowers in respect of the loan to the extent of ₹ 3,600 Lakhs borrowed by La Tim Metal & Industries Limited. Further, our Company has also provided security in the nature of

hypothecation/ mortgage over our properties situated i.e. Saj on the Mountain, Mahabaleshwar and Saj by the Lake, Malshej. For details on our outstanding indebtedness, see “Statement of Financial Indebtedness” beginning on page 235 of this Draft Prospectus. Our ability to meet our obligations under our debt financing arrangements, which comprise term loans agreements from time to time, and repayment of our outstanding borrowings will depend primarily on the cash generated by our business.

While we are currently in compliance with the financial covenants specified in our financing arrangements, we cannot assure you that we will continue to comply with all covenants with respect to our financing arrangements in the future or that we will be able to secure waivers for any such non-compliance in a timely manner or at all. Any future inability to comply with the covenants under our financing arrangements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such facilities and the enforcement of any security provided. If the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. In addition, other third parties may have concerns over our financial position, and it may be difficult to market our financial products. Any of these circumstances or other consequences could adversely affect our business.

26. The operations of the Company are mainly carried in states of Maharashtra, Madhya Pradesh and Goa, and any adverse developments affecting these resorts or the regions in which they operate, could have an adverse effect on our business, results of operation, cash flows and financial condition. Further, we may not be able to expand and/or grow our business to new geographies due to various reasons.

As on date of the Draft Prospectus, the operations of the Company are mainly carried in states of Maharashtra, Madhya Pradesh and Goa; as specified in the chapter “Our Business” beginning on Page 135 of this Draft Prospectus.

Such geographical concentration of our business in this region heightens our exposure to adverse development related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial condition and results of operations.

Factors such as government compliances, competitions, culture, regulatory regimes, business practice and customs, industry needs, transportation, etc. in other markets where we may expand our operations may differ from those in these regions and our experience in such regions may not be applicable to other markets. In addition, if we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local contractors, relevant government authorities and who are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside these areas may adversely affect our business prospects, financial conditions, and results of operations.

We intend to expand our portfolio to new geographies across India, with a focus on geographies which have potential to attract significant traffic from business and leisure travelers. For more details, see “Our Business- Our Business Strategies- Brand Expansion” on page 174 of the Draft Prospectus. However, there is no assurance that we will be able to grow our business in these geographies, which may adversely affect our business prospects, results of operations, financial condition and cash flows. Inability to access infrastructure, certain logistical challenges in these regions and our relative inexperience with certain new markets, may prevent us from expanding our presence in these regions. We may also be unable to compete effectively with the services of our competitors who are already established in such regions. Our expansion plans may also result in increased advertising and marketing expenditure and challenges caused by distance, language and cultural differences. Further, the demand for our services may not grow as anticipated in certain new geographies if we are unable to grow our business in such regions.

27. We are subject to a variety of risks relating to owning real estate assets including changes in local markets or neighbourhoods, lack of liquidity of real estate assets, uncertainty of market conditions, legal proceedings or regulatory actions by statutory authorities, which may have an adverse impact on our business and operations.

Our principal assets are our resorts and restaurant properties accordingly, we are subject to risks that generally relate to real estate assets. Regulations and interest rates can make it more expensive and time-consuming to develop real property or expand, modify or renovate resorts. Changes in local markets or neighbourhoods may diminish the value of the real estate assets we hold and may impact our ability to dispose off real estate assets, if required, on beneficial terms, which would depend on factors beyond our control, including competition from other sellers, demand from potential buyers and the availability of attractive financing for potential buyers.

We cannot predict the various market conditions affecting real estate assets that may exist at any particular time in the future. Due to the uncertainty of market conditions that may affect the future disposition of our real estate assets, we

cannot assure you that we will be able to sell our real estate assets at a profit in the future, if required. Further, the changes in law and regulation and fiscal policies require us to incur substantial compliance costs.

28. Our Company’s insurance coverage may not be adequate to protect us against all material hazards which may result in monetary loss, and affect our business, results of operations and financial condition.

Our operations are subject to hazards inherent to the hospitality industry, such as accidents at work place. We are also subject to force major events such as fires, earthquakes, floods, acts of terrorism and explosions, including hazards that may cause injury and loss of life, severe damage to and the destruction of property, equipment and environment. Our Company has taken adequate insurance policies for its resort properties. Further, we have also taken various vehicle insurances for our motor vehicles. The details of various insurance policies taken by us for our resort properties are as follows:

Policy Number	Issued by	Particulars	Premium amount (₹)	Sum Insured (Amount in ₹ Lakhs)	Place Insured	Period of Insurance
11170011239600000022	The New India Assurance Co. Ltd.	New India Bharat Flexi Laghu Udyam Suraksha Policy	75,543/-	1,437.00	Saj on the Mountains, Survey number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806	February 2, 2024 to February 1, 2025
11170011239600000020	The New India Assurance Co. Ltd.	New India Bharat Flexi Laghu Udyam Suraksha Policy	42,543/-	1,112.72	Saj by the Lake, Survey number 171/2, 173/1A, 173/1B and 173/2A Malshej, Karanjale, Taluka Junnar, District Pune, Maharashtra - 412409	February 1, 2024 to January 31, 2025
11170011239600000021	The New India Assurance Co. Ltd.	New India Bharat Flexi Laghu Udyam Suraksha Policy	25,759/-	770.00	Saj in the Forest, Survey number 131, Avarghani, Kurai, Sivani, Madhya Pradesh - 480881	February 1, 2024 to January 31, 2025
11170036230700000052	The New India Assurance Co. Ltd.	Public Liability (Non-Industrial Risks) Insurance	15,371/-	AOA- 50.00 AOY- 100.00	i. Saj in the Forest, Survey number 131, Avarghani, Kurai, Sivani, Madhya Pradesh – 480881 ii. Saj by the Lake, Survey number 171/2, 173/1A, 173/1B and 173/2A Malshej, Karanjale, Taluka Junnar, District Pune, Maharashtra – 412409 iii. Saj on the Mountains, Survey number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806	February 1, 2024 to January 31, 2025

We believe that our insurance coverage is reasonably adequate to cover the normal risks associated with the operation of our business, and we have not made any insurance claims in the past three Financial Years or the stub period. However, we cannot assure you that any claim filed by us in the future, under our insurance policies will be honored fully, on time or at all, or that we have taken out sufficient insurance to cover all our losses. 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. Further, in the future, we may suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, and our insurance claims may be rejected. Further, we do not have any cybercrime insurance policy. In such circumstances, we would have to bear such loss or damage. Any of the foregoing may adversely affect our business, results of operations and financial condition.

For further details in respect of insurance, please refer the head “Insurance” under the chapter titled “Our Business” beginning on pages 181 of this Draft Prospectus.

29. Certain of our Promoters, Directors and Group companies are engaged in business activities which are similar in nature to those undertaken by our Company, or have interests in other companies, which are in businesses similar to ours, which may result in conflicts of interest. Further, we do not enjoy contractual protection by way of a non-compete or other agreement or arrangement with our promoters/directors/group companies.

Certain of our promoters, directors and group companies operate in similar line of business as ours, which may lead to conflict of interest. Hence, we may have to compete with such entities, which may impact our business, financial condition and results of operations. We cannot assure that the Promoter/Director/Group Company who have common interest in the other entity will not favour the other entity. The interests of our Promoters/Director/Group Company may also conflict in material aspects with our interests or the interests of our Shareholders. However, our Company

will ensure necessary procedures and practices as permitted by laws and regulatory guidelines to address situations of conflict of interest as and when they arise.

While we have not experienced any such instances of conflict till date, we cannot assure that such a situation shall not arise in the future. Any such future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations. For further details, see sub-head “Interest of our Directors”, “Interest of our Promoters” and “Common Pursuits” under chapters titled “Our Management”, “Our Promoter and Promoter Group” and “Group Entities of our Company” beginning on page 164, 181 and 264 of this Draft Prospectus.

30. Our business is capital intensive and may require additional financing to meet those requirements, which could have an adverse effect on our results of operations, cash flows and financial conditions.

Our business is capital intensive as we may require capital to operate and expand our resort properties and operations. We intend to enhance some of our existing assets by constructing new rooms or developing new opportunities at properties already held by us. Further, we also incur expenses in relation to repairs and maintenance of resort properties. Historically, we have funded our capital expenditure requirement by internal accruals or borrowings.

Further, there is no assurance that these developments and enhancements will result in increased revenues or profits in the near future or at all as the same would be subject to the risk of non occupancy. The actual amount and timing of our future capital requirements may differ from estimates due to unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, delay in obtaining regulatory approvals, economic conditions, design changes, weather related delays, technological changes and additional market developments.

In the future, if we decide to raise funds through issuance of debt, the interest and debt repayment obligations of our Company might increase and if we decide to raise funds by further equity, then the shareholding of the shareholders would dilute to that extent.

31. Our business is manpower intensive. It may be adversely affected by work stoppages, increased wage demands by our employees, or an increase in minimum wages, and if we are unable to engage new employees at commercially attractive terms, it could adversely affect our business, financial condition, cash flows and results of operations.

Our operations are manpower intensive and we are dependent on our staff for a significant portion of our operations. The success of our operations depends on the availability of and maintaining good relationships with our workforce. Shortage of skilled personnel or disruptions caused by disagreements with employees could have an adverse effect on our business, results of operations, financial condition and cash flows. Although we have not experienced any work stoppages in the last three financial years and the ten months ended January 31, 2023, we cannot assure you that we will not experience disruptions in work or our operations in the future.

Due to disputes, strikes, work stoppages, work slow-downs or lockouts or other problems with our employees, which may adversely affect our ability to continue our business operations. Any employee unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations.

Our success also depends on our ability to attract, hire, train and retain skilled personnel. An inability to recruit, train and retain suitably qualified and skilled personnel could adversely impact our business, results of operations, financial condition and cash flows.

For further details, see head Attrition rate of our Key Managerial Personnel, Attrition rate of our skilled employees and Attrition rate of our unskilled employees under the Chapter titled “Our Business” on page 135 of this Draft Prospectus.

We cannot assure you that attrition rates for our employees will not increase. Further, we are subject to stringent labour laws, and any violation of these laws may lead regulators or other authorities to order a suspension of certain or all of our operations. We may need to increase compensation and other benefits either to attract and retain personnel or due to increased wage demands by our employees, or an increase in minimum wages and that may adversely affect our business, results of operations, financial condition and cash flows.

32. Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.

Employee misconduct, errors or fraud could expose us to business risks or losses, including regulatory sanctions, penalties, and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our operational standards and processes,

and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may end in writing-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

While we have not experienced any material instances of misconduct or frauds till date, we cannot assure that such a situation shall not arise in the future.

33. Any failure on our part to manage operational risks inherent in our business could adversely affect our business, results of operations and financial condition.

Certain operational risks are inherent in our businesses due to the nature of the hospitality industry. Our resort operators provide services including food and beverage services, cleaning and housekeeping, and security services, at our resorts. In rendering such services, our personnel are required to adhere to regulatory requirements as well as internal standard operating procedures with regard to health, safety and hygiene and in their interaction with our guests and other members of the public. Food and beverage services require careful and hygienic handling of food products, which if improperly prepared and/or handled may have an adverse impact on the health of our guests and may result in liability for us. Similarly, cleaning and housekeeping services involve the handling of chemical-based cleaning solutions, which if handled improperly may have an adverse impact on the health of our employees, guests and on the environment. While we have not experienced any material instances of such regulatory action in the past three Financial Years and stub period, any failure in the future, on our part to implement policies and protocols required to effectively mitigate and respond to such risks in a timely manner may have an adverse effect on our resort's reputation, guest loyalty and consequently our business, results of operations and financial condition.

34. Failures in internal control systems could cause operational errors which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Internal control systems comprising policies and procedures are designed to ensure sound management of our operations, safekeeping of our assets, optimal utilization of resources, reliability of our financial information and compliance. We are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to guarantee effective internal controls in all circumstances. Given the size of our operations, it is possible that errors may repeat or compound before they are discovered and rectified. Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weaknesses. These factors may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows. Though there have not been any such instances in the last three financial years and stub period, we cannot assure you that in future such instance may not arise.

35. Several expenses incurred in our operations are relatively fixed in nature, and our inability to effectively manage such expenses may have an adverse effect on our business, results of operations, cash flows and financial condition.

A portion of the expenses incurred in our operations, such as employee related costs, insurance costs, lease rentals for land, power and fuel and finance costs are relatively fixed in nature. Even if the demand for our resorts, or other services is adversely affected, we will be required to continue to incur such costs to maintain our properties.

Our resorts may also be subject to increases in property charges, tax or regulatory charges, utility costs, insurance costs and administrative expenses. While we have not incurred any such increase in costs which led to a material effect on our business or operations in the ten months ended January 31, 2024 and financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, any such occurrences in the future may adversely affect our business, results of operations, cash flows and financial condition.

The hospitality industry experiences periodic changes in demand and supply, which we may not be able to predict accurately. Consequently, we may be unable to reduce fixed and recurring costs in a timely manner, or at all, in response to a reduction in the demand for our services. For instance, during the COVID-19 pandemic in Fiscal 2021, while our revenue from operations had declined, our fixed costs did not witness a proportionate decline. As a result, during periods when the demand for our resorts decreases, the resulting decline in our revenues could have an adverse effect on our net cash flow, margins and profits. This effect can be more pronounced during periods of economic contraction, or slow economic growth. Similarly, when the demand for resort rooms increases, our profitability increases

disproportionately to the increase in revenues due to economies of scale and operating leverage. Further, if we require to shut down our resorts for refurbishment and rebranding, we may continue to incur certain fixed costs, while not deriving any revenue from such property. Such occurrences could adversely affect our business, results of operations, cash flows and financial condition.

- 36. A portion of our resort bookings originate from online travel agents and intermediaries. In the event such companies continue to gain market share compared to our direct booking channels or our competitors are able to negotiate more favourable terms with such online travel agents and intermediaries, our business and results of operations may be adversely affected.**

A portion of our resort bookings originate from regional and local online travel agents and intermediaries, such as online aggregators, with whom we have contractual arrangements. These third-parties, including online travel agents, offer a wide breadth of services, often across multiple brands, have booking and review capabilities, and may create the perception that they offer the lowest prices when compared to our direct booking channels. Some of these online travel agents and intermediaries have strong marketing budgets and aim to create brand awareness and brand loyalty among consumers and may seek to commoditize resort brands through price and attribute comparison.

Following is the percentage break-down of our Company’s revenue from sale of services from these aggregators for the past 3 years and stub period:

Particulars	(Amount in ₹ Lakhs)							
	Period ended January 31, 2024		Year ended March 31, 2023		Year ended March 31, 2022		Year ended March 31, 2021	
	Amount	%	Amount	%	Amount	%	Amount	%
Revenue from aggregators	106.20	13.78	132.00	17.43	72.77	8.49	6.72	1.22
Other Revenue	664.45	86.22	625.47	82.57	784.11	91.51	544.13	98.78
Total Revenue from sale of services	770.65	100.00	757.47	100.00	856.88	100.00	550.85	100.00

For details regarding revenue from aggregators, refer head “Collaborations” in the chapter titled “Our Business” on page 135 of this Draft Prospectus.

In the event these companies continue to gain market share, they may impact our profitability, undermine our direct booking channels and online web presence and may be able to increase commission rates and negotiate other favourable contract terms. Negative reviews and feedback on online travel portals may cause guests to choose the services of our competitors. Further, our competitors may be able to negotiate better or more favourable terms with such online travel agents and intermediaries, impacting our bookings from these channels, which in turn may adversely affect our business and results of operations.

- 37. We rely on independent contractors for construction and renovation of our properties and any failure on their part to perform their obligations could adversely affect our business, results of operations, and cash flows.**

We utilize independent contractors for construction and renovation projects at our resorts. 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 complete the project within the intended timeframe and at the intended cost. In the past three Financial Years, we have not incurred any significant losses as a result of our independent contractor’s failure to perform their obligations. However, if this occurs in the future, we may be required to incur additional cost or time to meet appropriate quality standards in a manner consistent with our project objective, which could result in reduced profits or, in some cases, significant losses which we may not be able to recover from the relevant independent contractor. We cannot assure you that the services rendered by any of our independent contractors will always be satisfactory or match our requirements for quality. While we have not faced any default in payment to the independent contractors, we cannot assure you that we will be able to continue engaging skilled third parties at reasonable rates and in the areas in which we undertake our projects.

- 38. We depend on third parties for certain operations of our business. Any failure by such third parties to adequately perform their services could have an adverse impact on our business, results of operations, cash flows and financial condition.**

We engage certain third parties including contractors, subcontractors, architects, engineers, for the construction of our resorts and suppliers of labor and materials such as linen, furniture, carpeting, food, beverages and other consumables.

We do not control such third parties and accordingly, our operations could be subject to disruptions due to non-performance of obligations by third parties, and if we are unable to maintain our inventory at the appropriate levels to service our guests, whether caused by factors outside our control or otherwise in the future, we may be unable to deliver our services within the intended timeframe, at the intended cost, or at all.

While we have not faced material disruptions due to non-performance of obligations by third parties in the ten months ended January 31, 2023 and Fiscals 2023, 2022 and 2021, there is no assurance that such disruptions will not affect in the future which may adversely impact our financial condition, results of operations and cash flows. While we have not faced any difficulty in identifying appropriately experienced third parties, we cannot assure you that we will be able to continue engaging skilled third parties at reasonable rates and in the areas in which we undertake our projects. As a result, we may be required to make additional investments or provide additional services to ensure the adequate performance and delivery of contracted services.

39. We are dependent on a constant flow of key supplies and any disruption to supply could affect our business. Any such increase in their costs will adversely affect our profitability and financial performance.

We are highly dependent on a consistent and sufficient supply of ingredients that meet our quality standards and shortages of key food products may lead to price increases for those ingredients. Further, supply and prices of ingredients are subject to various factors beyond our control, including climate, seasonality, and applicable laws, rules, regulations and policies in relation to the sales. Any such increase in costs will adversely affect our profitability and financial performance as we purchase key ingredients such as fresh seafood, meat and vegetables, sauces, marinades and semi-finished food products on a daily or weekly basis from our suppliers. If our suppliers are unable to supply us with sufficient key ingredients or we are unable to secure a supply of alternative ingredients that comply with our stringent standards, we may be adversely affected by delays or lost deliveries resulting in a shortage of ingredients, interruptions to our business and are susceptible to increases in the cost of ingredients.

There may also be instances where the conditions of our food ingredients deteriorate due to delivery delays, malfunctioning of refrigeration facilities or poor handling during transportation by logistics staff or suppliers. This may result in a failure of our Company to provide quality food and services to our customers, thereby damaging our reputation, which may materially and adversely affect our business, financial condition, results of operations and/or prospects.

40. One of our properties is situated in proximity to the Pench National Park, may be subject to regulatory as well as government restrictions which might adversely affect our business and financial position.

One of our properties i.e. Saj in the Forest, Pench, is situated in proximity to the Pench National Park and may be subject to various government regulations and restrictions due to its location within or near the park's buffer zone or designated forest area. The Indian government and relevant state authorities frequently impose strict environmental and land-use regulations in these zones to protect wildlife and natural habitats. These regulations may limit our ability to develop, utilize, or otherwise exploit the property as intended. Any changes in existing laws or the introduction of new regulations could further restrict our operations and adversely affect our business prospects and financial performance.

41. Our business is subject to seasonal and cyclical variations that could result in fluctuations in our results of operations and cash flows.

The hospitality industry is seasonal in nature. The periods during which our properties experience higher revenues vary from property to property, depending principally upon location and the guest base served. Our revenues are higher during the monsoon and winter seasons. Seasonality affects leisure travel and the MICE segment (meetings, incentives, conferences, and events); however, business travel is generally more consistent throughout the year.

Further, the timing of opening of newly constructed resort rooms and the timing of any new acquisition or disposition also cause a variation of revenue and earnings and may be subject to the risk of non-occupancy due to the factors mentioned above. Seasonality can be expected to cause quarterly fluctuations in our revenue, profit margins and earnings.

For more details relating to the seasonality and cyclical variations, refer chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 238 of this Draft Prospectus.

42. Our promoters have stood as a guarantor for loan facilities obtained by the third party.

As on January 31, 2024, Saj Hotels Limited is one of the co-borrowers in respect of the loan to the extent of ₹ 3,600 Lakhs borrowed by La Tim Metal & Industries Limited. Further, our Company has also provided security in the nature of hypothecation/ mortgage over our properties situated i.e. Saj on the Mountain, Mahabaleshwar and Saj by the Lake,

Malshej. The promoter of our company have also provided personal guarantee in respect of the said borrowings, the details of the same is provided herein below:

Sr. No.	Promoter	Purpose	Guarantee Amount (₹ in lakhs)	Amount (₹ in lakhs) Outstanding as on 31 January 2024 in the books of LA TIM Metals
1	Karna Kartik Timbadia	Aditya Birla Finance Limited	3,600.00	3,600.00
2	Rahul Timbadia			
3	Kartik Maganlal Timbadia			

In the future, the lender may request our Promoter to repay any outstanding amounts owed under the existing facilities. In the event of such a request, our Promoter may need to explore alternative sources of funding, which could put additional financial pressure on them, which would lead to their focus being diverted. This could lead to disruption in our operations.

For further details, please refer to the head “Material Guarantee” under the Chapter “Our Promoter and Promoter Group” beginning on page 181 of this Draft Prospectus.

43. Our success depends heavily upon our Promoter, Directors, and Key Managerial Personnel for their continuing services, strategic guidance, and financial support. Our success depends heavily upon the continuing services of Promoter & Directors who are the natural person in control of our Company. We depend on the skills and experience of our Promoters, Directors and Key Managerial Personnel for our business and future growth.

Our success depends upon the continuing services of Promoter, Directors, and Key Managerial Personnel who are the natural person in control of our Company. They have established cordial relations with various stakeholders in the past, which has benefited our Company’s customer and supplier relations. We believe that our relationship with our Promoter, Director, and Key Managerial Personnel, who have rich experience in the industry, managing customers and handling overall businesses, has enabled us to experience growth and profitability. Further, our company has not adopted any Business Succession Policy. Further, our Promoter, Director, and Key Managerial Personnel are also part of certain other firms/ ventures which are in the similar line of business and may continue to do so. If they divert their attention to such other concerns, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our Promoter, Director, and Key Managerial Personnel, or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. If our Promoter, Director, and Key Managerial Personnel is unable or unwilling to continue in his present position, we may not be able to replace him easily or at all, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

44. Majority of our Directors do not have prior experience of directorship in any of companies listed on recognized stock exchanges, therefore, they will be able to provide only a limited guidance in relation to the affairs of our Company post listing.

Except for Rahul Maganlal Timbadia (Non-Executive Director and Chairman) and Kartik Maganlal Timbadia (Non-Executive Director), our remaining Directors do not have prior experience as directors of companies listed on recognized stock exchanges. While our Directors have experience in the hospitality industry, directors of listed companies have a wide range of responsibilities, including, among others, ensuring compliance with continuing listing obligations, monitoring and overseeing management, operations, financial condition and trajectory of the company. We cannot assure you that our Directors will be able to adequately manage our Company after we become a listed company, due to their lack of prior experience as directors of companies listed on recognized stock exchanges. Accordingly, we will get limited guidance from them and accordingly, may fail to maintain and improve the effectiveness of our disclosure controls, procedures and internal control as required for a listed entity under the applicable law.

45. Upon completion of the Issue, our Promoter / Promoter Group may continue to retain significant control, which will allow them to influence the outcome of matters submitted to the shareholders for approval.

After completion of the Issue, our Promoter and Promoter Group will collectively own 61.94% of the total post issue Equity Shares. As a result, our Promoter together with the members of the Promoter Group will be able to exercise a significant degree of influence over the company and will be able to control the outcome of any proposal that can be

approved by a majority shareholder vote, including, the election of members to our Board in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing, or deterring any strategic decision favourable to our Company or effecting a change in control of our Company for the betterment of the stakeholders.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

46. In addition to normal remuneration, other benefits and reimbursement of expenses, our Directors (including our Promoter) and Key Managerial Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.

Some of our Directors (including our Promoter) and Key Managerial Personnel may be interested in our Company to the extent of their shareholding, in addition to normal remuneration, incentives or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Managerial Personnel would always exercise their rights as shareholders to the benefit and best interest of our Company. As a result, our Directors and our Key Managerial Personnel will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Managerial Personnel may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors and our Key Managerial Personnel will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

For further details of interests of our Directors and Key Managerial Personnel, please refer the head “Interest of our Directors” and “Interest of our Key Managerial Personnel” under chapter titled “Our Management” beginning on page 164 of this Draft Prospectus.

47. Our Company in the past has entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

Our Company has entered into related party transactions with our Promoters, Group Companies, Promoter group members in the past. While our Company believes that all such transactions have been conducted on an arm’s length basis and are accounted as per AS 18 ‘Related Party Disclosures’ and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws, however there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For details, please refer to the chapter titled “Related party Transactions” beginning on page 235 of this Draft Prospectus.

48. Any failure to maintain the quality and hygiene standards of the food products that we offer will adversely affect our business. We are further exposed to risks of slow-moving perishable stock, and any failure in maintaining quality standards may have an adverse effect on our business and operations.

In the food and beverage segment, it is essential that the quality of food products served be consistent and the food products are prepared hygienically and thus safe for consumption. In order to meet market demands, we typically maintain some inventory for our products, ranging from raw materials to semi-processed and finished products.

We are subject to various contamination related risks which typically affect the food and beverage sector of hospitality industry, including risks posed by the following: (a) product tampering; (b) low shelf life of certain of our products; (c) ineffective storage of raw materials; (d) failure to maintain high food safety standards; (e) contamination of our products during processing. Any such contamination or deterioration or any decline in the standards of hygiene or the consistency in the quality of our food products could result in a recall of our products which, in turn, could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, from time to time, we may be subject to false claims of contamination which could create negative publicity that could adversely affect our reputation and product sales, which could also adversely affect our business, financial condition, results of operations and prospects. While, we have not had any such instances during ten months ended January 31, 2024 and in the last three years, but we cannot assure that we may not be subject to such false claims in the future.

Further, the maintenance of inventory levels to meet demands also exposes us to the risk of product wastage as our products may be perishable. In the event that products cannot be sold, these products will have to be disposed of, and this may result in losses to our Company and adversely affect our results of operations. In addition, we may not be able to ensure that our third-party suppliers maintain the quality of the materials they supply to us in future which may in

turn affect the quality of our food products, even though we have not had any material instances of lapse in quality or standard of material supplied by them during ten months ended January 31, 2024 and in the past three Financial Years.

49. Our Company's failure to maintain the quality standards of the services or keep pace with the technological developments could adversely impact our business, results of operations and financial condition.

Our services depend on customer's expectations and recent trends in the industry. Our business is significantly dependent on the efficient and uninterrupted operation of our technology infrastructure systems. Our services depend on various technology involved in property management, brand assurance and compliance, procurement, reservation system and guest amenities. These technologies may require refinements and upgrades. Any failure to maintain the quality standards in our services or keeping up to date with the changes in the technology may affect our business. Although, we have put in place strict quality control procedures, we cannot assure that our services will always be able to satisfy our customers' quality standards.

Any negative publicity regarding our Company, or services, including those arising from any deterioration in quality of the services provided by us, or any other unforeseen events could adversely affect our reputation, our operations, and our results from operations. Also, rapid change in our customers' expectation on account of changes in technology or introduction of new methodology in providing certain services in a certain manner or for any other reason and failure on our part to meet their expectation could adversely affect our business, result of operations and financial condition. While we believe that we have always adapted to the changes introduced in providing a particular service in a particular manner, our failure to anticipate or to respond adequately to changing technical, market demands and/or customer requirements could adversely affect our business and financial results.

50. Failure or disruption of our Information Technology and/or business resource planning systems may adversely impair our ability to provide services, which could damage our reputation and hence, impact our business, financial condition, results of operations, cash flows and prospects.

We have implemented some information technology ("IT") to cover key areas of our services. Our ability to provide consistent and high quality services is dependent on our Information Technology system for online distribution, central reservation, customer relationship management system and financial accounting. We rely on our IT infrastructure to provide us with connectivity and data backup across our locations and functions. Our operations are vulnerable to interruption by events beyond our control such as fire, earthquake, power loss, telecommunications or internet failures, terrorist attacks and computer viruses. Any breaches of our IT systems may require us to incur further expenditure on repairs or more advanced security systems. A significant system failure could adversely affect our ability to manage overall operations, thereby affecting our ability to deliver our services to our clients, affecting our reputation and revenues.

Furthermore, our systems and technologies, including our website and database, could contain undetected errors or 'bugs' that could adversely affect the performance or could become outdated. We may not be able to replace or introduce upgraded system quickly or within the budgeted costs for such systems/ upgrades. If we experience system failures, our quality of service, customer satisfaction and operational efficiency could be severely harmed, which could also affect our reputation.

51. Negative customer experiences or negative publicity surrounding our resort properties could have an impact on ability to source customers. Thus, we may also incur higher expenses towards business promotion in the future, to source more customers which may have an adverse impact on our business and financial condition.

(a) Negative customer experiences may have an impact on our ability to source customers

Any adverse publicity, whether or not accurate, relating to hospitality standards, quality of food or beverages we serve, public health concerns, illness, safety, injury or any news reports or government or industry findings concerning our resort properties, the locations in which we operate or others operating across the hospitality industry supply chain could affect us. While we have not faced any negative publicity in relation to our resort properties in the ten months ended January 31, 2024 and Fiscals 2023, 2022 and 2021, which led to a material adverse effect on our business or operations, any negative publicity in the future may lead to an effect on our business, financial condition, results of operations, cash flows and prospects.

(b) We may need to incur higher expensed towards business promotion in the future

If we face any instances of adverse publicity, whether or not accurate, relating to hospitality standards, quality of food or beverages we serve, public health concerns, illness, safety, injury or any news reports or government or industry findings concerning our resort properties, the locations in which we operate or others operating across the hospitality industry supply chain, or related to the our brands, we may be required to incur additional expenses towards advertising and promotional activities to attract customers. Further, we intend to selective expansions, and accordingly, we may

need to make greater investments toward advertising and promotional activity in these markets where we expand our resorts.

52. If we are unable to manage our growth effectively or if our estimates or assumptions used in developing our strategic plan are inaccurate or we are unable to execute our strategic plan effectively, our business and prospects may be materially and adversely affected.

Our revenue and our business operations have grown in recent years. Although we plan to continue to expand our scale of operations, we may not be able to sustain these rates of growth in future periods due to a number of factors, including, among others, our execution capability, our ability to retain, maintain new suppliers, our ability to maintain customer satisfaction, our ability to mobilize sufficient working capital, macroeconomic factors beyond our control such as decline in global economic conditions, competition with other players in the organized and unorganized segments, the greater difficulty of growing at sustained rates from a larger revenue base, our inability to control our expenses and the availability of resources for our growth. There can be no assurance that we will not suffer from capital constraints, operational difficulties, or difficulties in expanding existing business operations.

Our development and expansion strategies will require substantial managerial efforts and skills and the incurrence of additional expenditures may subject us to new or increased risks. We may not be able to implement our growth strategies efficiently or effectively or manage the growth of our operations, and any failure to do so may limit future growth and have an adverse effect on our business. Further, our strategy to improve our debt – equity ratio may not be capitalized in the manner we intend to, and we may be required to obtain additional debt to meet immediate capital requirements, resulting in unfavourable ratios.

Also, the fund requirement and deployment for our strategies are based purely on management estimates and assumptions considering the current market scenario and are subject to revision in the light of changes in external circumstances or costs. If we are unsuccessful in executing our strategic plan, or if the underlying estimates or assumptions used to develop our strategic plan are materially inaccurate, our business and financial condition would have an adverse impact.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

53. Managing employee benefit pressures in India may prevent us from sustaining our competitive advantage which could adversely affect our business prospects and future financial performance.

Employee benefits represent a major expense for us and our ability to maintain or reduce such costs is critical for our business operations. We may be required to increase employee compensation levels to remain competitive and manage attrition, and consequently we may need to increase the prices of our products and services. An increase in wages/salaries paid to our employees may result in a material adverse effect on our profits in the event that we are unable to pass on such increased expenditure to our users or customers without losing their business to our competitors. Likewise, if we are unable to sustain or increase the number of employees as necessary to meet growing demand, our business, financial condition, and results of operations could be adversely affected.

54. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, working capital requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For further details, see “Dividend Policy” on page 188 of this Draft Prospectus.

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

Our Promoters’ average cost of acquisition of Equity Shares in our Company is as follows:

Name of the Promoter & Promoter Group	No. of Shares held	Average Cost of Acquisition per Share (In ₹)
Rahul Maganlal Timbadia	9,364,000	2.00
Kartik Maganlal Timbadia	312,000	56.09
Karna Kartik Timbadia	312,000	56.09

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJSE3290

This average cost of acquisition may be lower than the offer price as may be decided by our Company in consultation with the Lead Manager.

56. The average P/E of the listed peer set is [●] while the company’s P/E will [●], i.e. at premium of [●] times at the Issue price.

The average P/E of the listed peer set is [●] while the company’s P/E will be [●], i.e. premium of [●] times at the Issue price.

The Price Earning (P/E) Ratio of our company in relation to Issue price is as follows:

Particulars	P/E*
P/E ratio based on the Basic EPS, restated as on March 31, 2023	[●]
P/E ratio based on the Diluted EPS, restated as on March 31, 2023	[●]

* to be updated before filing Prospectus with Registrar of Companies

For further information, refer ‘Basis for Issue price’ beginning on page 94 of this Draft Prosepectus.

57. The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue Price and investors may not be able to sell the Equity Shares at or above the Issue Price.

The Issue price is based on numerous factors. For further information, see the chapter titled “Basis for Issue Price” beginning on Page 94 of this Draft Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure that investors will be able to sell the Equity Shares at or above the Issue Price.

The factors that could affect our share price are:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income, and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- Domestic and international economic, legal, and regulatory factors unrelated to our performance

58. Certain data mentioned in this Draft Prospectus has not been independently verified.

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

59. 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 exchange Listing Regulations, which will require us to file audited annual and unaudited half-yearly 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.

EXTERNAL RISK FACTORS

60. Existing or planned amenities and transportation infrastructure at or near our resorts could be closed, relocated, terminated, delayed or not completed at all. Disruptions of basic infrastructure such as electricity and water supply could adversely affect our operations.

We require a significant amount and continuous supply of basic amenities such as electricity and water, and any disruption in the supply thereof could affect the operations of our resorts and the services to our guests. We currently source our water requirements from governmental water supply undertakings and water tankers and depend on state electricity boards and private suppliers for our energy requirements. Further, we rely on large-scale air-conditioning plants to maintain cooling standards, operations and services to our guests and any interruption in the functioning of such air conditioning plants could cause serious reputation and operational risks at our resorts. Although we have diesel generators and back-up generators to meet exigencies at all of our resorts, we cannot assure you that our resorts will have sufficient back-up during power failures. While we have not faced any such disruption which led to a material adverse effect on our business and operations in the ten months ended January 31, 2024 and Fiscals 2023, 2022 and 2021, any disruption in the future could adversely affect our business operations. Further, any failure on our part to obtain alternate sources of electricity or water, or address mechanical, electrical and plumbing failure, in a timely manner, and at an acceptable cost in the future, may have an adverse effect on our business, cash flows, results of operations and financial condition.

The location of our resorts and their accessibility through transport services and related infrastructure are of significant relevance to us. We cannot assure you that the transportation infrastructure and services near, or anticipated to be near, our resorts will not be closed, relocated, terminated, delayed or remain incomplete. While we have not faced such instances in the ten months ended January 31, 2024 and Fiscals 2023, 2022 and 2021, if the accessibility of any of our resorts is adversely affected in the future, it could negatively affect their attractiveness and marketability which may, in turn, may impact our business, cash flows, results of operations and financial condition.

61. Changes in travellers' preferences due to increased use of telepresence equipment, cost of travel, spending habits, and other factors may adversely affect the demand for hotel rooms, thereby adversely impacting our business, results of operations, financial condition, and cash flows.

The increased use of teleconference and video-conference technology by businesses could result in decreased business travel as companies increase the use of technologies that allow multiple parties from different locations to participate at meetings without travelling to a centralized meeting location, such as our resorts. There was a significant increase in use of teleconference and video-conference technology during the COVID-19 pandemic. To the extent that such technologies play an increased role in day-to-day business and the necessity for business-related travel decreases, demand for our hotel rooms or our conferencing and meeting facilities may decrease from business travellers and corporate customers. Similarly, changes in business spending and preferences of our international business, leisure customers and domestic tourism and preferences of our guests due to evolving cost of travel, spending habits and consumption patterns may lead to a change in the perceived attractiveness of our resorts, services, the locations at which our resorts are situated. Such changes may impact the demand for our hotel rooms from domestic tourists and guests at our leisure hotels, and our business may be adversely affected. We derive a significant portion of our revenue from large corporate key accounts.

Consequently, any reduction in growth or a slow-down in the business of such large corporate customers or an increase in trend of virtual meetings and conferences, could result in a reduction of their requirement for our services. Similarly, changes in business spending and preferences of our business and corporate customers due to evolving cost of travel, spending habits and budgeting patterns may lead to a change in the perceived attractiveness of our resorts and services. The loss of such customers or a reduction in their demand for our services could adversely affect our business, results of operations, financial condition, and cash flows. Currently, a majority of our resorts are located at important business and financial hubs of India, however in the future such business hubs may shift, within a city or interstate, and as a result our resort locations may not be as attractive to business travellers and corporate customers, resulting in reduction of demand for our services which may have an adverse effect on our business, results of operations, financial condition, and cash flows.

62. The industry is highly fragmented and competitive and increased competition pressure may adversely affect our results of operations.

The hospitality market in India is growing fast and many small and big companies are entering into service sector providing accommodation services. Due to this, there have been a large number of players entering into this market which has created intense competition. We believe that the principal competitive factors in our markets are room rents,

customer satisfaction and customer experience. There are many companies in India, which are present across the sector and hold a commanding position in the industry; such companies pose a threat to our Company.

For further details relating to competition as a factor affecting the results of our operations, refer to “Management's Discussion and Analysis of Financial Position and Results of Operations” beginning on page 238 of this Draft Prospectus.

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

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

64. Outbreaks of contagious diseases, such as the outbreak of COVID-19, if uncontrolled, may have a material adverse effect on our business, financial condition, result of operations, cash flows and prospects.

Our business has been affected due to the COVID-19 pandemic. India experienced multiple waves of COVID-19 which had impacted global supply chains. The COVID-19 pandemic had resulted in restrictions on travel and transportation and prolonged closures of workplaces, businesses and schools, with employees being asked to work from home and citizens being advised to stay at home.

There is also no assurance that there will not be further mutations of COVID-19 resulting in new variants and additional economic downturns that have materially adverse effect our business, financial condition, results of operations, cash flows and prospects.

There can also be no assurance that the policies and controls for outbreak prevention and disease recurrence or any stimulus packages introduced by the GOI will be successful in preventing disease outbreaks or recurrences or that any actual or suspected outbreak of COVID-19 or other contagious disease affecting India or elsewhere will not occur. There can also be no assurance that any future outbreak of contagious diseases will not have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

65. The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

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

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

companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

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

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 additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

Further, the GoI announced the union budget for Fiscal 2024, pursuant to which the Finance Act, 2023 (“Finance Act”), has introduced various amendments to taxation laws in India. As such, there is no certainty on the impact that the Finance Act, 2023 may have on our business and operations or on the industry in which we operate. The Digital Personal Data Protection Act, 2023 (“PDP Act”) which has received the assent of the President on August 11, 2023, provides for personal data protection and privacy of individuals, regulates cross border data transfer, and provides several exemptions for personal data processing by the Government. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the PDP Act. It imposes restrictions and obligations on data fiduciaries, resulting from dealing with personal data and further, provides for levy of penalties for breach of obligations prescribed under the PDP Act.

We cannot predict whether any amendments made pursuant to the Finance Act or the PDP Act would have an adverse effect on our business, financial condition and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects.

69. 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.

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

The Competition Act, 2002, as amended (the “**Competition Act**”) was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition (“**AAEC**”).

Further, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Furthermore, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, certain 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. The impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

71. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect 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 fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, 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 governmental agency can be obtained on any particular terms or at all.

ISSUE SPECIFIC RISKS

72. The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. 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, or at all.

Prior to this Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Our Company and the Lead Manager have appointed [●] as Designated Market Maker for the Equity Shares of our Company. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in the Emerge Platform of NSE, securities markets in other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

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

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute the shareholding, which may have adverse bearing on the trading price of the Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge, or encumber their Equity Shares in the future.

74. Any future issuance of Equity Shares may dilute shareholding of investors and sale of our Equity Shares by our Promoter or other shareholders may adversely affect the trading price of the Equity Shares.

Any future equity issuances by us, including in a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

75. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example,

because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

76. 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.

77. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the relevant stock exchange in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the NSE EMERGE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

78. There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for the price at which it can sell, equity shares at a particular point in time.

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

SECTION IV – INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS	
Equity Shares Issued¹: Public Issue of Equity Shares by our Company ²	Up to 42,50,000 Equity shares of face value of ₹ 10/- each fully paid up for cash at price of ₹ [●] per Equity share (including a share premium of ₹ [●] per Equity share) aggregating to ₹ [●] Lakhs
Out of which	
Issue Reserved for the Market Makers	Up to 2,14,000 Equity shares of face value of ₹ 10/- each fully paid up for cash at price of ₹ [●] per Equity share (including a share premium of ₹ [●] per Equity share) aggregating to ₹ [●] Lakhs
Net Issue to the Public*	Up to 40,36,000 Equity shares of face value of ₹ 10/- each fully paid up for cash at price of ₹ [●] per Equity share (including a share premium of ₹ [●] per Equity share) aggregating to ₹ [●] Lakhs
Out of which³	
A. Retail Individual Investors	At least 20,18,000 Equity shares of face value of ₹ 10/- each fully paid up for cash at price of ₹ [●] per Equity share (including a share premium of ₹ [●] per Equity share) aggregating to ₹ [●] Lakhs
B. Other than Retail Individual Investors (including Non-Institutional Investors and Qualified Institutional Buyers)	Not more than 20,18,000 Equity shares of face value of ₹ 10/- each fully paid up for cash at price of ₹ [●] per Equity share (including a share premium of ₹ [●] per Equity share) aggregating to ₹ [●] Lakhs will be available for allocation to investor other than Retail Individual Investors
Pre and Post- Issue Equity shares	
Equity Shares outstanding prior to the Issue	1,18,75,000 Equity shares having face value of ₹ 10/- each
Equity Shares outstanding after the Issue	Up to 1,61,25,000 Equity shares having face value of ₹ 10/- each
Objects of the Issue/ Use of Issue Proceeds	Please see the chapter titled “Objects of the Issue” on page 80 of this Draft Prospectus.

¹ This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time.

² The present Issue has been authorized pursuant to a resolution of our Board dated April 9, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the extra ordinary general Meeting of our shareholders held on May 2, 2024.

³ The allocation in the net Issue to the public category shall be made as per the requirements of Regulation 253(2) of SEBI (ICDR) Regulations, as amended from time to time, which reads as follows:

(a) minimum fifty per cent to Retail Individual Investors; and

(b) remaining to:

i. individual applicants other than Retail Individual Investors; and

ii. other investors including corporate bodies or institutions, irrespective of the number of specified securities applied

for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

Explanation—For the purpose of Regulation 253 (2), if the Retail Individual Investors category is entitled to more than fifty per cent of the issue size on a proportionate basis, the Retail Individual Investors shall be allocated that higher percentage.

For further details please refer to the chapter titled “Issue Structure” beginning on page 287 of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)

RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹ Lakhs)

Particulars		As at January 31, 2024	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
EQUITY AND LIABILITIES					
(a)	Shareholders' funds				
	i. Share Capital	1,187.50	237.50	237.50	237.50
	ii. Reserves and Surplus	7,687.34	8,325.19	7,977.20	1,748.59
(b)	Non-Current Liabilities				
	i. Long term borrowings	34.21	42.68	55.32	82.02
	ii. Deferred tax liabilities (net)	0.81	6.28	-	-
	iii. Other long term liabilities	170.00	130.00	122.21	120.21
	iv. Other long term liabilities	11.17	9.60	8.80	7.40
(c)	Current Liabilities				
	i. Short term borrowings	177.34	571.46	998.22	856.49
	ii. Trade Payables				
	- Total outstanding dues of micro enterprises and small enterprises	11.20	8.54	-	-
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	21.19	42.62	69.22	68.34
	iii. Other current liabilities	449.84	487.00	141.13	154.79
	iv. Short term provisions	62.76	31.66	16.85	10.68
TOTAL EQUITY AND LIABILITIES		9,813.36	9,892.53	9,626.45	3,286.02
ASSETS					
(a)	Non-Current Assets				
	i. Property, Plant and Equipment and Intangible assets	9,175.78	9,321.07	8,880.44	2,809.29
	- Property, Plant and Equipment	0.80	0.13	0.15	0.36
	- Intangible Assets	127.57	80.42	310.72	9.29
	- Capital Work in Progress	-	-	7.77	-
	ii. Non-Current Investments			3.23	9.81
	iii. Deferred Tax Assets (Net)	132.00	131.60	126.60	128.77
	iv. Long-Term Loans and Advances	37.99	28.28	41.75	25.41
	v. Other Non-Current Assets	9,175.78	9,321.07	8,880.44	2,809.29
(b)	Current Assets				
	i. Inventories	16.19	6.82	10.31	17.05
	ii. Trade Receivables	21.79	3.49	10.92	15.36
	iii. Cash and Cash equivalents	34.71	11.86	28.58	82.00
	iv. Short term Loans and Advances	196.03	261.89	64.04	38.02
	v. Other current assets	70.50	46.97	141.94	150.66
TOTAL ASSETS		9,813.36	9,892.53	9,626.45	3,286.02

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)

RESTATED CONSOLIDATED STATEMENT OF PROFIT & LOSS

(Amount in ₹ Lakhs)

Particulars		For the ten-month period ended January 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
I. REVENUE					
(a)	Revenue from Operations	1,204.26	1,271.37	1,283.25	805.50
(b)	Other Income	20.16	10.82	4.65	6.64
	Total Revenue	1,224.42	1,282.19	1,287.90	812.14
II. EXPENSES					
(a)	Cost of food and beverages consumed	95.80	180.08	217.80	148.27
(b)	Employee benefits expense	242.98	316.96	316.97	220.94
(c)	Finance costs	8.01	21.99	60.24	148.38
(d)	Depreciation and Amortisation	185.05	232.26	145.83	150.80
(e)	Other expenses	275.24	451.90	336.23	257.32
	Total Expenses	807.08	1,203.19	1,077.07	925.71
III. Profit / (Loss) before exceptional items, share in profit / (loss) of Associate concern and tax (I-II)		417.34	79.00	210.83	(113.57)
IV. Exceptional items		-	370.00	-	-
V. Profit / (Loss) before extra-ordinary items, share in profit / (loss) of Associate concern and tax (III-IV)		417.34	449.00	210.83	(113.57)
VI. Extraordinary items		-	-	-	-
VII. Profit/(Loss) before share in profit / (loss) of Associate concern and tax (V+V1)		417.34	449.00	210.83	(113.57)
VIII. Tax Expense:					
	i. Current tax	109.42	86.00	60.00	-
	ii. Deferred tax	(5.47)	9.11	6.58	6.26
	iii. (Excess)/ Short provision of tax relating to earlier years	1.24	(1.87)	-	-
	iv. Reversal of MAT credit	-	-	-	0.35
	Total Tax	105.19	93.24	66.58	6.61
IX. Profit / (Loss) for the period before share in profit / (Loss) of Associate concern (V-VI)		312.15	355.76	144.25	(120.18)
X. Share in Profit / (Loss) of Associate Concern		-	(7.77)	(12.23)	-
XI. Total Profit / (Loss) for the period (VII+VIII) attributable to:		312.15	347.99	132.02	(120.18)
Owners of the Company		312.15	347.99	132.02	(120.18)
Minority Interest		-	-	-	-
XII. Earnings per equity share (Basic and Diluted)		2.63	3.00	1.21	(1.01)

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(Amount in ₹ Lakhs)

Particulars		For the ten-month period ended January 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
A. Cash flows from Operating activities					
Profit / (Loss) before Tax		417.34	449.00	210.83	(113.57)
Adjustments for:					
Add:	Depreciation and Amortisation Expenses	185.05	232.26	145.83	150.80
	Sundry balances written off (Net)	-	-	-	13.10
	Interest Expense, Bank commission and charges	8.01	21.99	60.24	148.38
	Other Provisions	-	-	-	3.27
Less:	Interest Income	15.03	0.17	0.92	0.57
	Net Gain on disposal of Property, Plant and Equipment	-	2.05	-	-
	Sundry balances written back	3.68	0.62	0.41	-
	Gain / (Loss) on disposal of Investment in Subsidiaries	-	118.50	-	-
Operating profit before working capital changes		591.69	581.91	415.57	201.41
Adjustments for:					
	(Increase) / Decrease in Inventories	(9.37)	(8.54)	6.74	(4.67)
	(Increase) / Decrease in Trade Receivables	(18.30)	3.06	4.44	2.03
	(Increase) / Decrease in Other Assets	(33.24)	(160.19)	(20.20)	58.79
	(Increase) / Decrease in Loans and Advances	65.46	(25.06)	(23.85)	164.76
	Increase / (Decrease) in Trade Payables	(15.09)	52.84	1.29	(15.49)
	Increase / (Decrease) in Other Current Liabilities	(37.16)	373.91	(13.66)	91.60
	Increase / (Decrease) in Provisions	8.46	7.82	7.55	9.41
	Increase / (Decrease) in Other Long term liabilities	40.00	8.64	2.00	0.45
Cash from / (used in) operations		592.45	834.38	379.89	508.29
Less:	Direct Taxes paid (net of Refunds)	86.47	67.23	47.42	34.03
Net Cash from Operating activities		505.98	767.15	332.47	474.26
B. Cash flows from Investing activities					
Purchase of Property, Plant and Equipment and Other intangible Assets (including capital work-in-progress)		(87.58)	(652.80)	(421.60)	(94.94)
Proceeds from sale of Property, Plant and Equipment		-	3.49	-	-
Proceeds from sale of Subsidiaries		-	51.00	-	-
(Purchase)/ Sale of non-current investments		-	-	(20.00)	(1.00)
Interest received		15.03	0.17	0.92	0.57
Net cash from / (used in) Investing activities		(72.55)	(598.14)	(440.68)	(95.37)
C. Cash flows from Financing activities					
Repayment of Non-Current Borrowings		(1,839.36)	(2,494.37)	(2,165.51)	(1,013.53)
Proceeds from Borrowings		1,436.79	2,341.66	2,280.54	841.77

Particulars	For the ten-month period ended January 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest paid	(8.01)	(21.99)	(60.24)	(148.38)
Net Cash from / (used in) Financing activities	(410.58)	(174.70)	54.79	(320.14)
Net (decrease) / Increase in cash and cash equivalents	22.85	(5.69)	(53.42)	58.75
Amount transferred consequent to disposal of subsidiaries	-	(11.03)	-	-
Cash and Cash Equivalents at the beginning of the period	11.86	28.58	82.00	23.25
Cash and Cash Equivalents at the end of the period	34.71	11.86	28.58	82.00
Net (decrease)/ increase in cash and cash equivalents (A+B+C)	22.85	16.72	(53.42)	58.75

For more details regarding financial information of our company, refer chapter titled “Restated Financial Statements” and related notes beginning on page 189 of this Draft Prospectus.

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GENERAL INFORMATION

BRIEF SUMMARY

Our Company was originally incorporated as a private limited company under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation issued by Registrar of Companies, Maharashtra at Bombay dated February 4, 1981 with the name ‘Saj Hotels Private Limited’ bearing Corporate Identity Number U55101MH1981PTC023814. Our Company is in hospitality sector since the date of incorporation.

Our Company was converted from a private limited company to Public Limited Company pursuant to Special Resolution passed at the Extra-ordinary General Meeting by the shareholders of the Company on October 5, 2023 and the name of our Company was changed to ‘Saj Hotels Limited’. A fresh certificate of incorporation consequent to conversion was issued on November 3, 2023 by the Registrar of Companies, Pune bearing Corporate Identity Number U55101PN1981PLC023814.

The Promoters of our Company are Rahul Maganlal Timbadia, Kartik Maganlal Timbadia and Karna Kartik Timbadia.

For further details, please refer to chapter titled “Our History and Certain Corporate Matters” beginning on page no 159 of this Draft Prospectus.

Brief of Company and Issue Information	
Registered, Corporate Office and Properties	<p>Saj Hotels Limited</p> <p>Registered Office*: Saj on the Mountains, Survey Number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra - 412806</p> <p>Corporate Office: Office number 102, 1st Floor, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai, Maharashtra - 400056</p> <p>Resort Properties:</p> <ul style="list-style-type: none"> i. Saj on the Mountains, Survey number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806 (same as Registered Office) ii. Saj by the Lake, Survey number 171/2, 173/1A, 173/1B and 173/2A Malshej, Karanjale, Taluka Junnar, District Pune, Maharashtra - 412409 iii. Saj in the Forest, Survey number 131, Avarghani, Kurai, Sivani, Madhya Pradesh - 480881 <p>Restaurant and Bar Property:</p> <ul style="list-style-type: none"> i. Survey number 1/51, 1111, Anjuna, Bardez, Goa - 403509 <p>Villa Property:</p> <ul style="list-style-type: none"> i. Saj Villas, 1045/1 and 1045/2, Mapusa, Montero Waddo, Anjuna, North Goa, Goa - 403509 <p>Contact Person: Karna Kartik Timbadia, Managing Director Contact No: + 22 6287 5252 Email ID: karna@sajresort.in Compliance Officer: Harsha Darshan Mandora Investor Grievance ID: secretarial@sajresort.in Website: www.sajresorts.com</p>
Date of Incorporation	February 4, 1981
Company Registration Number	023814
Corporate Identification Number (CIN)	U55101PN1981PLC023814
Company Category	Company Limited by shares
Company Sub-category	Indian Non-Government Company

Address of Registrar of Companies (RoC)	<p>Registrar of Companies, Pune Address: PCNTDA Green Building, BLOCK A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune, Maharashtra – 411044</p> <p>Contact No: 020-27651375/ 020-27651378 Email ID: roc.pune@mca.gov.in Website: www.mca.gov.in</p>
Designated Stock Exchange	<p>Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”) Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai – 400051</p> <p>Tel. No: 022 2659 8100/ 2659 8114 / 66418100 Email ID: emerge@nse.co.in Website: www.nseindia.com</p>
Company Secretary and Compliance Officer	<p>Harsha Darshan Mandora <i>Company Secretary & Compliance Officer</i></p> <p>Address: Saj Hotels Limited Office no. 102, 1st Floor, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai, Maharashtra - 400056</p> <p>Contact No: + 22 6287 5252 Email ID: secretarial@sajresort.in Website: www.sajresorts.com</p>
Chief Financial Officer (CFO)	<p>Usha Manish Ghelani <i>Chief Financial Officer</i></p> <p>Address: Saj Hotels Limited Office no. 102, 1st Floor, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai, Maharashtra - 400056</p> <p>Contact No: + 22 6287 5252 Email ID: cfo@sajresort.in Website: www.sajresorts.com</p>
Statutory & Peer Review Auditor of the company	<p>Dhirubhai Shah & Co LLP <i>Statutory Auditors</i></p> <p>Address: 401/408, Aditya, 4th floor, Near Sardar Patel Seva Samaj Mithaklai Six Road, Ellisbridge, Ahmedabad, Gujarat – 380006</p> <p>Contact Person: Anik S Shah Contact No.: +91 98241 41399 Email ID: info@dbsgroup.in Website: www.dbsgroup.in</p>

* For risk associated with registered office being leased out, refer risk factor number 16 on page 30 of this Draft Prospectus.

BOARD OF DIRECTORS OF OUR COMPANY




Our Company’s Board comprises of the following Directors as on the date of this Draft Prospectus:

Name of Director	DIN	Designation	Residential Address
Rahul Maganlal Timbadia	00691457	Non-Executive Director and Chairperson	601, Crystal Apartment, Plot No. 31, Vallabh Nagar society, NS Road, No,3, Juhu Scheme, Vile Parle, Mumbai, Maharashtra- 400056

Name of Director	DIN	Designation	Residential Address
Karna Kartik Timbadia	01753308	Managing Director	901/901, Kalpana, 69-A, 11th Road, Khar West, Opp. Ramkrishna Mission, Mumbai, Maharashtra-400052
Kartik Maganlal Timbadia	00473057	Non-Executive Director	901/901, Kalpana, 69-A, 11th Road, Khar West, Opp. Ramkrishna Mission, Mumbai, Maharashtra-400052
Almitra Ballal Chandrachud	06959741	Non-Executive Woman Director	701, Crystal Apartment, Plot No. 31, Vallabh Nagar society, NS Road, No,3, Juhu Scheme, Vile Parle, Mumbai, Maharashtra- 400056
Biren Kishore Parekh	10354396	Non-Executive Independent Director	Flat No. 201, Hemu Castle, Dadabhai Road, Next to Conm School, Vile Parle(W), Mumbai, Maharashtra- 400056
Dhruvi Kashyap Shah	10568762	Non-Executive Independent Director	35, Ravish, Jaihind Society, 3rd Floor, 11th Road, JVPD Scheme, Vile Parle West, Mumbai, Juhu, Maharashtra – 400049

For further details of the Board of Directors, please refer to the Chapter titled “Our Management” beginning on page 164 of this Draft Prospectus.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	RTA & REGISTRAR TO THE ISSUE
 <p>Corpwis Advisors Private Limited CIN: U74900MH2014PTC322723 Address: G07, Ground Floor, The Summit Business Park, Andheri Kurla Road, Andheri East, Mumabi – 400 093 Contact Person: Vishal Kumar Garg Contact Number: +91-22-49729990/1 E-mail: ipo@corpwis.com Investor Grievance E-mail: investors@corpwis.com</p> <p>Website: www.corpwis.com SEBI Registration Number: INM000012962</p>	 <p>Satellite Corporate Services Private Limited CIN: U65990MH1994PTC077057 Address: 106 & 107 Dattani Plaza, Kurla Andheri Road, Kurla (W), Nr. Safed Poll East West Ind Estate, Mumbai City, MUMBAI, Maharashtra, India-400072 Contact Person: Michael Monteiro Contact Number: +91-22-28520461/462 E-mail: service@satellitecorporate.com Investor Grievance E-Mail: investorservice@satellitecorporate.com Website: www.satellitecorporate.com SEBI Registration Number: INR000003639</p>
STATUTORY AUDITORS/PEER REVIEW AUDITOR OF THE COMPANY	LEGAL ADVISOR TO THE ISSUE
 <p>Dhirubhai Shah & Co LLP Address: 401/408, Aditya, 4th floor, near Sardar Patel Seva Samaj, Mithakali Six Road, Ellisbridge, Ahmedabad - 380006</p> <p>Contact Person: Anik S Shah Contact Number: +91 9824141399 Email Address: info@dbsgroup.in Website: www.dbsgroup.in</p>	 <p>Candour Legal Address: 1st Floor, C wing, Elanza Crest, Opposite Courtyard by Marriott, SBR, Bodakdev, Ahmedabad-380054, Gujrat, India</p> <p>Contact Person: M.M Thapar Tel: +917228888745 Email: contact@candourlegal.com Website: www.candourlegal.com</p>
BANKERS TO OUR COMPANY	
[•]**	
BANKERS TO THE ISSUE / PUBLIC ISSUE BANK / REFUND BANKER AND SPONSOR BANK***	MARKET MAKER****
[•]	[•]

**In accordance with the SEBI (ICDR) Regulations, we have appointed Dhirubhai Shah & Co LLP, Chartered Accountants, (FRN: 102511W/ W100298) as Statutory Auditor and Peer Review Auditor vide Board Resolution at Board meeting held on October 2, 2023 and shareholder's resolution at Extra-ordinary General Meeting held on October 5, 2023 for restatement of financial statements for the period ended January 31, 2024 and for the financial year ended March 31, 2023, March 31, 2022, and March 31, 2021.*

***Our Company, as on the date of this draft Prospectus, has not received the consents from our bankers to include their name in the Draft Prospectus. The details relating to the Bankers to our Company shall be updated prior to filing of the Prospectus with the Registrar of Companies.*

**** The Banker to the issue (Sponsor Bank) shall be appointed prior to filing of the Prospectus with the Registrar of Companies.*

***** The Market Maker shall be appointed prior to filing of the Prospectus with the Registrar of Companies.*

TYPE OF ISSUE

The present Issue is considered to be 100% Fixed Price Issue.

INVESTOR GRIEVANCE

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. For all Issue related queries and for redressal of complaints. Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

All grievances in relation to the application through the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Corpwis Advisors Private Limited is the sole Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

SYNDICATE MEMBER

As on the date of this Draft Prospectus, there are no syndicate members.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks ("SCSBs")

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link. The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43> respectively, as updated from time to time. The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and it's updated from time to time. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

SCSB's and mobile applications enabled for UPI mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45

dated April 5, 2022, UPI Applicants may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as 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=35> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>, respectively. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB branches

In relation to Application Forms submitted 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 Application Forms from the members of the Syndicate is available on the website of the SEBI (<https://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. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centers.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Registrar to Issue 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 respective Stock Exchanges at <https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx> and http://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 Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

CREDIT RATING

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

IPO GRADING

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

DEBENTURE TRUSTEE

Since this is not a debenture issue, appointment of debenture trustee is not required.

APPRAISAL AND MONITORING AGENCY

As per Regulation 262(1) SEBI (ICDR) Regulations, the appointment of Monitoring Agency is not mandatory if the Issue size is below ₹ 10,000 Lakhs. Since the Issue size is only of ₹ [●] Lakhs, our Company has not appointed any monitoring agency for this Issue.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal. Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Prospectus.

However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

FILING OF PROSPECTUS

The copy of the Draft Prospectus will be filed with the Designated Stock Exchange, in our case, it shall be EMERGE Platform of NSE. The Draft Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR), 2018. However, pursuant to Regulation 246(5), the soft copy of Prospectus shall be submitted to SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

Further, pursuant to SEBI Circular Number CFD/DIL1/CIR/P/2019/000000154 dated December 11, 2019, a copy of the Prospectus along with the with due diligence certificate including additional confirmations required to be filed under Section 26 and Section 32 of the Companies Act, 2013 will be filed with SEBI.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the Registrar of Companies Office situated at Pune.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper where the registered office of the Company is situated. The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this Prospectus, which our Company will apply for only after Allotment.

CHANGE IN AUDITORS DURING THE LAST THREE (3) YEARS

The changes in the Auditors of our Company in the last three (3) years or to the extent applicable are as follows:

Name of the Auditor	Dhirubhai Shah & Co LLP	RGS & Co	Dhirubhai Shah & Co LLP
Firm Registration Number (FRN)	102511W	129606W	102511W
Peer Review No.	014773	NA	014773
Date of Appointment	October 5, 2023	June 20, 2022	September 30, 2019
Date of Resignation	NA	September 30, 2023	June 20, 2022
Period From	April 1, 2023	April 1, 2021	April 1, 2019
Period to	March 31, 2024	March 31, 2025	March 31, 2023
Email ID	info@dbsgroup.in	info@rsgco.in	info@dbsgroup.in
Address	401/408, Aditya, 4 th floor, near Sardar Patel Seva Samaj, Mithakali Six Road,	Office No. 285, 1st Floor, Dreams the Mall, LBS Marg, Bhandup West,	401/408, Aditya, 4 th floor, near Sardar Patel Seva Samaj, Mithakali Six Road,

	Ellisbridge, Ahmedabad, Gujarat - 380006	Mumbai, Maharashtra - 400078	Ellisbridge, Ahmedabad, Gujarat - 380006
Reason for Change	Appointment done for filling Casual Vacancy	Appointment done for filling Casual Vacancy	Resignation of previous auditor

UNDERWRITING AGREEMENT

Our Company and Lead Manager to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being issued through this Issue:

Name, Address, Telephone, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount underwritten in ₹ Lakhs	% of the total Issue Size underwritten
[●]	[●]*	[●]	[●]

*aforesaid share excluded [●] Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated [●] in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter and Market Maker are sufficient to enable them to discharge their respective underwriting obligations in full. If any of the underwriters fail to fulfil their underwriting obligations or the nominated investors fail to subscribe to the unsubscribed portion, the lead manager(s) shall fulfil the underwriting obligations.

Corpwis Advisors Private Limited, Lead Manager to the Issue, confirms to underwrite 15% of the Issue Size.

DETAILS OF MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager has entered into Market Making Agreement dated [●] with the following Market Maker to fulfil the obligations of Market Making for this Issue:-

Name	[●]
Address	[●]
Telephone	[●]
E-mail	[●]
Contact Person	[●]
SEBI Registration Number	[●]

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

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

- In terms of Regulation 261(1) of SEBI (ICDR) Regulations, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI (ICDR) Regulations and the circulars issued by the NSE and SEBI regarding this matter from time to time.*
- In terms of regulation 261(2) of SEBI (ICDR) Regulations, the market maker or issuer, in consultation with the Lead Manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the NSE.*
- In terms of regulation 261(3) of SEBI (ICDR) Regulations, Following is a summary of the key details pertaining to the Market Making arrangement*

[●]

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CAPITAL STRUCTURE

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

Sr. No.	Particulars	Aggregate Nominal Value (Amount in ₹ Lakhs)	Aggregate Value at Issue Price of ₹ [●] per Equity Share ⁽⁴⁾ (Amount in ₹ Lakhs)
A.	Authorized Share Capital		
	1,99,90,000 Equity Shares of ₹ 10/- each and 1,000 Preference Shares of ₹ 100/- each	2,000.00	2,000.00
B.	Issued, Subscribed and Paid-up Share Capital prior to the Issue		
	1,18,75,000 Equity Shares	1,187.50	[●]
C.	Present issue in terms of this Draft Prospectus		
	Fresh Public Issue up to 42,50,000 Equity Shares at an Issue Price of ₹ [●] ⁽¹⁾ per Equity Share aggregating up to ₹ [●] Lakhs ⁽²⁾	425.00	[●]
	<i>Which Comprises⁽³⁾:</i>		
	2,14,000 Equity Shares at an Issue Price of ₹ [●] per Equity Share aggregating up to ₹ [●] Lakhs reserved as Market Maker Portion	21.40	[●]
	Net Issue to Public of Equity Shares at an Issue Price of ₹ 40,36,000 per Equity Share aggregating up to ₹ [●] Lakhs Share to the Public	40.36	[●]
	<i>Of the Net Issue to the Public</i>		
	20,18,000 Equity Shares for cash at a price of ₹ [●] per Equity Share will be available for Allocation for Retail Individual Investors	20.18	[●]
	20,18,000 Equity Shares for cash at a price of ₹ [●] per Equity Share will be available Allocation to other than Retail Individual Investors	20.18	[●]
D.	Issued, Subscribed and Paid-Up Share Capital after the Issue		
	1,61,25,000 Equity Shares	1,612.50	[●]
E.	Securities Premium Account		
	Before the Issue		-
	After the Issue		[●]

Notes:

⁽¹⁾ The Issue Price to be finalized at the time of opening of the issue in discussion with the Lead Manager.

⁽²⁾ The present Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on April 9, 2024, and by the shareholders of the Company vide a special resolution passed pursuant to Section 23 & 62(1)(c) of the Companies Act, 2013 at the Extra-ordinary General Meeting held on May 2, 2024.

⁽³⁾ Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Size. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

⁽⁴⁾ To be finalized upon determination of the Issue Price.

⁽⁵⁾ Our Company does not intend to undertake any Pre – IPO Placement.

Kind of Shares

As on the date of this Draft Prospectus, our Company has two kinds of Authorized Share Capital i.e., Equity Shares of face value of ₹ 10/- each and Preference Shares of face value of ₹ 100/- each.

All the Equity Shares issued are fully paid-up and are ranked pari-pasu in all respect. As on the date of this Draft Prospectus our Company does not have any issued Preference Shares

Our Company does not have any party paid-up equity shares as on the date of this Draft Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of this Draft Prospectus.

Details of changes in Authorized Share Capital of the Company since incorporation

At the time of incorporation of our Company, the Authorized Share Capital of the Company was ₹10,00,000 consisting of 9,000 Equity Shares of ₹ 100/- each and 1,000 Preference Shares of ₹ 100/- each.

Further Authorized Share Capital of the Company has been altered in the manner set forth below:

Date of Amendment / Shareholders' Resolution	Nature of Amendment	AGM/ EGM
August 24, 1985	<u>From ₹ 10 Lakhs to ₹ 20 Lakhs</u> The Authorized Share Capital of the company was increased from ₹ 10,00,000/- divided into 9,000 Equity shares of ₹ 100/- each and 1,000 Preference shares of ₹ 100/- each to ₹ 20,00,000/- divided into 19,000 Equity shares of ₹ 100/- each and 1,000 Preference shares of ₹ 100/- each.	EGM
March 16, 2009	<u>From ₹ 20 Lakhs to ₹ 300 Lakhs</u> The Authorized Share Capital of the company was increased from ₹ 20,00,000/- divided into 19,000 Equity shares of ₹ 100/- each and 1,000 Preference share of ₹ 100/- each to ₹ 3,00,00,000/- divided into 2,99,000 Equity shares of ₹ 100/- each and 1,000 Preference shares of ₹ 100/- each.	EGM
May 12, 2023*	<u>From ₹ 300 Lakhs to ₹ 1,000 Lakhs</u> The Authorized Share Capital of the company was increased from ₹ 3,00,00,000/- divided into 2,99,000 Equity shares of ₹ 100/- each and 1,000 Preference shares of ₹ 100/- each to ₹ 10,00,00,000/- divided into 9,99,000 Equity shares of ₹ 100/- each and 1,000 Preference shares of ₹ 100/- each.	EGM
September 1, 2023*	<u>Sub-division of each Equity share of our Company having face value of ₹ 100/- each into Equity shares of ₹ 10/- each</u> Pursuant to the sub-division, the Authorised Share Capital of the Company is as follows: The Authorised Share Capital of our Company shall be ₹ 10,00,00,000/- divided into 99,90,000 Equity shares of ₹ 10/- each and 1,000 Preference shares of ₹ 100/- each.	EGM
September 5, 2023*	<u>From ₹ 1,000 Lakhs to ₹ 2,000 Lakhs</u> The Authorized Share Capital of the company was increased from ₹ 10,00,00,000/- divided into 99,90,000 Equity shares of ₹ 10/- each and 1,000 Preference shares of ₹ 100/- each to ₹ 20,00,00,000/- divided into 1,99,90,000 Equity shares of ₹ 10/- each and 1,000 Preference shares of ₹ 100/- each.	EGM

All the details w.r.t. to the above stated changes in the Authorised Share Capital of our company is updated with MCA and the same is reflecting on the MCA Portal.

For risk associated with delays or incorrect e-forms filed with Registrar of Companies, refer risk factor number 11 on page 28 of this Draft Prospectus.

Notes to Capital Structure

1. Share Capital History

a) History of Paid-up Equity Share Capital of our Company

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

Date of Allotment	Number of Equity Shares allotted	Face Value per Equity Share (In ₹)	Issue Price per Equity Share (In ₹)	Nature of Consideration	Nature of Allotment	Cumulative Number of Equity Shares	Cumulative Paid-up Equity Capital (In ₹)
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February 4, 1981 (On incorporation)	4	100	100	Cash	Subscription to MoA ⁽¹⁾	4	400
January 25, 1985*	6,851	100	100	Cash	Further Issue ⁽²⁾	6,855	6,85,500
July 14, 1988*	1,600	100	100	Cash	Further Issue ⁽³⁾	8,455	8,45,500
February 22, 1990*	3,346	100	100	Cash	Further Issue ⁽⁴⁾	11,801	11,80,100
December 10, 1991*	199	100	100	Cash	Further Issue ⁽⁵⁾	12,000	12,00,000
March 30, 2009	2,25,000	100	100	Cash	Further Issue ⁽⁶⁾	2,37,000	2,37,00,000
October 10, 2009	500	100	100	Cash	Further Issue ⁽⁷⁾	2,37,500	2,37,50,000
Pursuant to Shareholder's Resolution passed at the Extra Ordinary General Meeting held on September 1, 2023 each fully paid-up Equity share of our Company having face value of ₹ 100/- each were sub-divided into Equity shares of face value of ₹ 10/- each. Therefore, 2,37,500 Equity shares of our Company of face value ₹ 100/- each were sub-divided into 23,75,000 Equity shares of face value of ₹ 10/- each.							
October 10, 2023	95,00,000	10	Nil	Other than Cash	Bonus Issue ⁽⁸⁾	1,18,75,000	11,87,50,000

All the above-mentioned shares are fully paid up since the date of allotment

⁽¹⁾ Subscription to the Memorandum of Association dated February 4, 1981 of 4 Equity shares of face value ₹ 100/- each as per the details below:

Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
Chintamani Joglekar	100	100	Subscription to MoA	1
Suresh Adkar	100	100	Subscription to MoA	1
Vilas Shrinivas Sane	100	100	Subscription to MoA	1
Damodar Gadgil	100	100	Subscription to MoA	1
	Total			4

⁽²⁾ Further Issue of shares dated January 25, 1985 of 6,851 Equity shares of face value ₹ 100/- each as per the details below:

Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
Deepak Jain and Rajendra Jain	100	100	Further Issue	1,110
Girdharilal Asudani and Girdharilal Sukhramdas HUF	100	100	Further Issue	1,451
Girdharilal Asudani and Sarala Asudani	100	100	Further Issue	722
Jitendra Asudani	100	100	Further Issue	638
Kusum Jain and Rajendra Jain	100	100	Further Issue	1,308
Rajendra Jain and Kusum Jain	100	100	Further Issue	1,000
Sarla Asudani and Girdharilal Asudani	100	100	Further Issue	607
Vilas Srinivas Sane	100	100	Further Issue	15
	Total			6,851

⁽³⁾ Further Issue of shares dated July 14, 1988 of 1,600 Equity shares of face value ₹ 100/- each as per the details below:

Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
Kusum Jain and Rajendra Jain	100	100	Further Issue	600
Deepak Jain and Rajendra Jain	100	100	Further Issue	200
Girdharilal Asudani and Girdharilal Sukhramdas HUF	100	100	Further Issue	800
	Total			1,600

⁽⁴⁾ Further Issue of shares dated February 22, 1990 of 3,346 Equity shares of face value ₹ 100/- each as per the details below:

Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
Deepak Jain and Rajendra Jain	100	100	Further Issue	490
Kusum Jain and Rajendra Jain	100	100	Further Issue	375
Rajendra Jain and Kusum Jain	100	100	Further Issue	380

Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
Rajendra Jain and R.H. Jain HUF	100	100	Further Issue	428
Sarla Asudani and Girdharilal Asudani	100	100	Further Issue	673
	Total			3,346

(5) Further Issue of shares dated December 10, 1991 of 199 Equity shares of face value ₹ 100/- each as per the details below:

Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
Deepak Jain and Rajendra Jain	100	100	Further Issue	90
Rita Asudani and Girdharilal Asudani	100	100	Further Issue	109
	Total			199

(6) Further Issue of shares dated March 30, 2009 of 2,25,000 Equity shares of face value ₹ 100/- each as per the details below:

Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
Rahul Maganlal Timbadia	100	100	Further Issue	2,25,000
	Total			2,25,000

(7) Further Issue of shares dated October 10, 2009 of 500 Equity shares of face value ₹ 100/- each as per the details below:

Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature Of Allotment	Number Of Equity Shares Allotted
Latim Lifestyle and Resorts Limited (Formerly known as Latim Lifestyle and Resorts Private Limited)	100	100	Further Issue	500
	Total			500

(8) Bonus Issue* of shares dated October 10, 2023 of 95,00,000 Equity shares of face value ₹ 10/- each as per the details below:

Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature Of Allotment	Number Of Equity Shares Allotted
Rahul Maganlal Timbadia	10	NIL	Bonus issue	90,00,000
Kartik Maganlal Timbadia	10	NIL	Bonus issue	2,50,000
Karna Kartik Timbadia	10	NIL	Bonus issue	2,50,000
	Total			95,00,000

* Bonus Ratio: Ratio of Bonus Issue was 4:1 i.e (Four (4) fully paid-up Equity Shares for every One (1) fully paid-up Equity Share held). The Bonus issue was approved and proposed by the Board of Directors of our Company at the meeting of Board of Directors held on October 2, 2023 and the same was approved by the Shareholders of our Company at the Extra Ordinary General Meeting held on October 5, 2023 vide passing of Special Resolution. Above allotment of shares has been made out of the closing balance of Reserves and Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for this purpose. The shares issued in the aforementioned Bonus Issue are eligible for minimum Promoters Contribution.

b) History of Preference Share Capital of the Company

The following table sets forth the history of the Preference Share Capital of the Company:

Date of Allotment	Number of Preference Shares allotted	Face Value per Preference Share (In ₹)	Issue Price per Preference Share (In ₹)	Nature of Consideration	Nature of Allotment	Cumulative number of Preference Shares	Cumulative Paid-up Preference Capital (In ₹)
January 25, 1985*	500	100	100	Cash	Further Issue ⁽¹⁾	500	50,000

Pursuant to Board resolution passed at the Board Meeting held on October 20, 2009, 500 fully paid-up Preference share of our Company having face value of ₹ 100/- each were redeemed.

⁽¹⁾Allotment of shares dated January 25, 1985 of 500 Preference shares of face value ₹100/- each is as per the details below:

Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature Of Allotment	Number Of Equity Shares Allotted
Sarla Asudani and Girdharilal Asudani	100	100	Further Issue	250
Kusum Jain and Rajendra Jain	100	100	Further Issue	250
	Total			500

As on the date of this Draft Prospectus, our Company does not have any issued Preference Share Capital.

* Our Company was incorporated in 1981 and certain corporate records and documents and documents filed by us with the Registrar of Companies are not traceable. The secretarial records such as certain past allotments of Equity Shares made by our Company, share transfer forms, could not be traced. While we have conducted searches of our records at our Company's registered office, Registrar of Companies, Pune and on the MCA portal maintained by the Ministry of Corporate Affairs, we have not been able to trace the aforementioned corporate records. As the relevant information was not available in the records maintained by our Company, at the MCA Portal maintained by the Ministry of Corporate Affairs or at the physical office records maintained by the Registrar of Companies, a registration of lost property was lodged by us with the Juhu Police Station, Mumbai on May 10, 2024, wherein we have reported that our Company is unable to find any and all corporate records from our incorporation till the year 2003. Accordingly, we have included the details of the build-up of the share capital of the Company in this Draft Prospectus, by placing reliance on other corporate records of the company i.e., Statutory Registers, Annual Reports and Annual Returns filed by the Company with the Ministry of Corporate Affairs. Further our Company has also obtained Certificate on the Capital Build-up of the Company from the Statutory Auditors of the Company, Dhirubhai Shah & Co LLP, Chartered Accountants, vide their Certificate dated May 9, 2024 UDIN 24140594BKAJSQ6815 and also from an Independent Practising Company Secretary, Kothari H. & Associates, vide their Due Diligence Report dated May 16, 2024 UDIN F009871F000384883.

For risk associated with inability to locate certain historical corporate records of our Company, refer risk factor number 12 on page 28 of this Draft Prospectus.

2. Issue of shares for consideration other than cash

Our Company has not issued any equity shares for consideration other than cash, except for the following Bonus Issue.

Date of Allotment	Number of Equity Shares allotted	Face Value (In ₹)	Issue Price (In ₹)	Consideration	Reason for Allotment	Benefits accrued to company	Allottees	Number of Equity shares allotted
October 10, 2023	95,00,000	10	NIL	NIL	Capitalisation of Reserves and Surplus through Bonus issue	Capitalization of Reserves and Surplus	Rahul Maganlal Timbadia	90,00,000
							Kartik Maganlal Timbadia	2,50,000
							Karna Kartik Timbadia	2,50,000

Our Company has not issued any preference shares for consideration other than cash.

- Our Company has revalued our assets and generated Revaluation Reserve which forms part of Reserves and Surplus. However, the Company has not issued any Equity Shares (including bonus shares) by capitalizing any Revaluation Reserves.
- The Company has not issued any Equity Shares under any Employee Stock Option Scheme or Employee Stock Purchase Scheme.
- The Company has not issued any Equity Shares in terms of any scheme approved under Section 230-234 of the Companies Act, 2013.
- The Company has not issued any Equity shares at price below Issue Price within last one (1) year from the date of this Draft Prospectus except as mentioned below:

i. The details of allotment of 95,00,000 Bonus Equity shares made on October 10, 2023 in ratio of 4:1 i.e. four (4) Equity shares for every one (1) fully paid-up Equity share, are as follows:

Date of Allotment	Number of Equity Shares allotted	Face Value (In ₹)	Issue Price (In ₹)	Reason for Allotment	Benefits accrued to company	Allottees	Whether part of Promoter Group	Number of shares allotted
October 10, 2023	95,00,000	10	NIL	Bonus issue	Capitalization of Reserves and Surplus	Rahul Maganlal Timbadia	Promoter	90,00,000
						Kartik Maganlal Timbadia	Promoter	2,50,000
						Karna Kartik Timbadia	Promoter	2,50,000

* Above allotment of shares has been made out of the closing balance of Reserves and Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for this purpose.

7. Shareholding Pattern of the Company

The table below presents the current shareholding pattern of the Company as on the date of this Draft Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number 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 number of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)			Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (Sb)		
								Class: X	Class : Y	Total									
A1	Promoters and Promoters Group	7	99,90,000	-	-	99,90,000	84.13%	99,90,000	-	99,90,000	84.13%	-	84.13%	-	-	-	-	99,90,000	
B	Public	34	18,85,000	-	-	18,85,000	15.87%	18,85,000	-	18,85,000	15.87%	-	15.87%	-	-	-	-	18,85,000	
C	Non- Promoters- Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	41	1,18,75,000	-	-	1,18,75,000	100.00%	1,18,75,000	-	1,18,75,000	100%	-	100.00%	-	-	-	-	1,18,75,000	

The Company will file the shareholding pattern of the Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchange before commencement of trading of such Equity Shares.

Notes -

- As on date of this Draft Prospectus, one (1) Equity share holds one (1) vote.
- The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- We have only one class of paid-up Equity Shares of face value of ₹ 10/- each.
- We have entered into tripartite agreement with CDSL and NSDL.

8. Details of Shareholding of the major shareholders of the Company

- a) Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of the Company and the number of Equity Shares held by them as on the date of filing of this Draft Prospectus:

Name of Shareholders	Number of Equity Shares of Face value ₹ 10/- each	% of the Pre-Issue share capital
Rahul Maganlal Timbadia	93,64,000	78.85
Reina R Jaisinghani	10,00,000	8.42
Kartik Maganlal Timbadia	3,12,000	2.63
Karna Kartik Timbadia	3,12,000	2.63
Sodhani Capital	2,00,000	1.68
Total	1,11,88,000	94.21

Notes:

⁽¹⁾ Details of shares held on May 22, 2024

- b) None of the shareholders of the Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of this Draft Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan, or other instrument.
- c) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of the Company and the number of shares held by them ten days prior to the date of filing of this Draft Prospectus.

Name of Shareholders	Number of Equity Shares of Face value ₹ 10/- each ⁽¹⁾	% of the Pre-Issue share capital
Rahul Maganlal Timbadia	93,64,000	78.85
Reina R Jaisinghani	10,00,000	8.42
Kartik Maganlal Timbadia	3,12,000	2.63
Karna Kartik Timbadia	3,12,000	2.63
Sodhani Capital Ltd	2,00,000	1.68
Total	1,11,88,000	94.21

Notes:

⁽¹⁾ Details of shares held on May 12, 2024

⁽²⁾ There are no vested outstanding options

- d) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of the Company and the number of shares held by them one (1) year prior to filing of this Draft Prospectus:

Name of Shareholders	Number of Equity Shares of Face value ₹10/- each ⁽¹⁾	% of the Pre-Issue share capital
Rahul Maganlal Timbadia	2,25,000	94.74
Kartik Maganlal Timbadia	6,250	2.63
Karna Kartik Timbadia	6,250	2.63
Total	2,37,500	100.00

Notes:

⁽¹⁾ Details of shares held on May 22, 2023

⁽²⁾ There are no vested outstanding options

- e) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of the Company and the number of shares held by them two (2) years prior to the date of filing of this Draft Prospectus:

Name of Shareholders	Number of Equity Shares	% of the Pre-Issue share capital
Rahul Maganlal Timbadia	2,25,000	94.74
Kartik Maganlal Timbadia	6,250	2.63
Karna Kartik Timbadia	6,250	2.63
Total	2,37,500	100.00

Notes:

⁽¹⁾ Details of shares held on May 22, 2022

⁽²⁾ There are no vested outstanding options

- f) Our Company has not made any public offer (including any rights issue to the public) since its incorporation.
- g) The Company does not have any intention or proposal to alter its capital structure within a period of six (6) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or Right Issue of Equity Shares whether preferential or bonus, rights, or further public issue basis. (Including issue of securities convertible into or exchangeable, directly, or indirectly for Equity Shares), whether on a private placement basis / 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. However, if the Company enters into acquisitions, joint ventures or other arrangements, the Company may subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures

9. Details of Build-up of our Promoter's shareholding:

As on the date of this Draft Prospectus, the Promoters of our Company i.e. Rahul Maganlal Timbadia, Kartik Maganlal Timbadia and Karna Kartik Timbadia, hold 99,88,000 Equity Shares, equivalent to 84.11% of the pre-IPO issued, subscribed and paid-up Equity Share capital of the Company and none of the Equity Shares held by the Promoters are subject to any pledge.

Set forth below are the details of the build – up of our Promoter' shareholding in the Company since incorporation:

a) Rahul Maganlal Timbadia

Date of Allotment/ Acquisition/ Transfer	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Cumulative Number of Shares
March 30, 2009	2,25,000	100	100	Cash	Allotment pursuant to Further issue	18.95*	13.95*	2,25,000
Pursuant to shareholder resolution passed at Extra Ordinary General Meeting held on dated September 1, 2023, each fully paid-up Equity share of our Company having face value of ₹ 100/- each was sub-divided into Equity shares of face value of ₹ 10/- each. Therefore, 2,25,000 Equity shares of Rahul Maganlal Timbadia of face value ₹ 100/- each were sub-divided into 22,50,000 Equity shares of face value of ₹ 10/- each. *The above calculation of pre and post issue shareholding is done after considering the effect of this sub-division of shares.								22,50,000
October 10, 2023	90,00,000	10	NIL	Capitalization of Reserves and Surplus	Bonus Issue	76.00	55.81	1,12,50,000
October 18, 2023	(500)	10	NIL	Gift given	Transfer of shares to	Negligible	Negligible	1,12,49,500

					Almitra Ballal Chandrachud pursuant to Gift Deed dated October 2, 2023			
October 18, 2023	(500)	10	NIL	Gift given	Transfer of shares to Parth Rahul Timbadia pursuant to Gift Deed dated October 2, 2023	Negligible	Negligible	1,12,49,000
December 21, 2023	(5,05,000)^	10	50	Cash	Transfer of shares	(4.25)	(3.13)	1,07,44,000
December 22, 2023	(2,00,000)^	10	50	Cash	Transfer of shares	(1.68)	(1.24)	1,05,44,000
January 12, 2024	(10,40,000)^	10	50	Cash	Transfer of shares	(8.76)	(6.45)	95,04,000
January 16, 2024	(1,00,000)^	10	50	Cash	Transfer of shares	(0.84)	(0.62)	94,04,000
January 25, 2024	(40,000)^	10	50	Cash	Transfer of shares	(0.34)	(0.25)	93,64,000
TOTAL	93,64,000					78.85	58.07	

^ For details regarding individual transfers, refer Point no. 13 below mentioning details of Equity shares purchased/acquired or sold by the Promoter/Promoter Group/Directors of the Company and their relatives

b) Kartik Maganlal Timbadia

Date of Allotment/ Acquisition/ Transfer	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Cumulative Number of Shares
October 24, 2018	6,250	100	2,800	Cash	Purchased from Tutor Investment and Finance Private Limited	0.53*	0.39*	6,250
<p>Pursuant to shareholder resolution passed at the Extra Ordinary General Meeting held on September 1, 2023, each fully paid-up Equity share of our Company having face value of ₹ 100/- each was sub-divided into Equity shares of face value of ₹ 10/- each. Therefore, 6,250 Equity shares of Kartik Timbadia of face value ₹ 100/- each were sub-divided into 62,500 Equity shares of face value of ₹ 10/- each.</p> <p><i>*The above calculation of pre and post issue shareholding is done after considering the effect of sub division of shares.</i></p>								62,500
October 10, 2023	2,50,000	10	NIL	Capitalization of Reserves and Surplus	Bonus Issue	2.11	1.55	3,12,500
October 18, 2023	(500)	10	NIL	Gift given	Transfer of shares to Suchita Kartik Timbadia pursuant to Gift Deed dated October 2, 2023	Negligible	Negligible	3,12,000
TOTAL	3,12,000					2.63	1.93	

c) **Karna Kartik Timbadia**

Date of Allotment/ Acquisition/ Sale/Transfer	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Cumulative No. of Shares
October 24, 2018	6,250	100	2,800	Cash	Purchased from Tutor Investment and Finance Private Limited	0.53*	0.39*	6,250
Pursuant to shareholder resolution passed at the Extra Ordinary General Meeting held on September 1, 2023, each fully paid-up Equity share of our Company having face value of ₹ 100/- each was sub-divided into Equity shares of face value of ₹ 10/- each. Therefore, 6,250 Equity shares of Karna Timbadia of face value ₹ 100/- each were sub-divided into 62,500 Equity shares of face value of ₹ 10/- each.								62,500
<i>*The above calculation of pre and post issue shareholding is done after considering the effect of sub division of shares.</i>								
October 10, 2023	2,50,000	10	NIL	Capitalization of Reserves and Surplus	Bonus Issue	2.11	1.55	3,12,500
October 18, 2023	(500)	10	NIL	Gift given	Transfer of shares to Jalpa Karna Timbadia pursuant to Gift Deed dated October 2, 2023	Negligible	Negligible	3,12,000
TOTAL	3,12,000					2.63	1.93	

10. **Cost of Acquisition**

a) **Average cost of acquisition of equity shares of Promoter and Promoter group members**

The average cost of acquisition of equity shares of our promoter and promoter group members as on the date of this Draft Prospectus is as follows:

Name of the Promoter	Number of Equity Shares of face value ₹ 10/- each held	Average cost of Acquisition (In ₹ Per Equity Share)
Rahul Maganlal Timbadia	93,64,000	2.00
Kartik Maganlal Timbadia	3,12,000	56.09
Karna Kartik Timbadia	3,12,000	56.09
Almitra Ballal Chandrachud	500	Nil
Parth Rahul Timbadia	500	Nil
Suchita Kartik Timbadia	500	Nil
Jalpa Karna Timbadia	500	Nil

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

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJSE3290

b) Weighted average cost of acquisition of equity shares of Promoter in last one year

The weighted average price at which equity shares was acquired by our Promoter in the last one year from the date of this Draft Prospectus is as follows:

Name of the Promoter	Number of Equity shares acquired*	Consideration (Amount in ₹ Lakhs)	Weighted Average Price (In ₹ per Equity Share)
Rahul Maganlal Timbadia	1,12,50,000	-	-
Kartik Maganlal Timbadia	3,12,500	-	-
Karna Kartik Timbadia	3,12,500	-	-

*The company has split the shares vide passing Resolution at Extraordinary General Meeting held on September 1, 2023 by sub-division of 1 (One) Equity Share of the Company having Face Value of ₹ 100/- each (Rupees Hundred only) into 10 (ten) Equity Share having Face Value of ₹ 10/- (Rupees Ten Only) each.

The Board of Directors vide passing of Resolution on October 10, 2023, allotted 95,00,000 Equity Shares via Bonus Issue in the ratio of Four (4) Equity Shares for every one (1) existing fully paid up Equity Share.

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJRH9505

c) Weighted Average cost of acquisition of all shares transacted in last 3 years, 18 months and 1 years, from the date of this Draft Prospectus

The weighted average cost of acquisition of all shares transacted in last 3 years, 18 months and 1 years, from the date of this Draft Prospectus:

Period	Weighted Average cost of acquisition (₹)
Last 1 year	6.85
Last 18 months	6.85
Last 3 year	6.85

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJSO6844

- As on the date of this Draft Prospectus, the Company has 41 members/shareholders
- The details of the Shareholding of our Promoters and the members of the Promoter Group as on date of this Draft Prospectus are set forth in the table below:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Equity Shares of Face value ₹10/- each	Percentage holding (%)	Number of Equity Shares of Face value ₹10/- each	Percentage holding (%)
Promoters				
Rahul Maganlal Timbadia	93,64,000	78.85	93,64,000	58.07
Kartik Maganlal Timbadia	3,12,000	2.63	3,12,000	1.93
Karna Kartik Timbadia	3,12,000	2.63	3,12,000	1.93
Total Promoters Shareholding (A)	99,88,000	84.11	99,88,000	61.93
Promoters Group				
Almitra Ballal Chandrachud	500	Negligible	500	Negligible
Parth Rahul Timbadia	500	Negligible	500	Negligible
Jalpa Karna Timbadia	500	Negligible	500	Negligible
Suchita Kartik Timbadia	500	Negligible	500	Negligible
Total Promoters Group Shareholding (B)	2,000	0.01	2,000	0.01
Total Promoters and Promoters Group (A+B)	99,90,000	84.12	99,90,000	61.94

13. Except as mentioned below, no Equity shares were purchased/acquired or sold by the Promoter/Promoter Group/Directors of the Company and their relatives during a period of six (6) months preceding the date on which this Draft Prospectus is filed.

Nature of Transaction	Date of Allotment/ Transfer	Name of Transferor	Name of Transferee	Number of Equity share of Face Value 10/- each	Transaction Price per Share (₹)	Consideration (Amount in ₹ Lakhs)	Category of Promoters/Director/Promoter Group
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Dharmendra Darji	10,000	50	5.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Vinit Vijay Agrawal	20,000	50	10.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Mudit Lakhotia	30,000	50	15.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Kunjbehari Brijmohan Sarda Huf	10,000	50	5.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Ved Prakash Rathi	50,000	50	25.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Sweta Lakhotia	10,000	50	5.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Sohan Lal	25,000	50	12.50	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Abhishek Bajaj	25,000	50	12.50	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Navin Lakhotia	10,000	50	5.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Kaa Infra and Financial Services LLP	50,000	50	25.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Abhave Sharma	40,000	50	20.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Gaurav Barjatya	20,000	50	10.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Ghanshyam Daga	90,000	50	45.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Jigar Haresh Gala	10,000	50	5.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Krishna Kant Sonthalia	50,000	50	25.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Payal Maheshwari	20,000	50	10.00	Transferor is Promoter and Director
Transfer	December 21, 2023	Rahul Maganlal Timbadia	Kamalkant Bhattar	10,000	50	5.00	Transferor is Promoter and Director

Transfer	December 21, 2023	Rahul Maganlal Timbadia	Aman Arora	25,000	50	12.50	Transferor is Promoter and Director
Transfer	December 22, 2023	Rahul Maganlal Timbadia	Sodhani Capital	2,00,000	50	100.00	Transferor is Promoter and Director
Transfer	January 12, 2024	Rahul Maganlal Timbadia	Amrita Maheshwari	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 12, 2024	Rahul Maganlal Timbadia	Anushree Vinay Chitlangia	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 12, 2024	Rahul Maganlal Timbadia	Shruti Sandip Timbadia	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 12, 2024	Rahul Maganlal Timbadia	J. K. Mimani	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 12, 2024	Rahul Maganlal Timbadia	Reina R Jaisinghani	10,00,000	50	500.00	Transferor is Promoter and Director
Transfer	January 16, 2024	Rahul Maganlal Timbadia	Shyamsunder Kisangopal Lakhani	40,000	50	20.00	Transferor is Promoter and Director
Transfer	January 16, 2024	Rahul Maganlal Timbadia	Amit Somani	20,000	50	10.00	Transferor is Promoter and Director
Transfer	January 16, 2024	Rahul Maganlal Timbadia	Lokesh Bajaj	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 16, 2024	Rahul Maganlal Timbadia	Madhuri Mantri	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 16, 2024	Rahul Maganlal Timbadia	Neha Somani	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 16, 2024	Rahul Maganlal Timbadia	Manish Damodar Lakhani	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 25, 2024	Rahul Maganlal Timbadia	Shivprakash Mohanprakash Chitlangia	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 25, 2024	Rahul Maganlal Timbadia	Prateek Maheshwari	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 25, 2024	Rahul Maganlal Timbadia	Ghanshyam Somani	10,000	50	5.00	Transferor is Promoter and Director
Transfer	January 25, 2024	Rahul Maganlal Timbadia	Saroj Baradia	10,000	50	5.00	Transferor is Promoter and Director

14. There are no financing arrangements whereby the promoter, member of promoter group, the directors of our company and their relatives have financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of this Draft Prospectus.
15. Following are the details of Equity Shares of our Company held by Directors and Key Management Personnel of our Company:

Name of Director/KMP	Designation	No. of Equity Shares of Face value ₹10 each	% of Pre- issue Equity Share Capital
Karna Kartik Timbadia	Managing Director	3,12,000	2.63
Rahul Maganlal Timbadia	Non-Executive Director and Chairman	93,64,000	78.85
Kartik Maganlal Timbadia	Non-Executive Director	3,12,000	2.63
Almitra Ballal Chandrachud	Non- Executive Woman Director	500	Negligible
Biren Kishore Parekh	Non- Executive Independent Director	Nil	Nil
Dhruvi Kashyap Shah	Non- Executive Woman Independent Director	Nil	Nil
Usha Manish Ghelani	Chief Financial Officer	Nil	Nil
Harsha Darshan Mandora	Company Secretary and Compliance Officer	Nil	Nil
Total		99,88,500	84.11

16. Details of Promoters' contribution locked in for three years.

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of the Company held by our Promoter shall be considered as Promoter' contribution ("Promoter Contribution") and locked in for a period of three years from the date of Allotment.

Our Promoter have granted consent to include all Equity Shares held by them as on the date of filing of Draft Prospectus, as may constitute 61.93% of the post issue Equity Share capital of the Company as Promoter Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of, in any manner, the Promoter Contribution from the date of filing of the Draft Prospectus until the commencement of the lock-in period i.e. date of allotment in the Issue.

The details of lock-in of shares for 3 (three) years are as under:

Name of the Promoter	Date of allotment ⁽¹⁾ / transfer of Equity Shares	Nature of transaction	No. of Equity Shares allotted/ transferred	Face Value (₹)	Issue/ acquisition/ Transfer price per Equity Share (₹)	Cumulative Number of Equity shares held	Number of Equity Shares locked-in	Percentage of the pre-Issue paid-up capital (%)	Percentage of the post-Issue paid-up capital (%)	Period up to which the Equity Shares are subject to lock- in
Rahul Maganlal Timbadia	March 30, 2009	Allotment pursuant to Further issue	2,25,000	100	100	2,25,000				
	Pursuant to shareholder resolution passed at the Extra Ordinary General Meeting held on September 1, 2023, each fully paid-up Equity share of our Company having face value of ₹ 100/- each was sub-divided into Equity shares of face value of ₹ 10/- each. Therefore, 2,25,000 Equity shares of Rahul Maganlal Timbadia of face value ₹ 100/- each were sub-divided into 22,50,000 Equity shares of face value of ₹ 10/- each.					22,50,000				
	October 10, 2023	Bonus Issue	90,00,000	10	NIL	1,12,50,000				
	October 18, 2023	Transfer of shares to Almitra Ballal Chandrachud pursuant to Gift Deed dated October 2, 2023	(500)	10	NIL	1,12,49,500				
	October 18, 2023	Transfer of shares to Parth Rahul Timbadia pursuant to Gift Deed dated October 2, 2023	(500)	10	NIL	1,12,49,000				
	December 21, 2023	Transfer ⁽²⁾	(5,05,000)	10	50	1,07,44,000				
	December 22, 2023	Transfer ⁽²⁾	(2,00,000)	10	50	1,05,44,000				
	January 12, 2024	Transfer ⁽²⁾	(10,40,000)	10	50	95,04,000				
	January 16, 2024	Transfer ⁽²⁾	(1,00,000)	10	50	94,04,000				
	January 25, 2024	Transfer ⁽²⁾	(40,000)	10	50	93,64,000	93,64,000	78.85	58.07	3 years

Name of the Promoter	Date of allotment ^{(1)/ transfer of Equity Shares}	Nature of transaction	No. of Equity Shares allotted/ transferred	Face Value (₹)	Issue/ acquisition/ Transfer price per Equity Share (₹)	Cumulative Number of Equity shares held	Number of Equity Shares locked-in	Percentage of the pre-Issue paid-up capital (%)	Percentage of the post-Issue paid-up capital (%)	Period up to which the Equity Shares are subject to lock- in
Kartik Maganlal Timbadia	October 24, 2018	Purchased from Tutor Investment and Finance Private Limited	6,250	100	2,800	E6,250				
	Pursuant to shareholder resolution passed at the Extra Ordinary General Meeting held on September 01, 2023, each fully paid-up Equity share of our Company having face value of ₹ 100/- each was sub-divided into Equity shares of face value of ₹ 10/- each. Therefore, 6,250 Equity shares of Kartik Maganlal Timbadia of face value ₹ 100/- each were sub-divided into 62,500 Equity shares of face value of ₹ 10/- each.					62,500				
	October 10, 2023	Bonus Issue	2,50,000	10	NIL	3,12,500				
	October 18, 2023	Transfer of shares to Suchita Kartik Timbadia pursuant to Gift Deed dated October 2, 2023	(500)	10	NIL	3,12,000	3,12,000	2.63	1.93	3 years
Karna Kartik Timbadia	October 24, 2018	Purchased from Tutor Investment and Finance Private Limited	6,250	100	2,800	6,250				
	Pursuant to shareholder resolution passed at the Extra Ordinary General Meeting held on September 01, 2023, each fully paid-up Equity share of our Company having face value of ₹ 100/- each was sub-divided into Equity shares of face value of ₹ 10/- each. Therefore, 6,250 Equity shares of Karna Kartik Timbadia of face value ₹ 100/- each were sub-divided into 62,500 Equity shares of face value of ₹ 10/- each.					62,500				
	October 10, 2023	Bonus Issue	2,50,000	10	NIL	3,12,500				
	October 18, 2023	Transfer of shares to Jalpa Karna Timbadia pursuant to Gift Deed dated October 2, 2023	(500)	10	NIL	3,12,000	3,12,000	2.63	1.93	3 years
Total							99,88,000	84.11	61.93	3 years

Note:

⁽¹⁾ All shares were fully paid on the date of respective allotment

⁽²⁾ For details regarding individual transfers, refer Point 13 above mentioning Details of Equity shares purchased/acquired or sold by the Promoter/Promoter Group/Directors of the Company and their relatives

The Promoter's Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as 'promoter' under the SEBI (ICDR) Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter's Contribution under Regulation 237 of the SEBI (ICDR) Regulations. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, the Company confirms that the Equity Shares which are being locked-in do not, and shall not, consist of:

- Are acquired by our Promoter during preceding three financial years;
 - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
 - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;
- Are pledged by our Promoter with any creditor;
- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Issue Price.
- The Company has not been formed by the conversion of a partnership firm into a company in the past one year and thus, no Equity Shares have been issued to our Promoter upon conversion of a partnership firm in the past one year. All the Equity Shares held by the Promoter are held in dematerialized form.

In terms of undertaking executed by our Promoter, Equity Shares forming part of Promoter's Contribution subject to lock in, will not be disposed/ sold/ transferred by our Promoter during the period starting from the date of filing of Draft Prospectus till the date of commencement of lock in period i.e. the date of Allotment in the Issue.

The details of lock-in of shares for 1 (one) year are as under:

The Equity Shares locked-in as Promoter's Contribution for a period of 3 years as stated in the table above constitutes of the entire pre-Issue capital of the Company held by the Promoters, including the excess of minimum Promoter's Contribution, as per Regulation 238 and 239 of the SEBI (ICDR) Regulations. Hence, no shares held by the Promoter are put under lock-in for 1 (one) year.

17. Details of lock in of Equity shares other than our Promoters for 1 (one) year

In terms of Regulation 239 of SEBI (ICDR) Regulations, entire pre-Issue equity shares capital of the Company held by persons other than our Promoter will be locked-in for a period of one year from the date of commencement of lock in period i.e. the date of Allotment in the Issue.

18. Transferability of Locked in Equity Shares

- (a) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
- (b) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

Provided that the lock-in on such specified securities shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired.

19. Inscription or Recording of non-transferability

All the shares of the company are in dematerialised form. The dematerialised shares shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

20. Pledge of Locked in Equity Shares

In terms of regulation 242 of the SEBI (ICDR) Regulations, specified securities held by the Promoter and locked-in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or a public financial institution or a systemically important non-banking finance company or a housing finance company, subject to the following:

- a) if the specified securities are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the issuer company or its subsidiary(ies) for the purpose of financing one or more of the objects of the issue and pledge of specified securities is one of the terms of sanction of the loan;
- b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

21. The Company, its Promoter, Directors and the Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being issued through the Issue.
22. The post-Issue paid up Share Capital of the Company shall not exceed authorized Share Capital of the Company.
23. No person connected with the Issue, including, but not limited to, the Company, the members of the Syndicate, or the Directors of the Company, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Applicant for making an Application, except for fees or commission for services rendered in relation to the Issue.
24. We hereby confirm that there will be no new Issue of Equity Shares whether by the way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Draft Prospectus until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.
25. Our Company has, from the date of incorporation till the date of this Draft Prospectus, never implemented any Employee Stock Option Plan and/or Scheme.
26. All Equity Shares offered pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Applicants will be allotted fully paid-up Equity Shares.
27. The Company has no outstanding warrants, options to be issued or rights to convert debentures, loans, or other convertible instruments into Equity Shares as on the date of this Draft Prospectus.
28. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. The Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
29. The Company shall ensure that any transactions in Equity Shares by Promoter and the Promoter Group during the period between the date of filing the Draft Prospectus and the date of closure of the Issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.
30. As on the date of this Draft Prospectus, the Lead Manager, and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of the Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for the Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with the Company for which they may in the future receive customary compensation.
31. Our Promoter and the members of our Promoter Group will not participate in the Issue.
32. The Company has not raised any bridge loans, which are proposed to be repaid from the proceeds of the issue.

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue comprises of fresh issue of 42,50,000 Equity shares of our Company at an Issue Price of ₹ [●]/- per Equity share, aggregating to ₹ [●] Lakhs by our Company. The Net proceeds from the Issue after deducting Issue related expenses are estimated to be ₹ [●] Lakhs.

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the EMERGE Platform of National Stock Exchange (NSE EMERGE):

1. Capital Expenditure requirements towards expansion of existing resort properties
2. Funding of working capital requirements of the Company
3. General Corporate Expenses

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India besides unlocking the value of our Company. Having a listing on a stock exchange also affords our company increased credibility with the public, having the company indirectly endorsed through having their stock traded on the exchange. It also improves supplier, investor and customer confidence and improves our standing in the market.

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

Issue Proceeds

The proceeds of the Issue, after deducting Issue related expenses, are summarized in the following table:

Particulars	Estimated (Amount in ₹ Lakhs)*
Gross Proceeds from the Issue	[●]
Less: Issue Related Expenses**	[●]
Net Proceeds	[●]

*to be finalised upon determination of Issue Price and updated in Prospectus prior to filing with Registrar of Companies

**See related Issue Related Expenses below

Requirement of Funds

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

The following table summarizes the requirement of the fund:

Sr. No.	Particulars	Amount (₹ In Lakhs)
1.	Capital Expenditure requirements towards expansion of existing resort properties	1,700.00
2.	Funding of Long term Working Capital requirements	400.00
3.	General Corporate Expenses	[●]
Net Proceeds		[●]

The fund requirements mentioned above are based on internal management estimates of the Company and have not been verified by the Lead Manager or appraised by any bank, financial institution, or any other external agency. They are based on current circumstances of business and the Company may have to revise its estimates from time to time on

account of various factors beyond its control, such as market conditions, competitive environment, cost of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of the Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the issue proceeds as stated above, the Company may re-allocate the issue proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the issue proceeds or cost overruns, the management may explore a range of options including utilizing our internal accruals or seeking debt financing.

Proposed schedule of implementation and utilization of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

Particulars	Amount to be funded from Net Proceeds	(Amount in ₹ Lakhs)	
		Estimated schedule of deployment of Net Proceeds in FY 2024- 2025	Estimated schedule of deployment of Net Proceeds in FY 2025- 2026
Capital Expenditure requirements towards expansion of existing resort properties	1,700.00	1,700.00	-
Funding of Working Capital requirements	400.00	400.00	-
General Corporate Expenses*	[●]	[●]	[●]
Total	[●]	[●]	[●]

**To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the Registrar of Companies. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.*

As per Management estimation, the total amount proposed to be utilized from the IPO Proceeds for the above-mentioned purpose is to be deployed by March 31, 2026, subject to getting approvals from regulatory authorities in a timely manner. If the Net Proceeds towards any of the Objects are not completely utilized towards such objects by March 31, 2026, such amounts will be utilized (in part or full) in subsequent periods as determined by us, in accordance with applicable law.

Means of Finance

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the following means:

1. Fresh Issue of Equity Shares on NSE Emerge
2. Internal Accruals of the Company

Accordingly, as required under the SEBI (ICDR) Regulations, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Net Proceeds or through existing identifiable internal accruals.

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 230(1) (e) and 9 (C) of Part A of Schedule VI of SEBI (ICDR) Regulations, through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed public Issue or through existing identifiable internal accruals.

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

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail scheduling, revising, or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.

Details of the objects of the Issue

I. Capital Expenditure requirements towards expansion of existing resort properties

We aim to expand our existing resort property to meet the increasing demand of our services in terms of event and other services. Our company, as part of our strategic initiative, is expanding 2 (Two) of our existing properties i.e. (i) Saj by the Lake, Malshej and (ii) Saj in the Forest, Pench. The primary objective of this endeavour is to enhance our market presence, diversify our offerings, and create additional revenue streams, while simultaneously delivering outstanding experiences to our valued guests.

With the addition of 20 rooms and 26 rooms in Saj by the Lake, Malshej and Saj on the Mountain, Pench respectively, we aim to address the growing demand for our unique brand of hospitality in these exceptional natural settings. These new rooms will be designed and equipped to the highest standards of comfort, luxury, and sustainability, in harmony with the surrounding environment. By doing so, we intend to attract a broader clientele, including people looking for a natural setting for corporate and social events along with nature enthusiasts, adventure seekers, and those seeking a serene escape from the urban hustle and bustle.

Estimated cost

The total estimated cost towards expansion of existing resort properties is ₹ 2,036.17 Lakhs. The same has been estimated by the Management in accordance with our business plan and quotations received from third parties.

The detailed break-down of estimated costs for each of the property to be incurred is as follows:

- Saj by the Lake, Malshej:** Our Company proposes to utilise a total of ₹ 973.61 Lakhs including taxes towards construction of 20 additional rooms and other facilities at Saj by the Lake, Malshej. For the entire civil and construction work, we have received a quotation from Arcrcrafts Interiors LLP dated March 4, 2024. Below is the bifurcation of expenses to be incurred towards civil and construction for this property:

Sr. No.	Particulars	Unit	Number	Quantity	Rate	Amount (in ₹ Lakhs)
1	Demolition					
	FOOTING DIG OUT WITH PROVING LABOUR AND EQUAPMENTS 3X3 FEET WIDE AND DEEP	Cu.Ft.	10	450	25	1.13
		Cu.Ft.	10	350	25	0.88
	CARTING OF DEBRISE		10	5	6,500	3.25
		10	5	6,500	3.25	
2	Civil Works					
	Floor Felling- Providing, preparing and laying Stone solling of necessary height to raise the existing flooring with all necessary bund walls fixed on the existing flooring, the surface such prepared shall receive the PCC of approved thickness and in level (total filling height not more than 600 mm from existing flooring). The rate shall include necessary cutouts, etc for plumbing, gas pipes, etc as required and directed by Architect. PCC is considered in item no. 1.4	Cu.Ft.	10	900	120	10.80
		Cu.Ft.	10	700	120	8.40
	Providing and making RCC Foundation OF 12" HEIGT AND 24" WIDTH WITH 8MM AND 6MM STEEL M20 GRADE REINFORCEMENT START FOOTING	Cu.Ft.	10	375	350	13.13
		Cu.Ft.	10	350	350	12.25
	Providing and making RCC Column OF 300x450 mm thick rcc coulams with grade	Cu.Ft.	10	375	475	17.81
		Cu.Ft.	10	350	475	15.44

	M30 with reinforce cement and 6,8,10,12mm round baar and ply centering as per plan and details with squarfolding supportind material loading unloading incluadig material labour etc. complete					
	Providing and making 150mm thik rcc lental and stiffners with grade M30 with reinforce cement and 6,8,10,12mm round baar and ply centering as per plan and details with squarfolding supportind material loading unloading incluadig material labour etc. complete	Cu.Ft.	10	190	250	4.75
	Providing and making 150mm thik rcc lental and stiffners with grade M30 with reinforce cement and 6,8,10,12mm round baar and ply centering as per plan and details with squarfolding supportind material loading unloading incluadig material labour etc. complete	Cu.Ft.	10	170	250	4.25
3	Brick Work					
	Constructing 150mm thick brick wall with metal mesh at every third course, cement-sand mortar in 1:6 proportion racking out joints hacking the surfaces scaffolding	Sq.Ft.	10	125	120	1.50
	Constructing 150mm thick brick wall with metal mesh at every third course, cement-sand mortar in 1:6 proportion racking out joints hacking the surfaces scaffolding	Sq.Ft.	10	100	120	1.20
	Constructing 300mm thick brick wall with metal mesh at every third course, cement-sand mortar in 1:6 proportion racking out joints hacking the surfaces scaffolding	Sq.Ft.	10	600	450	27.00
	Constructing 300mm thick brick wall with metal mesh at every third course, cement-sand mortar in 1:6 proportion racking out joints hacking the surfaces scaffolding	Sq.Ft.	10	500	450	22.50
	Water Proofing sunken slabs,open to sky balcony, toilet blocks, terraces on slabs under brickbaths, watertanks. Cleaning the surface and filling cracks if any.Providing and moistening the surface with water .apply minimum 2 coats of waterproofing bond as specified with an interval of 12 hours minimum between the coats. Fix fibre mesh while the first coat is half cured. cure with sprinkling of water 3 to 4 times a aday.	Sq.Ft.	10	550	120	6.60
	Water Proofing sunken slabs,open to sky balcony, toilet blocks, terraces on slabs under brickbaths, watertanks. Cleaning the surface and filling cracks if any.Providing and moistening the surface with water .apply minimum 2 coats of waterproofing bond as specified with an interval of 12 hours minimum between the coats. Fix fibre mesh while the first coat is half cured. cure with sprinkling of water 3 to 4 times a aday.	Sq.Ft.	10	450	120	5.40
	Providing and fixing fabricated MS Columns Vertical using heavy duty I Section / C sections , all the joints to be properly welded, anchored with necessary accessories, cliquets as per detail drawing and as instructed. MS section to be painted with 1 coat of red oxide and two coats of enamel paint of approved shade Complete as per drawing detail / instruction by Architect / site-incharge . The cost shall be calculated based on the weight of the structure.	R.Ft.	10	375	1,250	46.88
	Providing and fixing fabricated MS Columns Vertical using heavy duty I Section / C sections , all the joints to be properly welded, anchored with necessary accessories, cliquets as per detail drawing and as instructed. MS section to be painted with 1 coat of red oxide and two coats of enamel paint of approved shade Complete as per drawing detail / instruction by Architect / site-incharge . The cost shall be calculated based on the weight of the structure.	R.Ft.	10	350	1,250	43.75
	Steel Work (round,square, rectangular or hollow tubes etc) for trusses including cutting, hoisting, fixing in position and applying a primer coat for steel including welding and bolted with washers to assemle the Steel members.steel framework for the trelis above the foyer area, outer dinning area and the passage of the deck at the first floor area to be assembled which includes welding and bolting with washer to install the polycarbonate sheets above Providing and placing aluminium box gutters with brackets at the valley of the roof. Providing and assembling rafters at intervals specified as per drawings, followed by purlins for the frame work of roof. Providing and assembling Bitumen roof shingles steel framework for the trelis above the foyer area, outer dinning area and the passage of the deck at the first floor area to be assembled which includes welding and bolting with washer to install the polycarbonate sheets above Providing and placing polycarbonate sheet supported on steel trelis.	Sq.Ft.	10	550	750	41.25
	Steel Work (round,square, rectangular or hollow tubes etc) for trusses including cutting, hoisting, fixing in position and applying a primer coat for steel including welding and bolted with washers to assemle the Steel members.steel framework for the trelis above the foyer area, outer dinning area and the passage of the deck at the first floor area to be assembled which includes welding and bolting with washer to install the polycarbonate sheets above Providing and placing polycarbonate sheet supported on steel trelis.	Sq.Ft.	10	500	750	37.50

4	Wall Cement Plaster Providing and applying 12 to 15mm thick cement plaster to masonry and RCC walls, columns etc. in cement mortar 1:5 (1 cement : 5 fine and coarse sand in equal proportion) finished smooth including mesh at the junction of different materials, hacking the surfaces, scaffolding, curing, making grooves at desired location etc. complete	Sq.Ft.	10	350	85	2.98
		Sq.Ft.	10	300	85	2.55
5	Tiles Floor and Toilet Providing, Cutting & Laying 10 mm thk full body homogenous anti-skid vitrified tiles KOTA IPC TARRAZO of approved make, shade & make as approved by client laid over 20/12mm thick bed of cement mortar 1:3 (1 cement : 3 coarse sand), joint to be filled with silicon sealant to match the shade of tile of approved brand, cutting of tiles as per required, making holes for light fixtures, antifungal grout applying silicon sealants between the joints, junction of floor and wall, etc. & laid as per design approved by Architect(Basic rate Rs. 150/ sqft)	Sq.Ft.	10	1,100	350	38.50
		Sq.Ft.	10	950	350	33.25
6	Counters Providing and laying 18 mm thick granit counter 600 mm deep, fixed over average 4 mm thick of adhesive and joints neatly finish with cement paste mixed with matching pigment including edge chamfering, making moulding, making openings/ holes for sink/ wash basin, mixers, soap dispenser, fascia etc. as required and mirror polishing of moulding and cut edges, filling silicon at junctions with sanitary fixtures and corners with wall wherever required etc complete (Basic rate Rs. 190 / only top no under counter storage	R.Ft.	10	4	3,800	1.52
		R.Ft.	10	4	3,800	1.52
7	POP Punning					
	Providing and applying plaster of paris of 10 - 12 mm thick to masonry and RCC wall surface	Sq.Ft.	20	1,800	45	16.20
	Providing and Fixing Gypsum false ceiling made of saint gobain supporting frame work with 12mm thick gypsum sheet	Sq.Ft.	20	450	110	9.90
8	Doors and Windows					
	Providing and fixing Wooden Door Frame 150x75	R.Ft.	20	42	1,450	12.18
	providing and fixing flush door 50mm old marine ply wood door nd new laminate both side including necessary hardware like hing lock and screws door closer	Sq.Ft.	20	42	1,250	10.50
	Providing and fixing aluminium and glass window with 75x40mm anodising aluminium heavy duty jindal section and 8mm clear tougen glass including material labour waterproofing loading unloading etc.complete	Sq.Ft.	10	190	950	18.05
		Sq.Ft.	10	170	950	16.15
9	Loose Furniture	Nos.		10	6,25,000	62.50
		Nos.		10	6,00,000	60.00
10	Toilet Plumbing					
	wc			20	7,500.00	1.50
	Flush tank jacuar			20	6,500.00	1.30
	Flush plate jacuar			20	2,500.00	0.50
	Health faucet jacuar			20	1,800.00	0.36
	Angle cock jacuar			20	1,250.00	0.25
	Nanitrap			20	1,250.00	0.25

	Labour			20	42,000.00	8.40
	Cpvc pvc and upvc line			20	175.00	0.04
11	Outside Plumbing					1.00
	AC outlet connection				-	-
	Basion			20	4,500.00	0.90
	Basion tap jaquar			20	2,250.00	0.45
	Basion west coupling			20	750.00	0.15
	Bottle trap			20	1,250.00	0.25
	Nantrap			20	1,250.00	0.25
	Labour			20	9,500.00	1.90
12	Paint Work					
	Providing and applying three coats of Luster enamel paint of desired shade, of approved or equivalent make on internal wall / Partition surfaces, wherever required at all heights to give an even and uniform shade, after thoroughly sand papering existing surfaces to remove dust, dirt etc. and repairing dents, cracks, holes with POP to achieve level surface and applied over a coat of primer and putty "Altek" or "Wall care" or approved equivalent as per manufacturer specification fully to give a smooth and even surface including thoroughly brushing the surface free from water / mortar dropping and other foreign matter and sand papered smooth, complete per manufacturers specifications and as directed.	Sq.Ft.	20	2,400	45	21.60
	Providing and applying apex exterior paint on parapit wall one coat primer and two coat paint out and in both side	Sq.Ft.	20	1,800	25	9.00
13	Electrical Work	Sq.Ft.	10	450	475	21.38
		Sq.Ft.	10	350	475	16.63
14	AC Work	Nos.	20	2	65,000	26.00
15	Store Room PROVIDING AND MACKING STORE ROOM AS PER CONECTORE REQUARMENT 15X15FEET	Sq.Ft.	2	150	650	1.95
16	Pathways and gardening	Sq.Ft.		2,800	950	26.60
17	Water tank	Ltr.		45,000	35	15.75
18	Smoke Detector Alarm System	Nos.		75	2,800	2.10
19	Fire Suppressant- Kitchen	Nos.		3	3,50,000	10.50
20	Staff Cafeteria	Sq.Ft.		1,200	3,450	41.40
	TOTAL					825.09
	GST @ 18%					148.52
	SUB-TOTAL					973.61

NOTE:

i) The above quotation is valid for 6 months

2. **Saj in the Forest, Pench:** Our Company proposes to utilise a total of ₹ 1,062.56 Lakhs including taxes towards construction of 26 additional rooms and other facilities at Saj in the Forest, Pench. For the entire civil and construction work, we have received a quotation from Arccrafts Interiors LLP dated March 4, 2024. Below is the bifurcation of expenses to be incurred towards civil and construction for this property:

Sr. No.	Particulars	Unit	Number	Quantity	Rate	Amount (in ₹ Lakhs)
1	Demolition					
	FOOTING DIG OUT WITH PROVING LABOUR AND EQUAPMENTS 3X3 FEET WIDE AND DEEP	Cu.Ft.	18	400	25	1.80
		Cu.Ft.	8	300	25	0.60

	Carting of Debris		18	5	6,500	5.85
			8	5	6,500	2.60
2	Civil Works					
	Floor Felling	Cu.Ft.	18	800	120	17.28
	Providing, preparing and laying Stone solling of necessary height to raise the existing flooring with all necessary bund walls fixed on the existing flooring, the surface such prepared shall receive the PCC of approved thickness and in level (total filling height not more than 600 mm from existing flooring). The rate shall include necessary cutouts, etc for plumbing, gas pipes, etc as required and directed by Architect. PCC is considered in item no. 1.4	Cu.Ft.	8	600	120	5.76
	PROVIDING AND MAKING RCC FOUNDATION OF 12" HEIGHT AND 24" WIDTH WITH 8MM AND 6MM STEEL M20 GRADE REINFORCEMENT START FOOTING	Cu.Ft.	18	375	350	23.63
		Cu.Ft.	8	350	350	9.80
	PROVIDING AND MAKING RCC COULAM OF 300x450 mm thick RCC columns with grade M30 with rainforce cement and 6,8,10,12mm round bar and ply centering as per plan and details with square folding supporting material loading unloading including material labour etc. complete	Cu.Ft.	18	375	475	32.06
		Cu.Ft.	8	350	475	12.35
	Providing and making 150mm thick RCC lental and stiffeners with grade M30 with renforce cement and 6,8,10,12mm round bar and ply centering as per plan and details with square folding supporting material loading unloading including material labour etc. complete	Cu.Ft.	18	190	250	8.55
		Cu.Ft.	8	170	250	3.40
3	Brick Work					
	Constructing 150mm thick brick wall with metal mesh at every third course, cement-sand mortar in 1:6 proportion racking out joints hacking the surfaces scaffolding	Sq.Ft.	18	125	120	2.70
		Sq.Ft.	8	100	120	0.96
	Constructing 300mm thick brick wall with metal mesh at every third course, cement-sand mortar in 1:6 proportion racking out joints hacking the surfaces scaffolding	Sq.Ft.	18	600	450	48.60
		Sq.Ft.	8	500	450	18.00
	Water proofing sunken slabs, open to sky balcony, toilet blocks, terraces on slabs under brick baths, water tanks. Cleaning the surface and filling cracks if any. Providing and moistening the surface with water, apply minimum 2 coats of waterproofing bond as specified with an interval of 12 hours minimum between the coats. Fix fibre mesh while the first coat is half cured. cure with sprinkling of water 3 to 4 times a day.	Sq.Ft.	18	550	120	11.88
		Sq.Ft.	8	450	120	4.32
	Providing & fixing fabricated MS COLUMNS Vertical using heavy duty I Section / C sections, all the joints to be properly welded, anchored with necessary accessories, cliquets as per detail drawing and as instructed. MS section to be painted with 1 coat of red oxide and two coats of enamel paint of approved shade Complete as per drawing detail / instruction by Architect / site-incharge. The cost shall be calculated based on the weight of the structure.	R.Ft.	18	350	1,250	78.75
		R.Ft.	8	325	1,250	32.50

	Steel work (round, square, rectangular or hollow tubes etc) for trusses including cutting, hoisting, fixing in position and applying a primer coat for steel including welding and bolted with washers to assemble the Steel members. Steel framework for the trellis above the foyer area, outer dining area and the passage of the deck at the first floor area to be assembled which includes welding and bolting with washer to install the polycarbonate sheets above Providing and placing aluminium box gutters with brackets at the valley of the roof. Providing and assembling rafters at intervals specified as per drawings, followed by purlins for the framework of roof. Providing and assembling Bitumen roof shingles steel framework for the trellis above the foyer area, outer dining area and the passage of the deck at the first-floor area to be assembled which includes welding and bolting with washer to install the polycarbonate sheets above Providing and placing polycarbonate sheet supported on steel trellis.	Sq.Ft.	18	500	750	67.50
		Sq.Ft.	8	400	750	24.00
4	Wall Cement Plaster Providing and applying 12 to 15mm thick cement plaster to masonry and RCC walls, columns etc. in cement mortar 1:5 (1 cement: 5 fine and coarse sand in equal proportion) finished smooth including mesh at the junction of different materials, hacking the surfaces, scaffolding, curing, making grooves at desired location etc. complete	Sq.Ft.	16	350	85	4.76
		Sq.Ft.	8	300	85	2.04
5	Tiles Floor and Toilet Providing, Cutting & Laying 10 mm thick full body homogenous anti-skid vitrified tiles KOTA IPC TARRAZO of approved make, shade & make as approved by client laid over 20/12mm thick bed of cement mortar 1:3 (1 cement : 3 coarse sand), joint to be filled with silicon sealant to match the shade of tile of approved brand, cutting of tiles as per required, making holes for light fixtures, antifungal grout applying silicon sealants between the joints, junction of floor and wall, etc. & laid as per design approved by Architect(Basic rate Rs. 150/ sqft)	Sq.Ft.	18	1,000	350	63.00
		Sq.Ft.	8	800	350	22.40
6	Counters Providing and laying 18 mm thick granite counter 600 mm deep, fixed over average 4 mm thick roof adhesive and joints neatly finish with cement paste mixed with matching pigment including edge chamfering, making moulding, making openings/ holes for sink/ wash basin, mixers, soap dispenser, fascia etc. as required and mirror polishing of moulding and cut edges, filling silicon at junctions with sanitary fixtures and corners with wall wherever required etc complete (Basic rate Rs. 190 / only top no under counter storage	R.Ft.	18	4	3,800	2.74
		R.Ft.	8	4	3,800	1.22
7	POP Punning					

	Providing and applying plaster of paris of 10 - 12 mm thick to masonry and RCC wall surface	Sq.Ft.	26	1,800	45	21.06
	Providing and Fixing Gypsum false ceiling made of saint gobain supporting frame work with 12mm thick gypsum sheet	Sq.Ft.	26	450	110	12.87
8	Doors and Windows					
	Providing and fixing Wooden Door Frame 150x75	R.Ft.	26	42	1,450	15.83
	providing and fixing flush door 50mm old marine ply wood door and new laminate both side including necessary hardware like hing lock and screws door closer	Sq.Ft.	26	42	1,250	13.65
	Providing and fixing aluminium and glass window with 75x40mm anodising aluminium heavy duty jindal section and 8mm clear toughen glass including material labour waterproofing loading unloading etc. complete	Sq.Ft.	18	180	950	30.78
		Sq.Ft.	8	170	950	12.92
9	Loose Furniture		26		2,00,000	52.00
10	Toilet Plumbing				62,975	16.37
	wc		26		7,500.00	1.95
	Flush tank jaquar		26		6,500.00	1.69
	Flush plate jaquar		26		2,500.00	0.65
	Health faucet jaquar		26		1,800.00	0.47
	Angle cock jaquar		26		1,250.00	0.33
	Nanitrap		26		1,250.00	0.33
	Labour		26		42,000.00	10.92
	Cpvc pvc and upvc line		26		175.00	0.05
11	Outside Plumbing					1.00
	Ac outlet connection					
	basion		26		4,500.00	1.17
	Basion tap jaquar		26		2,250.00	0.59
	Basion west coupling		26		750.00	0.20
	Bottle trap		26		1,250.00	0.33
	Nan trap		26		1,250.00	0.33
	Labour		26		9,500.00	2.47
12	Paint Work					
	Providing and applying three coats of Luster enamel paint of desired shade, of approved or equivalent make on internal wall / Partition surfaces, wherever required at all heights to give an even and uniform shade, after thoroughly sand papering existing surfaces to remove dust, dirt etc. and repairing dents, cracks, holes with POP to achieve level surface and applied over a coat of primer and putty "Altek" or "Wall care" or approved equivalent as per manufacturer specification fully to give a smooth and even surface including thoroughly brushing the surface free from water / mortar dropping and other foreign matter and sand papered smooth, complete per manufacturers specifications and as directed.	Sq.Ft.	26	2,400	45	28.08
	Providing and applying apex exterior paint on perapit wall one coat primer and two coat paint out and in both side	Sq.Ft.	26	1,800	25	11.70
13	Electrical Work	Sq.Ft.	18	400	475	34.20
		Sq.Ft.	8	300	475	11.40
14	AC Work	Nos.	26	2	65,000	33.80
15	Store Room	Sq.Ft.	2	150	650	1.95

	PROVIDING AND MACKING STORE-ROOM AS PER CONECTORE REQUIREMENT 15X15FEET					
16	Pathways and gardening	Sq.Ft.		2,000	950	19.00
17	Water tank	Ltr.		45,000	35	15.75
18	Smoke Detector Alarm System	Nos.		75	2,800	2.10
19	Fire Suppressant- Kitchen	Nos.		3	3,50,000	10.50
20	Staff Cafeteria	Sq.Ft.		1,200	3,450	41.40
	TOTAL					900.48
	GST @ 18%					162.09
	SUB-TOTAL					1,062.56

NOTE:

- i) The above quotation is valid for 6 months

Hence, the total estimated cost of expansion of our existing resort property is as follows:

Particulars	Amount in ₹ Lakhs
Saj by the Lake, Malshej	973.61
Saj in the Forest, Pench	1,062.56
TOTAL	2,036.17

This estimated cost of ₹ 2,036.17 Lakhs is proposed to be funded through Net Issue Proceeds to the extent of ₹ 1,700.00 Lakhs.

Others

Government and other approvals: Our Company would require filing necessary applications with the relevant authorities, as applicable at relevant stages. The Company has already applied and received approval on the expansion plan of one of its properties i.e. Saj by the Lake, Malshej from the Gram Panchayat, Junner, Pune. The company undertakes to receive such approvals from authorities at the relevant stages.

Notes:

1. Quotations received from the vendors are valid as on the date of this Draft Prospectus. However, we have not entered into any definitive agreement with any of vendor and there can be no assurance that the same vendor will be engaged to eventually do the civil and construction work or other works at the same cost. If there is any increase in the costs, the additional cost shall be paid by the company from its internal accruals.
2. Civil and construction works are based on the present estimates of management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other equipment or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost for the aforesaid purpose, the same will be used for general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.
3. The quotations relied upon by us in arriving at the above estimated cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost proposed to be incurred by us at the actual time of execution, resulting in increase in the estimated cost. Such cost escalation would be met out of our internal accruals.

For risk associated with orders relating to capital expenditure not placed and cost overrun, refer risk factor number 8 on page 26 of this Draft Prospectus.

II. Funding of working capital requirements of the company

Our business requires working capital, and we fund the majority of our working capital requirements through internal accruals. We expect a further increase in the working capital requirements in view of current and potential operations.

With the expansion of business of the company, we will be the need of additional working capital requirement. Accordingly, we have proposed to use ₹450.00 Lakhs out of the issue proceeds to meet the working capital requirements.

Existing Working capital

The details of our Company's working capital as on January 31, 2024, March 31, 2023, March 31, 2022 and March 31, 2021 derived from the audited standalone financial information of our company, along with source of funding is provided in the table below:

Particulars	Audited and Restated Financial Statements			
	Financial Year ended March 31			For the ten-month period ended January 31, 2024
	2021	2022	2023	
Inventories	2.01	2.77	6.81	16.19
Trade Receivables	10.27	7.04	3.49	21.76
Short Term Loans and Advances	57.43	101.78	261.89	196.03
Other Current Assets	145.63	124.98	46.97	70.51
Total Current Assets (A)	215.34	236.57	319.16	304.50
Trade Payables	33.68	36.37	51.13	32.34
Other Current Liabilities	113.05	113.67	486.99	449.84
Short term provisions	6.15	16.19	31.68	62.76
Total Current Liabilities and Provisions (B)	152.88	166.23	569.80	544.94
Total Working Capital (A-B)	62.46	70.34	(250.64)	(240.44)

Estimated Working Capital Requirement

On the basis of existing working capital of our company and based on the projections, our company has envisaged and approved the following estimated working capital requirements. Detail of estimated working capital requirement is as follows:

Particulars	Projected		
	Financial Year ended March 31		
	2024	2025	2026
Inventories	33.62	151.73	262.57
Trade Receivables	23.94	237.07	410.26
Short Term Loans and Advances	106.03	161.03	211.03
Other Current Assets	50.51	63.13	78.92
Total Current Assets (A)	214.10	612.96	962.78
Trade Payables	80.54	101.15	161.37
Other Current Liabilities	349.84	149.84	149.84
Short term provisions	87.86	67.86	67.86
Total Current Liabilities and Provisions (B)	518.25	318.85	379.07
Total Working Capital (A-B)	(304.15)	294.11	583.70
Additional Working capital requirement	(63.71)	598.26	289.59
Funding Pattern			
IPO Proceeds	-	400.00	-
Short term Borrowings	-	-	-
Internal Accruals	(63.71)	198.26	289.59

The estimates of the working capital requirements for the Financial Years ended March 31, 2024, March 31, 2025 and March 31, 2026 have been prepared based on the management estimates of current and future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management's action that are not necessarily expected to occur.

Assumption of Holding Period

(In Number of Days)

Particulars	Basis	Actual, For financial year/period ended				Projected, For financial year		
		March 31, 2021	March 31, 2022	March 31, 2023	January 31, 2024	March 31, 2024	March 31, 2025	March 31, 2026
Inventory Days	Cost of Goods sold	21	16	34	62	37	120	120
Trade Receivables Days	Revenue from Operations	7	3	1	7	6	45	45
Trade Payables Days	Total operating cost	38	29	35	19	31	30	30

Justification for Holding Period levels derived from our Restated Financial Statements

Particulars	Particulars
Current Assets	
Inventory (based on Cost of goods sold)	Inventory days were 21 days, 16 days, 34 days and 62 days for the financial years ending March 31, 2021, March 31, 2022, March 31, 2023 and period ending January 31, 2024 respectively. The Inventory days are expected to be 37 days for the financial year ending March 31, 2024 and further projected to increase to the level of 120 days for the financial years ending March 31, 2025 and March 31, 2026 on account of increase in stock to be maintained with respect to consumables like toiletries, cleaning supplies, beddings, etc. in resort operations and raw materials and stock for restaurant properties like food items and majorly wines and liquors, etc.
Trade Receivables (based on total revenue)	Trade Receivable Days were 7 days, 3 days, 1 days and 7 days for the financial years ending March 31, 2021, March 31, 2022, March 31, 2023 and period ending January 31, 2024 respectively. The Trade Receivables Days are expected to be 6 days for the financial year ending March 31, 2024 and further projected to increase to the level of 45 days for the financial years ending March 31, 2025 and March 31, 2026 due to increased corporate bookings in the company's properties, leading to higher trade receivable amounts and longer collection periods.
Current Liabilities	
Trade Payables (based on total operating cost)	Trade payable days were 38 days, 29 days, 35 days and 19 days for the financial years ending March 31, 2021, March 31, 2022, March 31, 2023 and period ending January 31, 2024 respectively. The Trade Payables days are expected to be 31 days for the financial year ending March 31, 2024 and further projected to be at the similar level of 30 days for the financial year ended March 31, 2025 and March 31, 2026 to avail more favourable terms and conditions from suppliers enabling us to access competitive prices for the goods we procure.

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJ525493

For risk associated with working capital and assumptions of the same, refer risk factor number 3 and 20 on page 23 and 31 of this Draft Prospectus.

III. General corporate purposes

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount being raised by the Company through this issue, in compliance with the Regulation 230(2) of SEBI (ICDR) Regulations. The Company intends to deploy the balance Net Proceeds i.e., ₹ [●] Lakhs, which is 20 % of the amount being raised by the Company through this issue, towards general corporate purposes, subject to above mentioned limit, as may be approved by the management of the Company, including but not restricted to, the following:

- Strategic Initiatives
- Capital expenditure, including towards expansion/development/refurbishment/renovation of our assets.

- Brand Building and strengthening of marketing activities; and
- Ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

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

IV. Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●]. The expenses of this Issue include, among others, underwriting and Issue management fees, printing and stationery expenses, advertisement expenses and legal fees, etc.

The estimated Issue expenses are as follows:

Activity	Amount (In ₹ Lakhs)	Percentage of the total Issue expenses	Percentage of the total Issue size
Issue Management fees including fees and reimbursement of underwriting fees, Lead Manager fees, brokerages, payment to other intermediaries such as legal advisor, peer review auditor, Registrar etc.	[●]	[●]	[●]
Advertising and Marketing Expenses	[●]	[●]	[●]
Regulatory and other fees	[●]	[●]	[●]
Other Expenses (printing, stationery expenses, postage etc.)	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

Proposed year-wise deployment of funds

The overall cost of the proposed object and the proposed year wise break up of deployment of funds are as under:

(Amount in ₹ Lakhs)

Particulars	Already incurred	Amount to be deployed from the net proceeds in Financial Year ended March 31, 2025	Amount to be deployed from the net proceeds in Financial Year ended March 31, 2026	Total
Capital Expenditure requirements towards expansion of existing resort properties	-	1,700.00	-	1,700.00
Funding of Working Capital requirements	-	400.00	-	400.00
General Corporate Purposes	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]

Bridge Financing

We have currently not raised any bridge loans against the proceeds of the Issue. However, depending on our requirement, we might consider raising bridge financing facilities, pending receipt of the proceeds of the Issue.

Appraisal by Appraising Agency

None of the Objects have been appraised by any bank or financial institution or any other independent organization. The funding requirements of the Company and the deployment of the proceeds of the Issue are currently based on management estimates. However, the funding requirements of the Company are dependent on a number of factors which may not be in the control of the management of the Company, including variations in interest rate structures, changes

in our financial condition and current commercial conditions and are subject to changes in light of changes in external circumstances or in our financial condition, business, or strategy.

Shortfall of Funds

Any shortfall in meeting the objects will be met by way of internal accruals.

Interim use of Funds

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, the Company shall deposit the funds only in one or more Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

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

Monitoring of Utilization of Funds

There is no requirement for a monitoring agency as the Issue size is less than ₹10,000 lakhs. Pursuant to Regulation 41 of the SEBI (LODR) Regulations, the Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, the Company will disclose the utilization of the Issue Proceeds under separate heads in the Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that the Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a fiscal year, we will utilize such unutilized amount in the next fiscal year.

Variation in Objects

In accordance with Section 27 of the Companies Act 2013, the Company shall not vary object of the Issue without the Company being authorized to do so by Company's shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules thereunder. As per the current provisions of the Companies Act, the Promoter or controlling shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner as prescribed by Securities and Exchange Board of India in this regard.

Other confirmations

There are no material existing or anticipated transactions with the Promoter, Directors, Key Managerial Personnel of the Company, and Group Entities, in relation to the utilization of the proceeds of the Issue. No part of the issue proceeds will be paid by us as consideration to the Promoter, Directors or Key Managerial Personnel of the Company or Group Entities, except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “Risk Factors” on page 22, the details about our Company under the chapter titled “Our Business” and its financial statements under the chapter titled “Restated Financial Information” beginning on pages 135 and 189 respectively to have a more informed view. The issue price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his/their investment.

Qualitative Factors

Some of the qualitative factors which form basis for computing Issue Price are set forth below:

- Experienced Promoters and Management Team
- Optimal utilization of resources
- Location of resort properties and quality of services provided
- Identifying opportunity to develop our resort properties
- Increasing revenue by having multiple revenue streams and complementary offerings

For further details, see the head “Our Strengths” in the chapter titled “Our Business” beginning on page 135 of this Draft Prospectus.

Quantitative Factors (Based on Consolidated Financial Statements)

Certain information mentioned below is based on restated consolidated financial information of our company. For details, see chapter “Restated Financial Statement” beginning on page 189 of this Draft Prospectus.

1. Basic and Diluted Earnings per share (EPS), pre-issue, for the last three years, as restated

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weights
FY 2020-21	(1.01)	(1.01)	1
FY 2021-22	1.21	1.21	2
FY 2022-23	3.00	3.00	3
Weighted Average EPS	1.74	1.74	
Ten- months period ended January 31, 2024 (not annualized)	2.63	2.63	

Notes:

- Basic Earning Per Share/ Basic EPS (₹) = Net Profit as restated divided by weighted average number of Equity shares outstanding at the end of year/period*
- Diluted Earning Per Share/ Diluted EPS (₹) = Net Profit as restated divided by diluted weighted average number of Equity shares outstanding at the end of year/period adjusted for effects of all dilutive potential equity shares*
- Earnings per Share has been calculated in accordance with AS-20 – “Earnings per Share” issued by The Institute of Chartered Accountants of India (ICAI) after taking effect of Bonus shares issued by the Company on October 10, 2023 of 95,00,000 Equity shares in the ratio of 4:1 i.e. four (4) Equity shares for every one (1) fully paid-up Equity shares*
- Weighted Average EPS = Aggregate of year wise weighted EPS divided by aggregate of weights i.e. (EPS x weights) of each year/ Total of weights*

2. Price Earning (P/E) Ratio (pre-issue) in relation to the Issue Price of [●] per share

The Price Earning (P/E) Ratio of our company in relation to Issue price is as follows:

Particulars	P/E Ratio*
P/E ratio based on the Basic EPS, restated as on March 31, 2023	[●]
P/E ratio based on the Diluted EPS, restated as on March 31, 2023	[●]

* to be updated before filing Prospectus with Registrar of Companies

Industry P/E Ratio

Particulars	P/E Ratio
Highest	37.7
Lowest	23.1
Average	30.4

Notes:

- i. Price to Earnings Ratio (P/E Ratio) = Issue Price or Market Price/ Restated Earnings Per Share
- ii. The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P/E Ratio of the industry peer set disclosed in this Section. For further details, see "Comparison of Accounting Ratios with Industry peers".

3. Average Return on Net worth (RoNW) in the last three years

Period	RONW (%)	Weights
FY 2020-21	(15.93)%	1
FY 2021-22	16.19%	2
FY 2022-23	27.02%	3
Weighted Average	16.25%	
Ten (10) months ended January 31, 2024 (not annualized)	18.49%	

Notes:

- i. Return of Net Worth or RoNW (%) = Restated consolidated Net profit after tax / Restated Net worth at the end of the year/period
- ii. Restated Net worth = Equity share capital + Other Equity (including Securities Premium and Surplus/ (Deficit) and other comprehensive income excluding share application money) excluding Revaluation Reserve.
- iii. Net Profit after tax taken as per the restated financial statement as on January 31, 2024.
- iv. Weighted Average RoNW = Aggregate of year wise weighted RoNW divided by aggregate of weights i.e. (RoNW x weights) of each year/ Total of weights

4. Net Asset Value (NAV) per Equity Share

As at	NAV per share (₹)
As on March 31, 2023 (Note iii below)	11.09
As on January 31, 2024	14.22
NAV after Issue	[●]
Issue Price	[●]

Notes:

- i. Net Asset Value or NAV = Restated Net Worth at the end of year/period / Total number of weighted average equity shares at the end of the year/period
- ii. Restated Net Worth = Equity share capital + Other Equity (including Securities Premium and Surplus/ (Deficit) and other comprehensive income excluding share application money) excluding Revaluation Reserve
- iii. Subsequent to March 31, 2023, our company has undertaken sub-division of Equity shares from Face value of ₹ 100/- each to Equity shares of Face Value of ₹ 10/- each and issued bonus shares of 95,00,000 in the ratio of 4:1 (i.e. 4 new Equity shares for each one Equity share held). NAV as on March 31, 2023 has been adjusted for such sub-division and bonus shares allotted by our company subsequent to March 31, 2023.

5. Comparison of Accounting Ratios with Industry Peers

Name of the company	Face Value (₹ per share)	EPS (₹)	P/E Ratio	Return on Net Worth (%)	NAV per share (₹)	NAV (Post-Issue) (₹)	Issue Price/ Market Price (₹)
Saj Hotels Limited	10*	3.00	[●]	27.02%	11.09	[●]	[●]
Listed Peers							
Royale Manor Hotels	10	2.11	23.1	8.05%	26.95	-	45.4
Jindal Hotels	10	2.95	37.7	12.00%	28.81	-	129

*The face value of equity share was changed from ₹ 100 to ₹ 10 w.e.f. September 1, 2023

Source: The Company's financial figures are based on restated audited financial statements for the financial year ended on March 31, 2023, unless provided otherwise.

With respect to Industry peers, all the financial information mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and sourced from the audited financial statements/Annual Reports of the respective companies for the year ended March 31, 2023, unless provided otherwise.

Notes:

- i. EPS is the consolidated Basic Earnings Per Share for the year ended March 31, 2023
 - ii. P/E Ratio or Price Earning Ratio has been computed based on Closing Market Price of share as on date i.e. May 15, 2024
 - iii. RoNW or Return on Net Worth has been computed as consolidated Net profit after tax attributable to the owners of the company divided by consolidated Net worth at the end of the year ended March 31, 2023
 - iv. NAV per equity share or Net Asset Value per share has been calculated as consolidated Net worth divided by weighted average number of equity shares outstanding as on March 31, 2023
 - v. Issue price/market price is taken as on May 15, 2024.
6. The financial ratios have been diluted based on issue of Bonus shares on October 5, 2023 after the date of last audited financial statements, in the ratio of 4:1 (i.e. Four (4) new Equity shares for every One (1) Equity share held).
 7. The Issue Price of ₹ [●] has been determined by our Company in consultation with the Lead Manager and justified by our Company in consultation with the Lead Manager on the basis of above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditor's Report in the Issue Document to have more informed view about the investment.

Investors should read the above-mentioned information along with section titled "Risk Factors" and chapters titled "Our Business" and "Restated Financial Statement" including important profitability and return ratios, as set out on page 22, 135 and 189 of this Draft Prospectus to have a more informed view about the investment.

8. Key Performance Indicators (KPI's):

Key Performance Indicators (KPIs) are imperative. The KPI's disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of our Company.

The KPI's disclosed below have been certified by our Statutory Auditor vide its Audit Report dated April 30, 2024 and Certificate of Key Performance Indicator (KPI) dated May 9, 2024.

We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations" on page 1 of this Draft Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this chapter on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or for such other duration as may be required under the SEBI (ICDR) Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI (ICDR) Regulations.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

	(Amount in ₹ Lakhs)			
Key Performance Indicators	January 31, 2024#	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations ⁽¹⁾	1,204.26	1,271.36	1,283.25	805.50
<i>Growth in Revenue from Operation (%)</i>	-	<i>(0.93%)</i>	<i>59.31%</i>	<i>-*</i>
EBITDA ⁽²⁾	590.24	322.43	412.25	178.97
<i>EBITDA Margin (%)⁽³⁾</i>	<i>49.01%</i>	<i>25.36%</i>	<i>32.13%</i>	<i>22.22%</i>
PAT	312.15	355.76	144.25	(120.18)
<i>PAT Margin (%)⁽⁴⁾</i>	<i>25.92%</i>	<i>27.98%</i>	<i>11.24%</i>	<i>(14.92%)</i>
Net Worth ⁽⁵⁾	1,688.26	1,316.84	891.08	754.47
Return on equity (%) ⁽⁶⁾	18.49%	27.02%	16.19%	(15.93%)
Return on capital employed (%) ⁽⁷⁾	24.69%	34.64%	28.64%	4.16%
Net Asset Value per equity share ⁽⁸⁾	14.2	11.1	7.5	6.4
Debt-Equity Ratio (times) ⁽⁹⁾	0.13	0.47	1.18	1.24
Current Ratio (times) ⁽¹⁰⁾	0.47	0.29	0.21	0.28
Number of rooms available ⁽¹¹⁾	52	36	38	38
Total room revenue ⁽¹²⁾	523.26	433.24	411.54	208.45
Average occupancy (%) ⁽¹³⁾	35.83%	35.00%	39.00%	24.00%
Average Daily Rate (ADR) (₹) ⁽¹⁴⁾	7,648.9	8,478.3	7,342.4	6,057.8

Revenue per Available Room (RevPAR) (₹) ⁽¹⁵⁾	2,618.4	2,967.4	2,863.5	1,453.9
Food and Beverage revenue ⁽¹⁶⁾	232.55	293.14	407.24	319.94
Property Management Space Rental ⁽¹⁷⁾	420.09	503.50	413.99	247.99

*Growth in Revenue from operation and Profit after tax for the period ended March 31, 2021 is not determinable as we do not have comparable restated figures

#Revenue of January 31, 2024 are not annualised

Notes:

(1) Revenue from operation means room revenue, food and beverages, other services, property management space rental, management fees and license income

(2) EBITDA is calculated as restated Profit before tax + Depreciation + Finance Costs – Other Income

(3) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations

(4) PAT Margin (%) is calculated as resated profit for the period/year divided by Revenue from Operations

(5) Net Worth is calculated as Equity share capital, all reserves and surplus excluding Revaluation Reserve

(6) Return on Equity is calculated by comparing the proportion of restated profit after tax against the amount of Net Worth

(7) Return on Capital Employed is calculated as follows: Restated Profit for the period/ year plus finance cost plus tax expenses (EBIT) divided by Tangible Net Worth plus non current borrowings

(8) Net asset value per equity share is calculated as follows: Net worth divided by the Weighted Average Number of Equity Shares

(9) Debt to Equity ratio is calculated as Total Debt divided by Total equity

(10) Current Ratio is calculated by dividing Current assets to Current Liabilities

(11) Number of rooms available are the rooms available in Saj by the Lake, Malshej and Saj in the Forest, Pench property as on January 31, 2024 and the rooms available in the Saj by the Lake, Malshej for the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

(12) Total room revenue is as per the restated financial statement of the Company as on January 31, 2024, March 31, 2023, March 31, 2022 and March 31, 2021.

(13) Average occupancy (%) is the percentage of total of room nights occupied divided by total number of room nights available.

(14) Average daily rate (ADR) is calculated as total room revenue divided by total room nights occupied.

(15) Revenue per available room (RevPAR) is calculated by multiplying average daily room rate (ADR) by Average Occupancy (%).

(16) Food and Beverage revenue is taken as per the restated financial statements of the Company as on 31 January 2024, March 31, 2023, March 31, 2022 and March 31, 2021.

(17) Property Management Space Rental is taken as per the restated financial statements of the Company as on 31 January 2024, March 31, 2023, March 31, 2022 and March 31, 2021.

Explanations for the certain financial data based on Restated Consolidated Financial Statement

Key Performance Indicators	Explanations
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
Growth in Revenue from Operations	Growth in Revenue from Operations measures a company's revenue growth from one period to another.
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of the business

PAT	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 the business
Net Worth	Net Worth is an important metric to gauge a company's health, providing a useful snapshot of its current financial position.
Return on Equity	Return on equity provides how efficiently the Company generates profits from shareholders' funds
Return on Capital Employed	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business
Net Asset Value per share	Net Asset Value per share indicates the book value per share at the end of the period.
Debt-Equity Ratio	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Current Ratio	The current ratio is a liquidity ratio that measures the company's ability to pay short-term obligations or those due within one year
Number of rooms available	Number of rooms indicate the total number of rooms owned by the company.
Total room revenue	Total room revenue measures the revenue generated by the sale of room nights throughout the period.
Average occupancy (%)	Average Occupancy measures the number of rooms occupied through the period, weights being the number of rooms at the property.
Average Daily Rate (ADR)	Average Daily Rate measures room revenue generated through the room nights sold during the period.
Revenue per Available Room (Rev. PAR)	Revenue per Available Room measures the room revenue generated per room.
Food & Beverage revenue	Food & Beverage revenue indicates the portion to total revenue attributable by the Food & Beverage segment.
Property Management Space Rental	Property Management Space Rental indicates the lease rent generated by the resort property given on lease.

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJSH9779

KPI of Industry Peer for comparison

While our listed peers in India, like us, operate in the same industry and may have similar offerings or end use applications, our business may be different in terms of differing business model, different service verticals or focus areas or different geographical presence or serving certain segments or sub-segments of our customer base.

Following is the comparative details of Key Performance Indicators (KPIs) of our peer companies for the financial year ended March 31, 2023, March 31 2022 and March 31, 2021, based on our review of the audited financial statements of such industry peers:

Key Performance Indicators	Jindal Hotels Limited			Royale Manor Hotels & Industries Limited		
	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations	4,139.07	2,985.70	1,555.25	2,213.69	1,362.60	764.83
<i>Growth in Revenue from Operations</i>	38.63%	91.98%	-	62.46%	78.16%	-
EBITDA	1,111.8	681.0	(141.5)	463.3	191.5	80.6
<i>EBITDA Margin (%)</i>	26.86%	22.81%	(9.10%)	20.93%	14.05%	10.53%
PAT	206.82	(240.29)	(1,095.69)	379.17	92.31	27.90
<i>PAT Margin (%)</i>	5.00%	(8.05%)	(70.45%)	17.13%	6.77%	3.65%

Net Worth	1,886.41	1,678.97	1,772.25	5,189.85	4,636.72	4,414.78
Return on equity (%)	12.00%	(14.00%)	(49.00%)	8.05%	2.10%	0.94%
Return on capital employed (%)	9.20%	2.32%	(7.96%)	10.49%	3.94%	2.44%
Net Asset Value per equity share	26.95	25.22	29.10	28.81	27.20	26.07
Debt-Equity Ratio (times)	3.45	4.07	3.39	0.08	0.15	0.12
Current Ratio (times)	1.17	1.57	1.86	1.61	2.58	1.82
Number of rooms available	146	146	146	91	91	91
Total room revenue	1,187.94	797.40	443.47	1,334.59	807.52	352.77
Average occupancy (%)	-*	-*	-*	77.00%	83.64%	35.00%
Average Daily Rate (ADR) (₹)	-*	-*	-*	5,207.00	3,137.00	3,137.00
Revenue per Available Room (RevPAR) (₹)	-*	-*	-*	4,009.39	2,623.79	1,097.95
Food and Beverage revenue	2,924.7	2,179.5	729.1	666.68	308.44	214.02
Property Management Space Rental	-*	-*	-*	-*	-*	-*

**Data not available in public domain*

9. Weighted Average cost of acquisition of all shares transacted in last 3 years, 18 months and 1 years, from the date of this Draft Prospectus

The weighted average cost of acquisition of all shares transacted in last 3 years, 18 months and 1 years, from the date of this Draft Prospectus:

Period	Weighted Average cost of acquisition (₹)	Issue price is [●] times the weighted average cost of acquisition	Range of acquisition price: Lowest Price-Highest Price (in ₹)
Last 1 year	6.85	[●]	[●]
Last 18 months	6.85	[●]	[●]
Last 3 year	6.85	[●]	[●]

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJSO6844

10. Weighted Average Cost of Acquisition (WACA) transacted by Promoter and Promoter Group, Issue Price

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

The Weighted Average Cost of Acquisition of Equity shares on the basis of primary / new issue of shares (equity/convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the draft prospectus, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Primary transactions:

Date of Allotment	Nature of Allotment	Category	No of equity shares acquired	Face value (₹)	Issue Price (₹)	Nature of Consideration paid	Total Consideration (Amount in ₹ lakhs)
NIL							
Price per share of Issuer Company [Weighted average cost of acquisition (WACA) Primary issuances (in ₹ per Equity Share)]							NIL

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

The Weighted Average Cost of Acquisition of Equity Shares through secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of the draft prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Secondary transactions:

Date of transfer	Name of Transferor	Name of Transferee	Number of shares of Face Value ₹ 10/- each	Percentage of pre-transaction in Company (%)	Total consideration (Amount in ₹ Lakhs)
January 12, 2024	Rahul Maganlal Timbadia	Reina R Jaisinghani	10,00,000	8.42	500.00
		Amrita Maheshwari	10,000	0.08	5.00
		Anushree Vinay Chitlangia	10,000	0.08	5.00
		Shruti Sandip Timbadia	10,000	0.08	5.00
		J K Mimani	10,000	0.08	5.00
January 16, 2024	Rahul Maganlal Timbadia	Shyamsunder Kisangopal Lakhani	40,000	0.34	20.00
		Amit Somani	20,000	0.17	10.00
		Lokesh Bajaj	10,000	0.08	5.00
		Madhuri Mantri	10,000	0.08	5.00

		Neha Somani	10,000	0.08	5.00
		Manish Damodar Lakhani	10,000	0.08	5.00
January 25, 2024		Saroj Baradia	10,000	0.08	5.00
		Ghanshyam Soni	10,000	0.08	5.00
		Prateek Maheshwari	10,000	0.08	5.00
		Shivprakash Mohanprakash Chitlangia	10,000	0.08	5.00
Total			11,80,000		590.00
Price per share of Issuer Company [Weighted average cost of acquisition (WACA) Primary issuances (in ₹ per Equity Share)]					50.00

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJSC6634

c) Weighted average cost of acquisition (WACA) viz-a-viz Issue Price

The Issue Price is [●] times the weighted average cost of acquisition based on primary/secondary transactions as disclosed above, are set below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Issue price* (i.e. ₹ [●])
WACA of primary issuances as per (a) above	NA	NA
WACA of secondary transactions as per (b) above	50.00	[●] times

*to be filled upon determination of Issue price, prior to filing Prospectus with Registrar of Companies (RoC)

Explanation for Issue Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) along with our Company's key performance indicators and financial ratios for the ten-month period ended Jnuary 31, 2024, and financial years ended March 31, 2023, March 31, 2022 and March 31, 2021.

[●]*

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

[●]*

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 LM, on the basis of the market demand from investors for the Equity Shares through the Fixed Price Issue.

The Issue Price, as determined by our Company, in consultation with the LM, is justified of the Issue Price in view of the above qualitative and quantitative parameters.

Bidders should read the abovementioned information along with the sections titled "Risk Factors" and "Financial Information" and chapters titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and on pages 22, 189, 135 and 238, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section titled "Risk Factors" beginning on page 22 of this draft Prospectus or any other factors that may arise in the future and you may lose all or part of your investments.

*to be filled upon determination of Issue price, prior to filing Prospectus with Registrar of Companies (RoC)

STATEMENT OF TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

To,
The Board of Directors,
Saj Hotels Limited (formerly known as Saj Hotels Private Limited)
Mahabaleshar Panchgani Road,
Mahabaleshwar, Satara,
Maharashtra- 412806

Dear Sir,

Subject - Statement of special tax benefits ('the statement') available to Saj Hotels Limited ('the company'), and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Reference - Initial Public Offer of Equity Shares by Saj Hotels Limited

This certificate is being issued in accordance with the terms of our original engagement letter to the Board of Directors dated 9 October 2023 and addendum to the original agreement dated 6 November 2023.

We hereby report that the enclosed Annexure I and Annexure II prepared by the Company, initialed by us for identification purpose, states the possible special-tax benefits available to the Company and its shareholders under director and indirect taxes (together "the Tax Laws"), presently in force in India as on the signing date, which are defined in Annexure I. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the Management of the Company. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed SME initial public offering of equity shares of the Company (the "Proposed Offer") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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.

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

- i. the Company and its shareholders will continue to obtain these possible special tax benefits in future, or
- ii. the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/court will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws 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. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the

extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer and submission of this Statement to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed and the Registrar of Company of Pune at intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer and submission of this Statement to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed and the Registrar of Company of Maharashtra at Mumbai in connection with the Proposed Offer, as the case may be, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

For, Dhirubhai Shah & Co. LLP

Chartered Accountants

Firm's Registration No: 102511W/W100298

Sd/-

Anik Shah

Partner

Membership No: 140594

ICAI UDIN: 24140594BKAJRF1016

Date: Ahmedabad

Place: May 9, 2024

ANNEXURE I TO THE STATEMENT OF TAX BENEFITS
LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No.	Details of tax laws
1	Income-tax Act, 1961 and Income-tax Rules, 1962
2	Central Goods and Services Tax Act, 2017
3	Integrated Goods and Services Tax Act, 2017
4	State Goods and Services Tax Act, 2017
5	Customs Act, 1962 and Customs Tariff Act, 1975 read with respective rules, circulars and notifications made thereunder
6	Foreign Trade Policy 2015-2020 as extended until

Sr. No. 1 referred to as Direct Tax Laws

Sr. No. 2 to 6 jointly referred to as Indirect Tax Laws

ANNEXURE II TO THE STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO SAJ HOTELS LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company and its shareholders under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

UNDER THE TAX LAWS

A. Special tax benefits available to the Company

a) Direct Tax Laws

– Deduction under Section 80JJAA of the Act

Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction, under the provisions of Section 80JJAA of the Income-tax Act, 1961, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

– Section 80M of the Act

Under Section 80M of the Income-tax Act, 1961, in respect of dividend received by the Company from any other domestic company or a foreign company or a business trust and included in the Company's total income, a deduction is available to the Company of an amount equal to so much of the dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by the Company on or before one month prior to due date of furnishing the income-tax return for the relevant year.

b) Indirect Tax Laws

- There are no special indirect tax benefits available to the Company under the Tax laws captioned above.

B. Special tax benefits available to Shareholders

There are no special tax benefits available to the Shareholders under the Tax Laws.

NOTES:

1. The above is as per the current Tax Laws prevalent as on the date of issuance of this certificate.
2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisor, regarding possible income tax consequences that apply to them under the laws of such jurisdiction
4. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.
5. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
6. The stated benefits will be available only to the sole first named holder in case the equity shares are held by joint holders.

SECTION VI – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this chapter includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured and, accordingly, investment decisions should not be based on such Information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. You should read the entire Draft Prospectus, including the information contained in the chapters titled “Risk Factors” and “Restated Financial Statements” beginning on page 22 and 189 of this Draft Prospectus.

GLOBAL GROWTH OUTLOOK

The global recovery from the COVID-19 pandemic and Russia’s invasion of Ukraine remains slow and uneven. Despite economic resilience earlier this year, with a reopening rebound and progress in reducing inflation from last year’s peaks, it is too soon to take comfort. Economic activity still falls short of its prepandemic path, especially in emerging market and developing economies, and there are widening divergences among regions. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, the war in Ukraine, and increasing geoeconomic fragmentation. Others are more cyclical in nature, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events.

Global growth is forecast to slow from 3.5 percent in 2022 to 3.0 percent in 2023 and 2.9 percent in 2024. The projections remain below the historical (2000–19) average of 3.8 percent, and the forecast for 2024 is down by 0.1 percentage point from the July 2023 Update to the World Economic Outlook. For advanced economies, the expected slowdown is from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024, amid stronger-than-expected US momentum but weaker-than-expected growth in the euro area. Emerging market and developing economies are projected to have growth modestly decline, from 4.1 percent in 2022 to 4.0 percent in both 2023 and 2024, with a downward revision of 0.1 percentage point in 2024, reflecting the property sector crisis in China. Forecasts for global growth over the medium term, at 3.1 percent, are at their lowest in decades, and prospects for countries to catch up to higher living standards are weak. Global inflation is forecast to decline steadily, from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024. But the forecasts for 2023 and 2024 are revised up by 0.1 percentage point and 0.6 percentage point, respectively, and inflation is not expected to return to target until 2025 in most cases.

(Source: World Economic Outlook WEO Update October 2023

<https://www.imf.org/en/Publications/WEO/Issues/2023/10/10/world-economic-outlook-october-2023> ,page xvi)

For advanced economies, the growth slowdown projected is significant—from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024—with no overall revision from the July 2023 WEO Update, amid stronger-than-expected US momentum and weaker-than-expected growth in the euro area. About 90 percent of advanced economies are projected to see lower growth in 2023. With the projected slowdown in advanced economies, annual unemployment is projected to rise by an average of 0.1 percentage point over 2022–24, although with more pronounced increases in Canada (1.0 percentage point), the United Kingdom (0.9 percentage point), and the United States (0.2 percentage point). Nevertheless, the forecast for unemployment in 2024 is on average 0.4 percentage point lower than that in the April 2023 WEO, reflecting still-tight labor markets in a number of cases.

In the United States, growth is projected at 2.1 percent in 2023 and 1.5 percent in 2024. The forecast is revised upward by 0.3 percentage point for 2023 and by 0.5 percentage point for 2024, compared with July 2023 WEO Update projections, owing to stronger business investment in the second quarter and resilient consumption growth, a reflection of a still-tight labor market. In addition, as already mentioned, the general government fiscal stance is expected to be expansionary in 2023. However, with wage growth slowing, savings accumulated during the pandemic running out, and the Federal Reserve maintaining tight monetary policy, growth is expected to slow in the second half of 2023 and in 2024. The unemployment rate is forecast to rise from 3.6 percent in the second quarter of 2023 to a peak of 4.0 percent by the last quarter of 2024—a lower peak than previously projected (5.2 percent in the April 2023 WEO and 5.6 percent at the time of the October 2022 WEO), consistent with a softer landing than earlier expected for the US economy.

Growth in the euro area is projected to fall from 3.3 percent in 2022 to 0.7 percent in 2023, before rising to 1.2 percent in 2024. The forecast is revised downward by 0.2 percentage point and 0.3 percentage point for 2023 and 2024, respectively, compared with July 2023 WEO Update projections. There is also a divergence in growth across major euro area economies in 2023.

For Germany, where a slight economic contraction is now projected in the second half of 2023, amid weakness in interest-rate-sensitive sectors and slower trading-partner demand, there is a downward revision of 0.2 percentage point to growth of –0.5 percent.

For France, where there was catch-up in industrial production and external demand outperformed in the first half of 2023, there is an upward 0.2 percentage point revision to growth of 1.0 percent.

Among other major advanced economies, there is also some divergence in growth. Growth in the United Kingdom is projected to decline from 4.1 percent in 2022 to 0.5 percent in 2023, with a 0.1 percentage point upward revision. The decline in growth reflects tighter monetary policies to curb still-high inflation and lingering impacts of the terms-of-trade shock from high energy prices.

In Japan, growth is projected to rise from 1.0 percent in 2022 to 2.0 percent in 2023, with a 0.6 percentage point upward revision, buoyed by pent-up demand, a surge in inbound tourism, and accommodative policies, as well as by a rebound in auto exports that had earlier been held back by supply chain issues.

Growth Forecast for advanced economies

(Real GDP, Annual percentage Change)	2022	2023	Projected 2024
World Output	3.5	3.0	2.9
Advanced Economies	2.6	1.5	1.4
United States	2.1	2.1	1.5
Euro Area	3.3	0.7	1.2
Germany	1.8	-0.5	0.9
France	2.5	1.0	1.3
Italy	3.7	0.7	0.7
Spain	5.8	2.5	1.7
Japan	1.0	2.0	1.0
United Kingdom	4.1	0.5	0.6
Canada	3.4	1.3	1.6
Other Advanced Economies	2.6	1.8	2.2
Emerging Market and Developing Economies	4.1	4.0	4.0
Emerging and Developing Asia	4.5	5.2	4.8
China	3.0	5.0	4.2
India*	7.2	6.3	6.3
Emerging and Developing Europe	0.8	2.4	2.2
Russia	-2.1	2.2	1.1
Latin America and the Caribbean	4.1	2.3	2.3
Brazil	2.9	3.1	1.5
Mexico	3.9	3.2	2.1
Middle East and Central Asia	5.6	2.0	3.4
Saudi Arabia	8.7	0.8	0.4
Sub-Saharan Africa	4.0	3.3	4.0
Nigeria	3.3	2.9	3.1
South Africa	1.9	0.9	1.8
Emerging Market and Middle-Income Economies	4.0	4.0	3.9
Low-Income Developing Countries	5.2	4.0	5.1

Source: IMF, *October 2023 World Economic Outlook*.

Note: For India, data and forecasts are presented on a fiscal year basis, and GDP from 2011 onward is based on GDP at market prices with fiscal year 2011/12 as a base year.

For *emerging market and developing economies*, growth is projected to decline relatively modestly, from 4.1 percent in 2022 to 4.0 percent in both 2023 and 2024, with a downward revision of 0.1 percentage point for 2024 compared with the July 2023 WEO *Update* projection. However, this average path hides regional divergences, with growth in two of the five main geographic regions rising in 2023 and then falling in 2024.

Growth in *emerging and developing Asia* is projected to rise from 4.5 percent in 2022 to 5.2 percent in 2023, then to decline to 4.8 percent in 2024, with downward revisions of 0.1 percentage point and 0.2 percentage point for 2023 and 2024, respectively, compared with July projections. The revision reflects a lower forecast for *China*, which is revised downward by 0.2 percentage point for 2023 and by 0.3 percentage point for 2024 to growth of 5.0 percent in 2023 and 4.2 percent in 2024. With the property market crisis in that country, lower investment is the main contributor to the revision.

Growth in *India* is projected to remain strong, at 6.3 percent in both 2023 and 2024, with an upward revision of 0.2 percentage point for 2023, reflecting stronger-than-expected consumption during April-June.

Growth in *emerging and developing Europe* is projected to rise to 2.4 percent in 2023, with an upward revision of 0.6 percentage point since July, before declining to 2.2 percent in 2024. The forecast for *Russia* is for a rise from -2.1 percent in 2022 to 2.2 percent in 2023, with an upward revision of 0.7 percentage point for 2023. The rise in growth reflects a substantial fiscal stimulus, strong investment, and resilient consumption in the context of a tight labor market. The upward revision for the region for 2023 also reflects an increase of 5.0 percentage points to the forecast for *Ukraine* to growth of 2.0 percent; the increase is due to stronger-than-expected domestic demand growth, with firms and households adapting to the war in that country amid sharply declining inflation and stable foreign exchange markets. It additionally reflects a 1.0 percentage point upside revision to growth of 4.0 percent in *Türkiye*, on the back of stronger-than-expected domestic demand.

Latin America and the Caribbean is expected to see growth decline from 4.1 percent in 2022 to 2.3 percent in both 2023 and 2024, although with 0.4 percentage point and 0.1 percentage point upward revisions for 2023 and 2024, respectively, since July. The decline for 2023 reflects a normalization of growth along with the effect of tighter policies, a weaker external environment, and lower commodity prices. The upward revision to 2023 since July reflects stronger-than-expected growth in *Brazil*, revised upward by 1.0 percentage point to 3.1 percent, driven by buoyant agriculture and resilient services in the first half of 2023. Consumption has also remained strong, supported by fiscal stimulus. The upward revision for the region also reflects stronger-than-expected growth in *Mexico*, revised upward by 0.6 percentage point to 3.2 percent, with the delayed post pandemic recovery taking hold in construction and services and spillovers from resilient US demand.

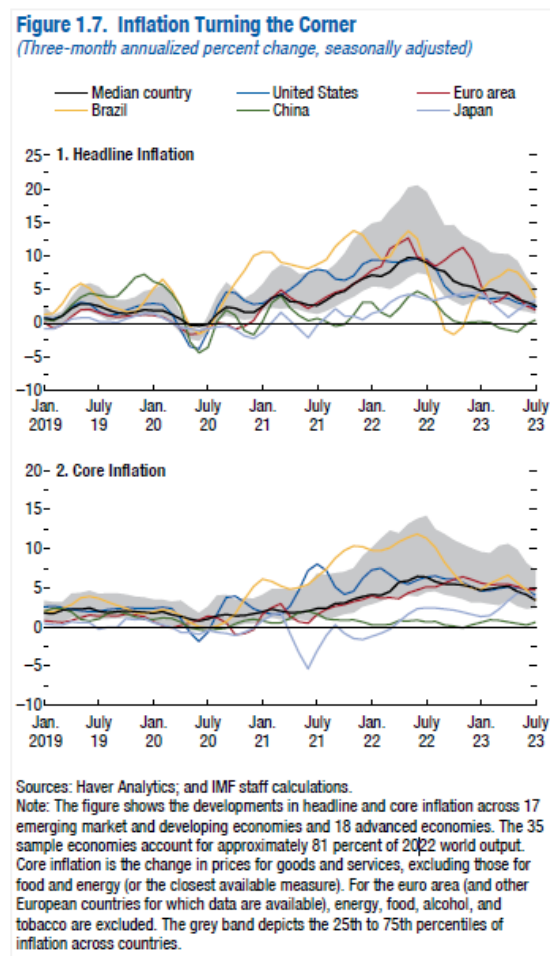
Growth in the *Middle East and Central Asia* is projected to decline from 5.6 percent in 2022 to 2.0 percent in 2023, before picking

up to 3.4 percent in 2024, with a 0.5 percentage point downward revision for 2023 and a 0.2 percentage point upward revision for 2024. The change for 2023 is attributable mainly to a steeper-than-expected growth slowdown in *Saudi Arabia*, from 8.7 percent in 2022 to 0.8 percent in 2023, with a negative revision to the latter of 1.1 percentage point. The downgrade for growth in *Saudi Arabia* in 2023 reflects announced production cuts, including unilateral cuts and those in line with an agreement through OPEC+. Private investment, including that from “gigaproject” implementation, continues to support non-oil GDP growth, which remains strong and unchanged from previous projections. The downgrade for 2023 also reflects cuts to the growth forecast for *Sudan* to about -18.3 percent (a downward revision of nearly 20 percentage points) reflecting the outbreak of conflict, deteriorating domestic security, and the worsening humanitarian situation. The upgrade for 2024 reflects the unwinding of some of the announced production cuts.

In *sub-Saharan Africa*, growth is projected to decline to 3.3 percent in 2023 before picking up to 4.0 percent in 2024, with 0.2 percentage point and 0.1 percentage point downward revisions for 2023 and 2024, respectively, and with growth remaining below the historical average of 4.8 percent. The projected decline reflects, in a number of cases, worsening weather shocks, the global slowdown, and domestic supply issues, including, notably, in the electricity sector. Growth in *Nigeria* is projected to decline from 3.3 percent in 2022 to 2.9 percent in 2023 and 3.1 percent in 2024, with negative effects of high inflation on consumption taking hold. The forecast for 2023 is revised downward by 0.3 percentage point, reflecting weaker oil and gas production than expected, partially as a result of maintenance work.

In *South Africa*, growth is expected to decline from 1.9 percent in 2022 to 0.9 percent in 2023, with the decline reflecting power shortages, although with a 0.6 percentage point upward revision thanks to the intensity of power shortages in the second quarter of 2023 being lower than expected.

(Source: *World Economic Outlook WEO Update October 2023*



<https://www.imf.org/en/Publications/WEO/Issues/2023/10/10/world-economic-outlook-october-2023> , page 11-15)

Growing Global Divergences

More than three years after the global economy suffered the largest shock of the past 75 years, the wounds are still healing, amid widening growth divergences across regions. After a strong initial rebound from the depths of the COVID-19 pandemic, the pace of recovery has moderated. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, Russia's war in Ukraine, and increasing geo-economic fragmentation. Others are more cyclical, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events.

(Source: *World Economic Outlook WEO Update October 2023* <https://www.imf.org/en/Publications/WEO/Issues/2023/10/10/world-economic-outlook-october-2023>, page 1)

Inflation: Nearer, but Not Quite There

Global headline inflation has more than halved, from its peak of 11.6 percent in the second quarter of 2022 (at a quarterly annualized rate) to 5.3 percent in the second quarter of 2023. About four-fifths of the gap between the 2022 peak and the pre-pandemic (2017–19) annual average level of 3.5 percent has closed. Among major economies, headline inflation in the second quarter of 2023 ranged from –0.1 percent in China (at a quarterly annualized rate) to 2.8 percent in the euro area and 2.7 percent in the United States. A narrowing in the cross-country variation in headline inflation has accompanied the decline. The international distribution of inflation rates widened during the 2022 inflation surge, becoming skewed upward, but has since begun to normalize.

A fall in energy prices and—to a lesser extent—in food prices has driven the decline in headline inflation. As the Commodity Special Feature in this chapter reports, notwithstanding a rebound in July, crude oil prices have declined during 2023 and are well below their June 2022 peak, on the back of lower global demand partly driven by tighter global monetary policy affecting activity. Supply curbs by OPEC+ (Organization of the Petroleum Exporting Countries plus selected non-member countries) were partly offset by strong oil output growth in non-OPEC countries, most notably the United States. Natural gas prices also remain well below their 2022 peak, reflecting ample storage and supplies from Norway and northern Africa. Food prices have declined modestly in 2023, with lower demand offset by supply reductions, notably those resulting from Russia's withdrawal from the Black Sea Grain Initiative in July, which reduced the supply of wheat to the global market. The normalization of supply chains has further contributed to the decline in headline inflation in most countries.

Underlying (core) inflation has also declined, but more gradually. Global inflation excluding food and energy prices is down from a peak of 8.5 percent in the first quarter of 2022 (at a quarterly annualized rate) to 4.9 percent in the second quarter of 2023, nearly two-thirds of the way back to the pre-pandemic (2017–19) annual average of 2.8 percent. Among major economies, in the second quarter of 2023, it ranged from 0.3 percent in China (at a quarterly annualized rate) to 4.6 percent in the euro area and 4.7 percent in the United States. Data for July indicate a rise in inflation excluding food and energy in most advanced economies; more data releases are needed to assess progress in reducing underlying inflation.

The drivers of core inflation have reflected a combination of demand pressures, as shown in labour market conditions and pass-through effects from past shocks to headline inflation shocks, including those arising from supply shifts in various industries. The roles of these factors have differed markedly across economies. Demand pressures in some advanced economies arose from significant COVID-19-era fiscal payments to households, as well as from ample monetary policy stimulus early in the pandemic, which supported the recovery in consumer spending. These policy-induced pressures declined as policy support subsided.

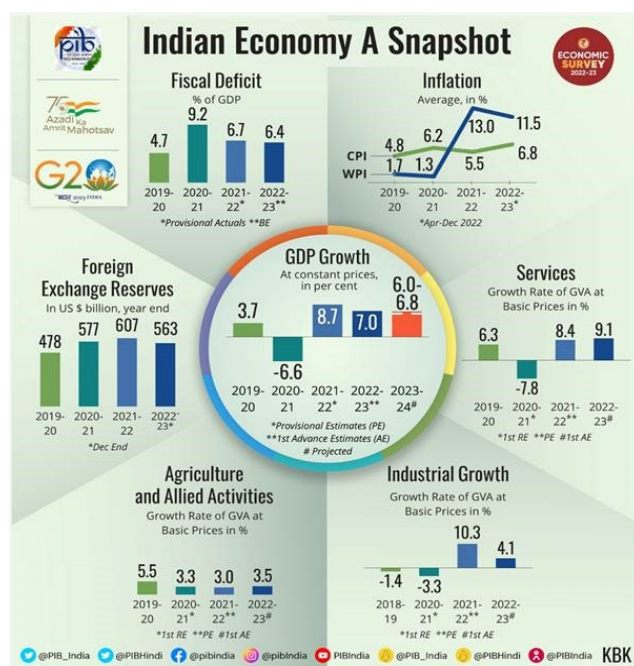
(Source: *World Economic Outlook WEO Update October 2023* <https://www.imf.org/en/Publications/WEO/Issues/2023/10/10/world-economic-outlook-october-2023> page 4)

INDIAN ECONOMIC OVERVIEW

India to witness GDP growth of 6.0 per cent to 6.8 per cent in 2023-24, depending on the trajectory of economic and political developments globally. The optimistic growth forecasts stem from a number of positives like the rebound of private consumption given a boost to production activity, higher Capital Expenditure (Capex), near-universal vaccination coverage enabling people to spend on contact-based services, such as restaurants, hotels, shopping malls, and cinemas, as well as the return of migrant workers to cities to work in construction sites leading to a significant decline in housing market inventory, the strengthening of the balance sheets of the Corporates, a well-capitalised public sector banks ready to increase the credit supply and the credit growth to the Micro, Small, and Medium Enterprises (MSME) sector to name the major ones.

The Union Minister for Finance & Corporate Affairs Smt. Nirmala Sitharaman tabled the Economic Survey 2022-23 in Parliament today, which projects a baseline GDP growth of 6.5 per cent in real terms in FY24. The projection is broadly comparable to the estimates provided by multilateral agencies such as the World Bank, the IMF, and the ADB and by RBI, domestically. It says, growth is expected to be brisk in FY24 as a vigorous credit disbursement, and capital investment cycle is expected to unfold in India with the strengthening of the balance sheets of the corporate and banking sectors.

Further support to economic growth will come from the expansion of public digital platforms and pathbreaking measures such as PM GatiShakti, the National Logistics Policy, and the Production-Linked Incentive schemes to boost manufacturing output. The Survey says, in real terms, the economy is expected to grow at 7 per cent for the year ending March 2023. This follows an 8.7 per cent growth in the previous financial year. According to Survey, India's economic growth in FY23 has been principally led by private consumption and capital formation and they have helped generate employment as seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund. Moreover, World's second-largest vaccination drive involving more than 2 billion doses also served to lift consumer sentiments that may prolong the rebound in consumption. Still, private capex soon needs to take up the leadership role to put job creation on a fast track.



The Survey says, the credit growth to the Micro, Small, and Medium Enterprises (MSME) sector has been remarkably high, over 30.6 per cent, on average during Jan-Nov 2022, supported by the extended Emergency Credit Linked Guarantee Scheme (ECLGS) of the Union government. It adds that the recovery of MSMEs is proceeding apace, as is evident in the amounts of Goods and Services Tax (GST) they pay, while the Emergency Credit Linked Guarantee Scheme (ECLGS) is easing their debt servicing concerns.

The Capital Expenditure (Capex) of the central government, which increased by 63.4 per cent in the first eight months of FY23, was another growth driver of the Indian economy in the current year, crowding in the private Capex since the January-March quarter of 2022. On current trend, it appears that the full year's capital expenditure budget will be met. A sustained increase in private Capex is also imminent with the strengthening of the balance sheets of the Corporates and the consequent increase in credit financing it has been able to generate.

India's Economic Resilience and Growth Drivers

The Survey points out that factors like monetary tightening by the RBI, the widening of the CAD, and the plateauing growth of exports have essentially been the outcome of geopolitical strife in Europe. As these developments posed downside risks to the growth of the Indian economy in FY23, many agencies worldwide have been revising their growth forecast of the Indian economy downwards. These forecasts, including the advance estimates released by the NSO, now broadly lie in the range of 6.5-7.0 per cent.

Despite the downward revision, the growth estimate for FY23 is higher than for almost all major economies and even slightly above the average growth of the Indian economy in the decade leading up to the pandemic. IMF estimates India to be one of the top two fast-growing significant economies in 2022. Despite strong global headwinds and tighter domestic monetary policy, if India is still expected to grow between 6.5 and 7.0 per cent, and that too without the advantage of a base effect, it is a reflection of India's underlying economic resilience; of its ability to recoup, renew and re-energise the growth drivers of the economy. India's economic resilience can be seen in the domestic stimulus to growth seamlessly replacing the external stimuli. The growth of exports may have moderated in the second half of FY23. However, their surge in FY22 and the first half of FY23 induced a shift in the gears of the production processes from mild acceleration to cruise mode.

Manufacturing and investment activities consequently gained traction. By the time the growth of exports moderated, the rebound in domestic consumption had sufficiently matured to take forward the growth of India's economy. Private Consumption as a percentage of GDP stood at 58.4 per cent in Q2 of FY23, the highest among the second quarters of all the years since 2013-14, supported by a rebound in contact-intensive services such as trade, hotel and transport, which registered sequential growth of 16 per cent in real terms in Q2 of FY23 compared to the previous quarter.

Although domestic consumption rebounded in many economies, the rebound in India was impressive for its scale. It contributed to a rise in domestic capacity utilisation. Domestic private consumption remains buoyant in November 2022. Moreover, RBI's most recent survey of consumer confidence released in December 2022 pointed to improving sentiment with respect to current and prospective employment and income conditions.

The Survey also points to another recovery and adds that the "release of pent-up demand" was reflected in the housing market too as demand for housing loans picked up. Consequently, housing inventories have declined, prices are firming up, and construction of new dwellings is picking up pace and this has stimulated innumerable backward and forward linkages that the construction sector is known to carry. The universalisation of vaccination coverage also has a significant role in lifting the housing market as, in its absence, the migrant workforce could not have returned to construct new dwellings.

Apart from housing, construction activity, in general, has significantly risen in FY23 as the much-enlarged capital budget (Capex) of the central government and its public sector enterprises is rapidly being deployed. Going by the Capex multiplier estimated for the country, the economic output of the country is set to increase by at least four times the amount of Capex. States, in aggregate, are also performing well with their Capex plans. Like the central government, states also have a larger capital budget supported by the centre's grant-in aid for capital works and an interest-free loan repayable over 50 years.

Also, a capex thrust in the last two budgets of the Government of India was not an isolated initiative meant only to address the infrastructure gaps in the country. It was part of a strategic package aimed at crowding-in private investment into an economic landscape broadened by the vacation of non-strategic PSEs (disinvestment) and idling public sector assets.

Here, three developments support this firstly the significant increase in the Capex budget in FY23, as well as its high rate of spending, secondly direct tax revenue collections have been highly buoyant, and so have GST collections, which should ensure the full expending of the Capex budget within the budgeted fiscal deficit.

The growth in revenue expenditure has also been limited to pave the way for higher growth in Capex and thirdly the pick-up in private sector investment since the January-March quarter of 2022. Evidence shows an increasing trend in announced projects and capex spending by the private players.

While an increase in export demand, rebound in consumption, and public capex have contributed to a recovery in the investment/manufacturing activities of the corporates, their stronger balance sheets have also played a big part equal measure to realising their spending plans. As per the data on non-financial debt from the Bank for International Settlements, in the course of the last decade, Indian non-financial private sector debt and non-financial corporate debt as a share of GDP declined by nearly thirty percentage points.

The banking sector in India has also responded in equal measure to the demand for credit as the Year-on-Year growth in credit since the January-March quarter of 2022 has moved into double-digits and is rising across most sectors.

The finances of the public sector banks have seen a significant turnaround, with profits being booked at regular intervals and their Non-Performing Assets (NPAs) being fast-tracked for quicker resolution/liquidation by the Insolvency and Bankruptcy Board of India (IBBI). At the same time, the government has been providing adequate budgetary support for keeping the PSBs well-capitalized, ensuring that their Capital Risk-Weighted Adjusted Ratio (CRAR) remains comfortably above the threshold levels of adequacy. Nonetheless, financial strength has helped banks make up for lower debt financing provided by corporate bonds and External Commercial Borrowings (ECBs) so far in FY23. Rising yields on corporate bonds and higher interest/hedging costs on ECBs have made these instruments less attractive than the previous year.

RBI has projected headline inflation at 6.8 per cent in FY23, which is outside its target range. At the same time, it is not high enough to deter private consumption and also not so low as to weaken the inducement to invest.

(Source: [Indian Economic Survey 2022-23](#))

Inflation in India

Common shocks emanating from the war in Ukraine – high food, energy, and other commodity prices – and the globalisation of inflation to multi-decadal high levels exerted sustained upside price pressures in India, leading to inflation remaining above the upper tolerance level of 6 per cent over 10 consecutive months (January- October 2022). Inflation eased somewhat during November-December 2022 on seasonal easing in food prices, before rising again during January- February 2023 and moderating to 5.7 per cent in March 2023. Monetary tightening by major economies and associated volatility in financial markets led to imported inflation pressures. Input cost pressures from high industrial raw materials prices, transportation costs, and global logistics and supply chain bottlenecks impinged on core inflation. The upward pressures from an early onset of summer, heat waves and unseasonal rains on food prices in the first half receded in the second half of the year with the robust kharif harvest and seasonal

fresh crop arrivals as well as some easing in global food prices. The proactive supply side interventions by the government also helped contain price pressures. Timely beginning of the monetary policy tightening cycle with a cumulative increase in the policy repo rate by 250 bps since May 2022 helped ease demand pressures, anchor inflation expectations and contain the second-round impact of successive supply shocks. But for the timely monetary actions, inflation is estimated to have been higher by 90 bps. Geopolitical dynamics and possible weather disturbances overcast the outlook for inflation in India.

Prospects for 2023-24

To sum up, several shocks tested the resilience of the Indian economy in 2022-23. On the back of sound macroeconomic policies, softer commodity prices, a robust financial sector, a healthy corporate sector, continued fiscal policy thrust on quality of government expenditure, and new growth opportunities stemming from global realignment of supply chains, India's growth momentum is likely to be sustained in 2023-24 in an atmosphere of easing inflationary pressures. Slowing global growth, protracted geopolitical tensions and a possible upsurge in financial market volatility following new stress events in the global financial system, however, could pose downside risks to growth. It is important, therefore, to sustain structural reforms to improve India's medium-term growth potential.

(Source: [Annual Report 2022-23, RBI](#))

GLOBAL TOURISM & HOSPITALITY INDUSTRY

As 2023 ends, we look back on a year where hotel performance held steady, with occupancy closing out the year near 63% (vs. 66% in 2019) and ADR rising just under 5% to roughly \$155 USD. Group room nights continued to show substantial growth, helping fill the gap left by some pullback in the domestic leisure segment. While hotel operations were going strong, a different story played out in the transactions market, as the sector experienced a low not seen since 2020. The federal funds rate started 2022 at less than 1% and, by late summer of 2023, topped out at 5.25% to 5.5%; moreover, bank failures early in the year sent shockwaves through the investment community. These factors not only cooled the transactions market but sent an Arctic blast through it. As a result, transaction volume during the year declined by roughly 35% from 2022 levels.

Looking forward to 2024, we expect the year to have a slow start but then gradually accelerate, ultimately landing with a much stronger finish. The U.S. may in fact avoid a recession, with very slow growth in the first two quarters followed by more significant economic growth in the third and fourth. We expect RevPAR to increase in 2024, albeit at a lower rate than that experienced in 2023. We may see a rate cut by the Fed by the summer if the anaemic economic growth pattern predicted by many economists takes hold in the first half of the year. The cut may help fuel an additional layer of transaction activity in the hotel industry and other real estate sectors.

More sellers are likely to bring hotels to market in 2024 as debt maturities are reached, PIP delays are exhausted, unavoidable defaults occur, or, conversely, successful post-pandemic business plans are completed. In the case of the latter, owners may become ready to sell high-cash-flowing hotels in order to move onto other opportunities at this point in the cycle. Now is certainly the time to buy. With fewer buyers in the market and financing more difficult to come by, hotels are receiving fewer offers. This less-frenzied environment leads to more normalcy in transacting and a higher likelihood that parties can get to a successful closing that not only satisfies the seller but also leaves the buyer in a position to implement a business plan for real value growth. The cost of debt may be high and may require heightened due diligence, but a refinance down the road coupled with an eventual sale after the implementation of that business plan (selling at a time when cost of debt will likely be lower than today) would likely lead to very favourable returns. We expect a more active year of transactions ahead and a relatively stable hotel operating environment.

Mexico's lodging industry combines robust business and leisure-oriented sectors, along with extensive international and national brand footprints. Indeed, additional brands continue to express interest in growing their pipelines across the country both in resort and urban destinations. Mexico's economy and hotel industry are structurally and fundamentally sound. However, the 2023 macroeconomic environment faced complex challenges, including high inflation and interest rates, currency fluctuations against the U.S. dollar, and, in certain regions, security concerns. During 2024, presidential and local elections will add another layer of uncertainty.

After several economic and political disruptions, South American hotel markets began a period of recovery in 2022 that strengthened in 2023. The main drivers included the return of meeting and group travel (surpassing levels achieved in 2019 in several cases), the increase in commercial demand (although remaining below the 2019 levels in most of the markets), and the return of international travel. In markets like Buenos Aires and São Paulo, stronger demand allowed for average daily rate increases in 2023. Other markets, like Lima, Santiago, and Bogotá that experienced significant growth in supply in recent years also managed to increase their occupancy and rates, but at a more moderate pace. Leisure destinations achieved sound occupancy levels, mainly driven by the return of international travellers and robust domestic and regional demand, which has been favoured by currency devaluations in many countries. Across South America, the investment climate remains challenging, with high inflation, limited debt, and a small pool of investors. As such, increases in inventory and the project pipeline have been limited since the start of the COVID-19 pandemic. More recently, local and regional development groups have begun to review potential opportunities.

In 2023, Europe continued strong RevPAR growth has been met with pressure on operating expenses and higher interest rates, with the latter particularly having a dampening effect on values and transaction activity. Through October, multiple markets (such as Paris, Rome, Brussels, Barcelona, and Bucharest) have seen more than 15% average rate growth this year compared to 2022, and even more markets have recorded more than 25% RevPAR growth. The most growth occurred in Amsterdam, Brussels, Milan, Prague, and Rome. Elsewhere, average rate increases have already started to soften, and we anticipate only modest growth in 2024. Counterbalancing this trend, cost inflation is expected to ease, although utility prices may remain volatile given the current conflict in the Middle East.

As of September 2023, Africa's hotel performance reveals a blend of positive growth and challenges, with diverse key performance indicators (KPIs) underscoring the dynamic nature of the hospitality industry on the continent. During the year, different regions in Africa exhibited varied trends in hotel performance. Highlighting regional disparities, some areas experienced significant growth and increased international arrivals, while others encountered ongoing challenges. Notably, popular destinations like Addis Ababa, Kigali, Cape Town, Nairobi, Lagos, and Sharm El Sheikh surpassed 2019 occupancy levels, signalling full recovery and sustained interest in accommodations.

In 2023, the Middle East (especially the GCC countries) has shown robust growth in tourism and hotel performance, surpassing 2019 occupancy levels. The region leads in average rates, marking a 35% increase in YTD September 2023 compared to the same period in 2019. All cities in UAE and KSA as well as Muscat have experienced significant growth in accommodated room nights throughout 2023, supported by strong air connectivity and substantial government and private investments in the hospitality sector. Despite challenges like rising construction costs and higher interest rates, the UAE and KSA continue to prioritize tourism as a fundamental contributor to economic growth. The positive tourism indicators affirm the sustained expansion.

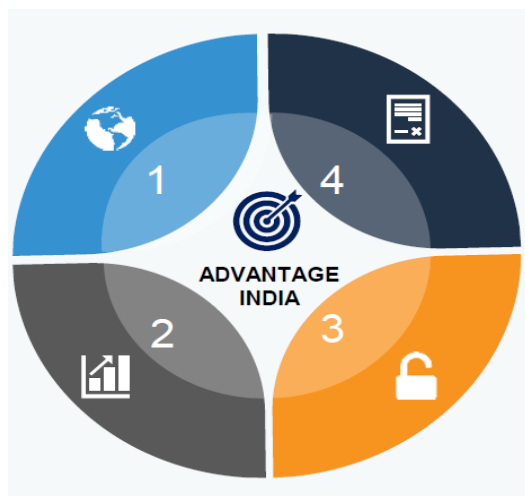
In 2023, India continued its ascent on the global stage, building on its status as the world's fifth-largest economy that was achieved the previous year. The country seized the spotlight, surpassing China as the most populous country, hosting over 200 meetings during its G20 presidency, and achieving a historic milestone by successfully landing Chandrayaan-3 on the moon's unexplored South Pole, the first country ever to do so.

Overall hotel performance across the Asia Pacific markets has continued a recovery in 2023, as most markets removed the last of their health and travel protocols in the first half of the year. This includes the much-anticipated end of travel restrictions for China, such as the removal of quarantine requirements, the resumption of outbound group travel to various countries and issuing of foreign tourist visas, and the removal of pre-departure COVID-19 antigen test requirements. Most markets experienced a full recovery of domestic travel, followed by international travel. This trend was clearly reflected by the strong growth in Chinese outbound international flight bookings during the national public holidays in Q2 and Q3. The top five markets for growth in hotel performance were Beijing, Taipei, Shanghai, Bali, and Tokyo, while Maldives and Langkawi were more static markets. Looking forward to 2024, hotel performance in Asia Pacific is expected to improve.

(Source - [HVS | HVS Global Hotel Industry: 2023 Recap and 2024 Outlook](#))

INDIAN TOURISM AND HOSPITALITY INDUSTRY

ADVANTAGE INDIA



1. Diverse attractions

- India is geographically diverse and offers a variety of cultures that come with its own experiences, making it one of the leading countries in terms of international tourism expenditure.
- According to WTTC, the contribution of India's travel and tourism sector to India's economy was worth Rs. 15.9 trillion (US\$ 191.25 billion) in 2022.
- According to WTTC, over the next decade, India's Travel & Tourism's GDP is expected to grow at an average of 7.8% annually.
- The country's big coastline is dotted with attractive beaches.

2. Robust demand

- The Medical Tourism sector was projected to reach US\$ 13 billion in 2022 from US\$ 5-6 million in 2019.
- The travel market in India is projected to reach US\$ 125 billion by FY27 from an estimated US\$ 75 billion in FY20.
- The International tourist arrivals are expected to reach 30.5 million by 2028.

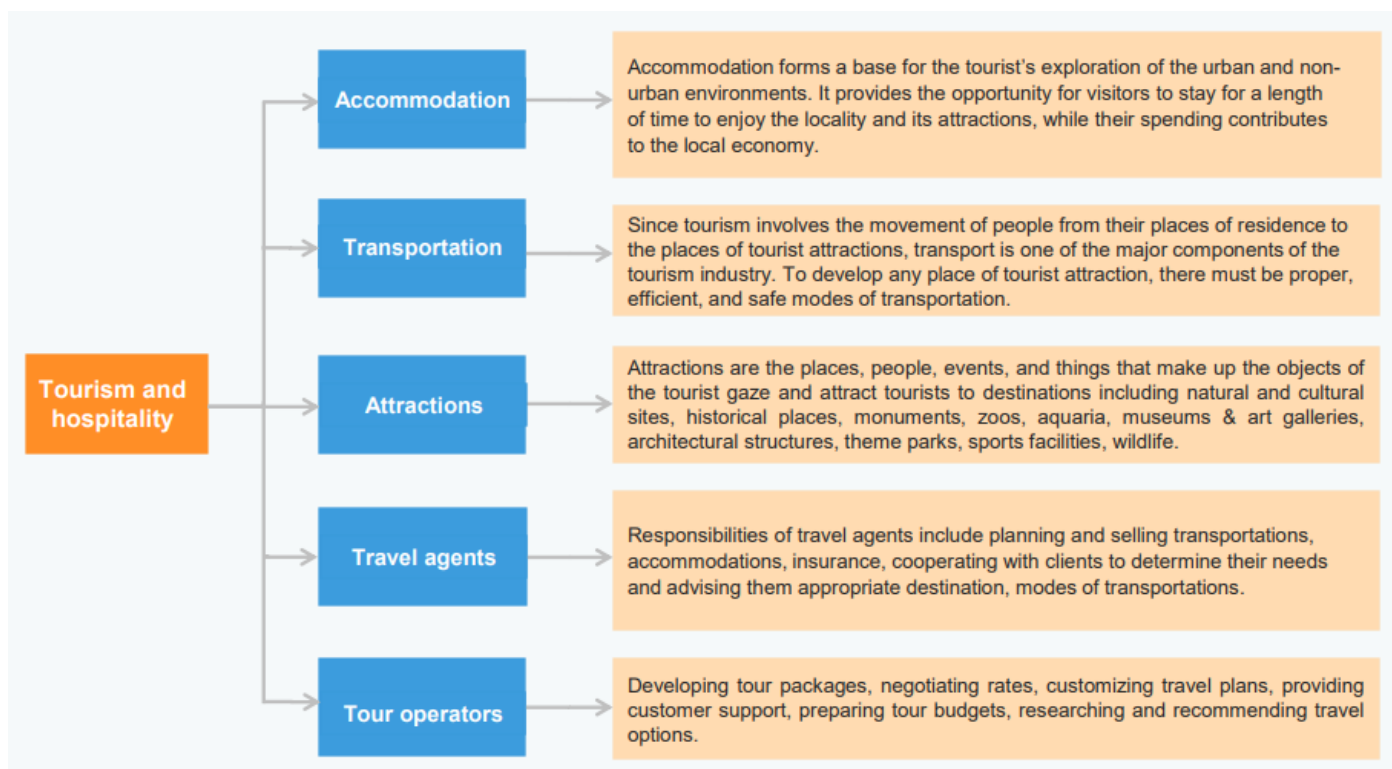
3. Attractive opportunities

- India offers geographical diversity, world heritage sites and niche tourism products like cruises, adventure, medical, ecotourism, etc. Incredible India has spurred growth in tourist arrivals and employment.
- In 2021, the Government of India announced 40,000 e-tourist visas out of 500,000 free regular visas to the tourist, to ensure a geographical spread of the incentive to important source markets globally.

4. Policy support

- US\$ 2.1 billion is allocated to the Ministry of Tourism in budget 2023-24 as the sector holds huge opportunities for jobs and entrepreneurship for youth.
- Under the Union Budget 2023-24, an outlay of US\$ 170.85 million has been allocated for the Swadesh Darshan Scheme.
- 68 destinations/sites have been identified in 30 States/UTs for development under the PRASHAD Scheme as on March 31, 2022. The government has proposed developing 100 food streets in 100 districts across India, with the financial help of US\$ 122,271.30 (Rs. 1 crore) per food street/district.

SEGMENTS OF TOURISM & HOSPITALITY



HOTEL LEASING IN INDIA

Hotel investments are capital intensive and have a long gestation period. While the investor is expected to meet 100% of the investment (via equity and debt in a ratio acceptable to the brand), very often the absence of any guaranteed return reduces the investor universe considerably. Return-focused investors are increasingly seeking fixed or operating leases in hotels. As a result, over the last few years, hotel leasing has gained traction where hotel management companies assume the role of a lessee and participate in the development risk by investing capital in hotel projects. Most hotel lease contracts are negotiated for warm shell or fully fitted out structures. Having said that, investors always seek skin in the game from lessees in the form of capital commitments. The commercial terms of a hotel lease may vary based on the capital contribution of the investor and the lessee.

Different leasing models can be used based on multiple factors, such as the risk appetite of the investor, quality and location of the asset, market strength and investment philosophy of the lessee.

Fixed Lease: A fixed hotel lease has a fixed rental mechanism with standard annual escalation. The model works for investors who may not be willing to partake in operational risks and are comfortable with a steady rental return. The business risk, therefore, rests completely with the hotel company/lessee and after meeting all operational expenses and rental payments, the entire profit or loss belongs to the lessee.

Variable Lease: There are hotel leasing agreements that only comprise a revenue share to the investor. Such a model suits an investor with a high-risk appetite, who may seek a greater revenue share in lieu of forgoing any investment protection in the form of a fixed rental or minimum guaranteed rent. Clearly, the business risk for the investor is significantly higher in this model, and so are the returns during good performing years.

Fixed + Variable Lease: This is a hybrid model, where a fixed rental is committed to the investor with standard annual escalation, along with a variable lease payment in the form of a percentage of the sales turnover. The model works for investors who may want to protect their investment via an assured fixed rental (though the rent is often lower than a pure fixed lease) and earn additional returns through the variable lease component. Therefore, the investor also participates in the business risk to a certain extent.

Variable Lease with Minimum Guaranteed Rent: This model is most prevalent in the top-performing urban and leisure hotel markets. The investor gets a percentage of the sales turnover or a minimum guaranteed rent, whichever is higher. Prime location, visibility, and high-performance potential, among other factors, enable investors to command a higher revenue share protected by a minimum guaranteed rent in case of a market down cycle. This model enables a higher yield on investment in the long term.

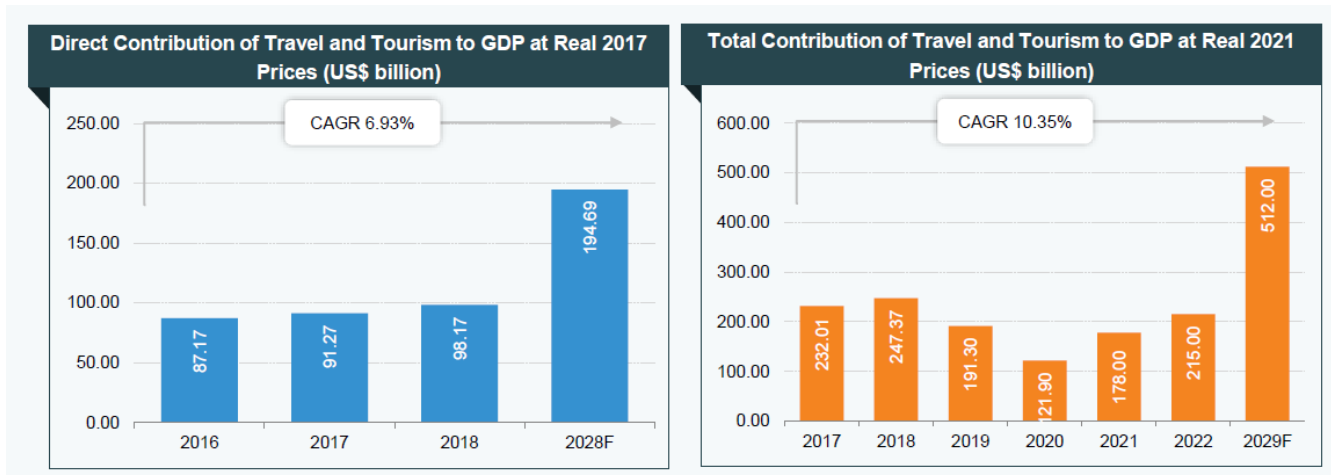
(Source - Hotelivate)

EMERGING TOURISM AND HOSPITALITY SEGMENTS



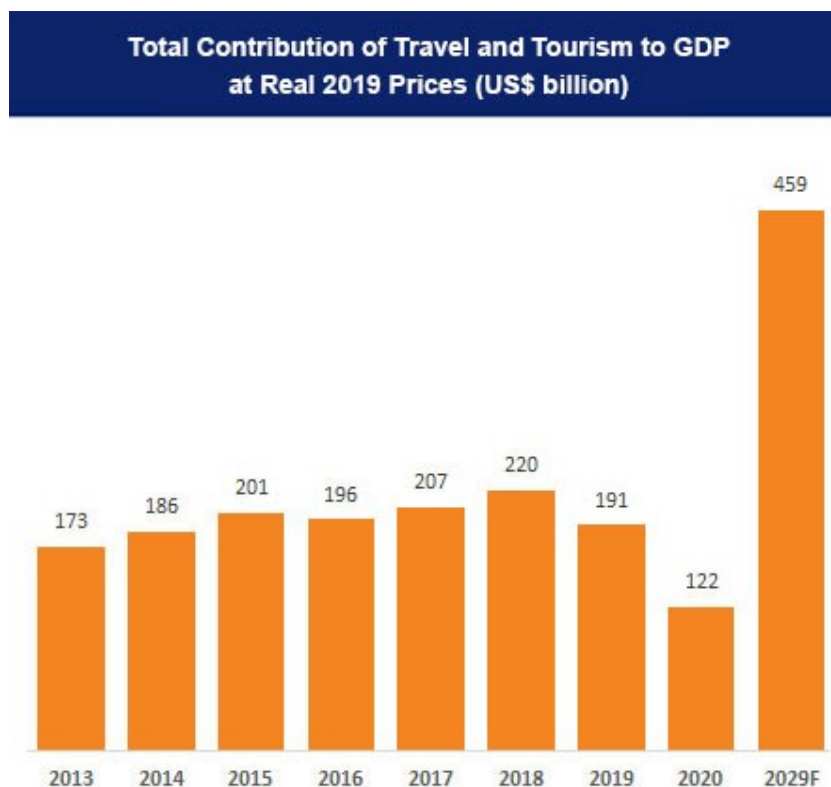
Sr.No.	Particular	Details
1	Rural tourism	Showcases the Indian rural life, art, culture, and heritage, thereby benefiting the local community economically and socially as well as enabling interaction between the tourists and the locals for a more enriching tourism experience.
2	Pilgrimage tourism	PRASHAD Scheme aims to integrate pilgrimage destinations in a prioritized, planned, and sustainable manner to provide a real religious tourism experience.
3	Eco-tourism	Ecotourism typically involves travel to destinations where flora, fauna, and cultural heritage are the primary attractions and offer tourists an insight into the impact of human beings on the environment and foster a greater appreciation of the natural habitats.
4	Luxury tourism	The luxury travel market in India is expected to grow at rate of 12.8% during 2015-25, the highest in comparison with any other BRIC country.
5	Heritage tourism	Given the variations in the customs, traditions and philosophy ingrained behind each state of India, heritage tourism is a potential proponent for the upliftment of local economies.
6	Medical tourism	Medical tourism is backed by corporate hospitals offering high-end medical services and an effective healthcare network with the hospitality sector.
7	Adventure tourism	Adventure tourism is growing exponentially in India with local and foreign tourists visiting destinations which allows for new & unpopular destinations to market themselves as truly unique, appealing to those travellers looking for rare experiences.

RISING CONTRIBUTION TO INDIA'S GDP



- India has been ranked 54th in the Travel and Tourism Development Index (TTDI) in 2021 published by the World Economic Forum and contributed ~US\$ 178 billion to the country's GDP
- The Indian travel and tourism industry is expected to record an annual growth at 6.7% per annum and achieve 9.2% of GDP with US\$ 488 billion.
- In 2020, the travel & tourism industry's contribution to the GDP was US\$ 121.9 billion. In 2019, it contributed US\$ 212.8 billion to the GDP.
- In WTTC's Economic Impact 2022 report, India's Travel & Tourism GDP contribution grew by 5.8%, which was the sixth-highest after US, China, Germany, Japan and Italy.
- According to WTTC, the contribution of India's travel and tourism sector to India's economy was worth Rs. 15.9 trillion (US\$ 191.25 billion) in 2022. Moreover, over the next decade, India's Travel & Tourism GDP is expected to grow at an average of 7.8% annually.
- Tourism is the third largest foreign exchange earner for the country.

MARKET SIZE



According to WTTC, India is ranked 10th among 185 countries in terms of travel & tourism's total contribution to GDP in 2019. According to WTTC, the contribution of India's travel and tourism sector to India's economy was worth Rs. 15.9 trillion (US\$ 191.25 billion) in 2022.

According to WTTC, over the next decade, India's Travel & Tourism GDP is expected to grow at an average of 7.8% annually. In 2020, the Indian tourism sector accounted for 39 million jobs, which was 8% of the total employment in the country.

In 2021, the travel & tourism industry's contribution to the GDP was US\$ 178 billion; this is expected to reach US\$ 512 billion by 2028. By 2029, it is expected to account for about 53 million jobs. In India, the industry's direct contribution to the GDP is expected to record an annual growth rate of 7-9% between 2019 and 2030.

The travel market in India is projected to reach US\$ 125 billion by FY27 from an estimated US\$ 75 billion in FY20. The Indian airline travel market was estimated at ~US\$ 20 billion and is projected to double in size by FY27 due to improving airport infrastructure and growing access to passports. The Indian hotel market including domestic, inbound and outbound was estimated at ~US\$ 32 billion in FY20 and is expected to reach ~US\$ 52 billion by FY27, driven by the surging demand from travellers and sustained efforts of travel agents to boost the market.

By 2028, international tourist arrivals are expected to reach 30.5 billion and generate revenue of over US\$ 59 billion. However, domestic tourists are expected to drive the growth, post-pandemic. International hotel chains are increasing their presence in the country, and they will account for around 47% share of the tourism and hospitality sector of India by 2020 and 50% by 2022.

As per the Ministry of Tourism, Foreign Tourist Arrivals (FTAs) in October 2023 were 8,11,411. FTAs during the period January-October 2023 were 72,43,680 as compared to 46,55,160 in January-October 2022.

The percentage share of Foreign Tourist Arrivals in India during October 2023 among the top 5 ports was highest at Delhi Airport (34.74%) followed by Mumbai Airport (14.75%), Haridaspur Land Check Post (9.03%), Chennai Airport (7.05%), Bengaluru Airport (5.71%). FTAs during the period January-September 2023 were 6.43 million.

The percentage share of Foreign Tourist Arrivals in India during October 2023 among the top 5 source countries was highest from Bangladesh (21.41%), followed by USA (15.65%), UK (11.27%), Australia (4.38%) and Canada (3.81%).

In 2023-24* (January-October), 24.97% of foreign tourists visited for Indian Diaspora which marks 72,43,680 foreigners.

FEE during the period January-October 2023 were US\$ 22.32 billion.

Domestic visitor spending increased by 20.4% in 2022, only 14.1% below 2019. International visitor spending rose by 81.9% in 2022, but still 40.4% behind 2019 numbers.

Cumulative FDI equity inflow in the Hotel and Tourism industry is US\$ 17.29 billion during the period April 2000-September 2023. This constitutes 2.60% of the total FDI inflow received across sectors.

FOREIGN ARRIVALS POST PANDEMIC



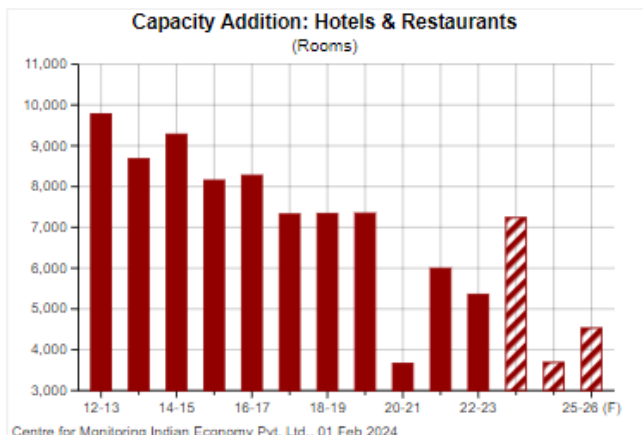
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- FTAs during the period January-September 2023 were 6.43 million.
- The G-20 Presidency will give India's tourism sector an unparalleled opportunity to highlight India's tourism offerings and share India's tourism success stories on a global stage.
- By 2028, Indian tourism and hospitality is expected to earn US\$ 50.9 billion as visitor exports compared with US\$ 28.9 billion in 2018.
- Tourism Ministry has undertaken the 'NamasteIndia' Campaign to encourage International visitors to travel to India.
- The United Nations World Tourism Organisation selected Pochampally in Telangana as one of the best tourism villages in November 2021.

(Source - <https://www.ibef.org/industry/tourism-hospitality-india>)

CAPACITY ADDITIONS IN HOTELS INDUSTRY TO BE AT 4-YEAR HIGH: DEMAND-SUPPLY MISMATCH TO DRIVE ROOM ADDITIONS

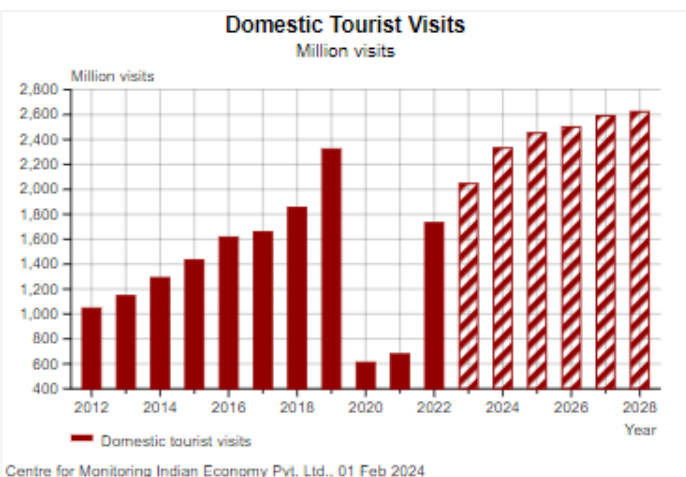
Capacity additions in hotels industry is likely to be at four-high in the ongoing year 2023-24. They are likely to be almost at par with the capacity additions witnessed in the pre-Covid year 2019-20. The industry is witnessing a healthy increase in demand for hotel rooms driven by robust domestic travel demand and a recovery in international leisure and business travel. However, the growth in supply of hotel rooms has remained slower than the growth in demand. demand-supply mismatch is expected to persist, keeping the occupancy and average room rates high over the next few years. This will encourage hotel companies to add new rooms and cash in on the rising demand.

The hotels industry is witnessing healthy demand for hotel rooms driven by an increase in domestic and international tourism in India. Domestic tourist visits in India are estimated to have grown by 18.2 per cent to 2.05 billion visits during the calendar year 2023. This growth in domestic tourists' visits is largely driven by robust demand for leisure travel and an increase in spiritual tourism during the year.



year

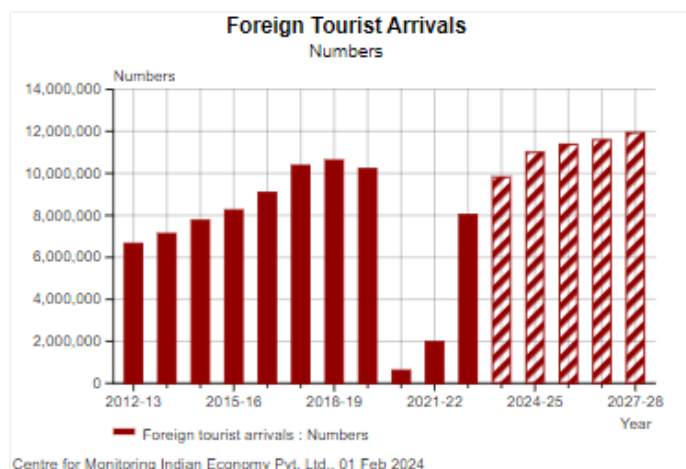
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Temple towns in Uttar Pradesh like Varanasi, Prayagraj and Ayodhya have witnessed a surge in domestic tourism in 2023. The number of domestic tourist visits to Uttar Pradesh in the first-nine months of 2023 were around 319.2 million visits. This was more than the 318 million domestic visits to Uttar Pradesh in the entire calendar year 2022. The three temple towns Varanasi, Prayagraj and Ayodhya have accounted for around 47 per cent of the total visits to Uttar Pradesh so far in 2023.

The number of foreign tourists arriving in India increased by 23.8 per cent in the first-eight months of 2023-24. Foreign tourist arrivals increased to 5.6 million visitors during April-November 2023 from 4.6 million visitors in the corresponding year-ago period. The increase in foreign tourist arrivals was driven by an increase in leisure travel demand due to an improvement in global macroeconomic conditions and an increase in business tourism

due to meetings under the G20 summit hosted in India in 2023.



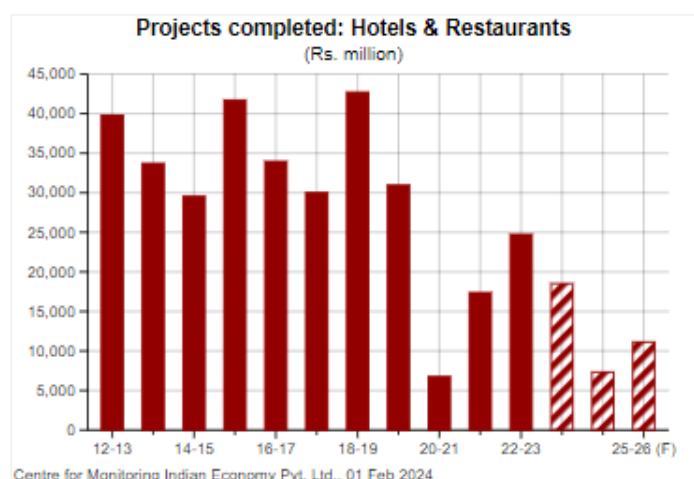
Domestic and international tourism in 2024-25 is expected to surpass pre-Covid levels. Domestic tourist visits are expected to increase by almost 14 per cent to 2.3 billion visits in 2024. Domestic tourist visits are likely to be driven by increase in demand for spiritual tourism and robust demand for leisure travel during the year. Foreign tourist arrivals are likely to grow by around 12 per cent to 10.9 million visitors in 2024-25. The increase in international travel will be driven by better macroeconomic conditions and an increase in international business travel.

The overall increase in travel has led to an increase in the demand for hotel rooms. However, hotel companies witnessed a demand-supply mismatch due to several projects being stalled or dropped in the previous two years on account of the pandemic. The demand-supply mismatch resulted in a double-digit increase in

average room rates during the current financial year. Average room rates increased by 15 per cent to Rs. 6,900 between April-October 2023 from Rs.6,000 in the corresponding year-ago period, according to data from HVS Anarock.

The increase in travel should have led to an increase in occupancy rates too. However, the average occupancy rates were around 62.4 per cent between April-October 2023 similar to year-ago levels when it was around 62.5 per cent between April-October 2022.

A probable cause for occupancy rates being at year ago levels was the last minute cancellations owing to rains and landslides in Himachal Pradesh and Uttarakhand in the September 2023 quarter.



The demand-supply mismatch is expected to persist over the next few years. The demand for hotel rooms is expected to grow at a compounded rate of 8-10 per cent per annum whereas the supply of hotel rooms will be growing at a slower rate of 5-6 per cent per annum, according to Hotelivate. The mismatch will lead to higher occupancy rates and consequently higher room rates. This will encourage hotel companies to continue adding capacities at a healthy rate to tap into rising travel demand.

The industry added around 5,993 rooms and 5,354 rooms in the last two years 2021-22 and 2022-23. Room additions so far in the current financial year have already surpassed previous year's capacity additions. The industry added 5,489 rooms during April-December 2023. We expect room additions in 2023-24 to be slightly below pre-Covid levels. Room additions are likely to be around 7,236 rooms in 2023-24.

Room additions over the next two years are expected to be around 3,688 rooms in 2024-25 and 4,530 rooms in 2025-26. The industry's average room additions in the five years before Covid were as high as around 7,600 rooms per annum between 2015-16 and 2019-20. We expect that the number of rooms to be added in the next two years will likely be higher as companies announce new projects and provide more information on existing projects closer to their completion dates. We expect room additions to be around at least 5,000 rooms per year between 2024-26.

(Source: CMIE Industry Outlook – Hotels & Restaurants)

NOTABLE TRENDS IN TOURISM INDUSTRY IN INDIA

Sr. No.	Particular	Details
1	Lighthouse Tourism	<ul style="list-style-type: none"> - The government is planning to boost tourism in India by leveraging lighthouses in the country. - Of the 65 lighthouses planned for development as places of tourist interest, the maximum 13 are located in Gujarat. - The lighthouses will feature museums, amphi-theatres, open air theatres, cafeterias, children's parks, eco-friendly cottages
2	Wellness tourism/ Staycation	<ul style="list-style-type: none"> - Wellness tourism is slated to grow at an average annual rate of 7.5% in FY 2022-23. - The Ministry of Tourism has extended its Market Development Assistance (MDA) scheme to wellness tourism service providers including accredited wellness centres.
3	Cruises	<ul style="list-style-type: none"> - In 2021, the Ministry of Tourism sanctioned various projects for the development of Cruise Terminals and related infrastructure at the major ports for US\$ 18.38 million under the Scheme for 'Assistance to Central Agencies for Tourism Infrastructure Development'. - Government of India has estimated that India would emerge with a market size of 1.2 million cruise visitors by 2030-31. The Government is planning to set up five cruise terminals in the country and increase cruise ships to 1,000.
4	Adventure	<ul style="list-style-type: none"> - Adventure tourism market is estimated to grow at a CAGR of 17.4% from 2017- 2023 in India. - Adventure tourism is the key to make India a 12-month destination for tourists. - In July 2021, Modair, India's leading adventure travel company begins offering exciting sky adventure tourism services for the first time in India with a variety of flight activities including adventure flying, cockpit flying and skydiving.
5	Camping sites	<ul style="list-style-type: none"> - Promotion of camping sites have been encouraged with adequate acknowledgement of its adverse effects on the environment. - Besides providing unique rewarding experiences, responsible conduct of camping can be a major source of economic opportunity in remote areas as well as an instrument of conservation. - The Ministry of Tourism has created a policy for development and promotion of caravan and caravan camping parks.
6	Hotels	<ul style="list-style-type: none"> - According to statistics published in May 2021 by Travel Trends Today, India has seen an annual increase in corporate travel expenditures of 11.4%.

		- The Indian hotel market including domestic, inbound and outbound was estimated at ~US\$ 32 billion in FY20 and is expected to reach ~US\$ 52 billion by FY27.
7	Airlines	- For 2022, Domestic Revenue Passenger- Kilometres (RPKs) in India accounted for 85.7% of 2019 levels while December 2022 stood 3.6% below traffic for the same month in 2019. - In the last five years, the number of airline passengers increased from 60 million in 2013-14 to 145 million, and 400 million passengers are expected to travel by 2027.
8	Intercity cab and bus	- In FY20, the intercity cab and bus market was estimated at ~US\$ 2.2 billion and ~US\$ 9.0 billion, respectively, and projected to grow and double in size by FY27, driven by the increasing demand from consumers in India.
9	Travel Agents	- India's travel market was US\$ 75 billion in size pre-pandemic, expected to cross US\$ 125 billion by FY27. - Travel booking channels would continue to be dominated by the presence of agents, whose market share is expected to be maintained at a consistent 50%+ between FY20-27, translating into a cumulative booking value of US\$ 65 billion in FY27.

STRATEGIES ADOPTED IN TOURISM INDUSTRY IN INDIA

Promotion of domestic tourism

- At least 50 destinations will be selected and developed as a complete package of tourism, announced by the Union Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman. These destinations will be selected through challenge mode using an integrated and innovative approach while the focus of development of tourism would be on domestic as well as foreign tourists.
- Under the Union Budget 2023-24, US\$ 2.11 billion has been allocated towards developing tourism infrastructure and US\$ 29.3 million for branding and promotional activities.
- In 2023, Government urged states to establish a “Unity Mall” in their state capital or the busiest tourist attraction to promote and sell “One District, One Product”, GI items and other handicraft items.
- Indian Railways to introduce Bharat Gaurav Deluxe AC Tourist Train under ‘Ek Bharat Shrestha Bharat’ Scheme that is in line with the Government of India initiative “Dekho Apna Desh” to promote domestic tourism.
- Sector-specific skilling and entrepreneurship development will be dovetailed to achieve the objectives of the ‘Dekho Apna Desh’ initiative.

Multiple channels

- With the help of Adobe solution suite, the Ministry of Tourism will now be able to engage effectively with visitors across web and social channels and measure engagement, to deliver real time personalized experiences for each visitor, based on their interest and travel persona.
- Online travel firm MakeMyTrip has rolled out a channel/platform to help offline travel agents digitalize their operational processes and improve customer services.

Spiritual tourism

- India offers a plethora of spiritual destinations due to diversity of religions, cultures, and languages.
- In the year 2014-15 that GOI expanded its focus to spiritual tourism exclusively, and the Pilgrimage Rejuvenation and Spiritual and Heritage Augmentation Drive (PRASHAD Scheme) were set in motion under the Ministry of Tourism.

Data analytics and artificial intelligence

- Data collection can be beneficial for travel businesses to gain a deeper knowledge of their customer base and potential audiences, which can then inform personalized offerings, deliver important tailored news and ensure a smooth and seamless experience customized to their specific needs.

- In 2022, IRCTC introduced AskDISHA 2.0, an Artificial Intelligence and Machine Learning based Chatbot to promote tourism by answering queries pertaining to various travel related services and even help users perform various transactions like end-to-end ticket booking, and more.
- In 2019, a major international summit held in Kerala to take up use of artificial intelligence (AI) and other technologies in the tourism industry.

Dekhoapnadesh webinar

- The Ministry of Ministry of Tourism launched a series of webinars under the “Dekho Apna Desh” Scheme to maintain a dialogue and introduce the citizens to the history, culture, cuisine, heritage, architecture, etc.
- The webinars include glimpses of the culture, heritage, handicrafts, and cuisine of the destinations, in addition to the tourist spots. Concepts of Responsible Tourism, Sustainable Tourism, Accessible Tourism.

M-Visa

- A special type of Visa is launched by the Government of India in 2014 to cater to the medical tourism industry, Indian e-Medical Visa.
- Medical Visa has been introduced, which can be given for specific purposes to foreign travellers coming to India for medical treatment. ‘E-Medical Visa’ has also been introduced for 166 countries

Saathi initiative

- In 2020, the SAATHI initiative with the Quality Council of India was launched to assist the hospitality industry to ensure safety and hygiene for tourists and the workforce.
- This initiative is aligned with Atmanirbhar Bharat to sensitize the industry on the COVID regulations and the Government announced Atmanirbhar Bharat Package vide which Rs. 3 lakh crore (US\$ 12 billion) collateral-free automatic loan has been made available for MSMEs. The loan will have a four-year tenure and a 12-month moratorium.

Lighthouse tourism

- The Government of India has identified 78 lighthouses in the country as centres of tourism, which are in the first phase of Public Private Partnership (PPP).
- In 2022, Government proposes to develop close to 65 lighthouses located along its coastal belt as places of tourist interest under the public-private project (PPP) mode.

Tourist facilitator certification

- The Ministry of Tourism has introduced the Incredible India Tourist Facilitator (IITF) to provide online training and accreditation of the Tour Facilitators through a centralized PAN India e-learning module.
- The first ever IITF Basic Course online exam was conducted in February, 2021 for which result was announced in March, 2021 for 2,230 successful candidates.

One stop solution

- With a view to facilitating and extending support to foreign tourists, the Ministry had set up a portal ‘Stranded in India’ to disseminate information regarding the services that helped tourists get information/details of State / UT Tourism Departments and Regional offices of Ministry of Tourism.

GROWTH DRIVERS FOR THE TOURISM MARKET

Infrastructure development

- Ministry of Tourism has sanctioned financial assistance of around US\$ 76.35 million to States/UTs for infrastructure development under the Coastal Circuit theme of the Swadesh Darshan Scheme.

- More than half of the Ministry of Tourism's budget is channelized for funding the development of destinations, circuits, mega projects as well as rural tourism infrastructure projects.
- A total of 48,775 accommodation units have been registered on the NIDHI portal and 11,220 units have self-certified for SAATHI standards in September, 2022.

Rising FDI

- Cumulative FDI equity inflow in the Hotel and Tourism industry is US\$ 17.29 billion during the period April 2000-September 2023. This constitutes 2.60% of the total FDI inflow received across sectors.
- Carlson Group currently has 94 operating hotels and is planning to add about 30 more hotels by the end of 2023

Growing Demand

- Domestic expenditure on tourism is expected to rise due to the growing income of households.
- Several niche offerings such as medical tourism & eco-tourism are expected to create more demand.
- By 2029, India's tourism sector is expected to reach US\$ 488 billion (Rs. 35 trillion) with a growth of 6.7% and accounting for 9.2% of the total economy.

Policy Support

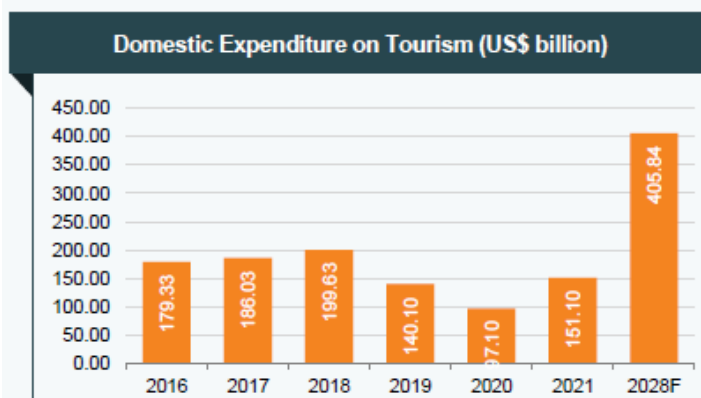
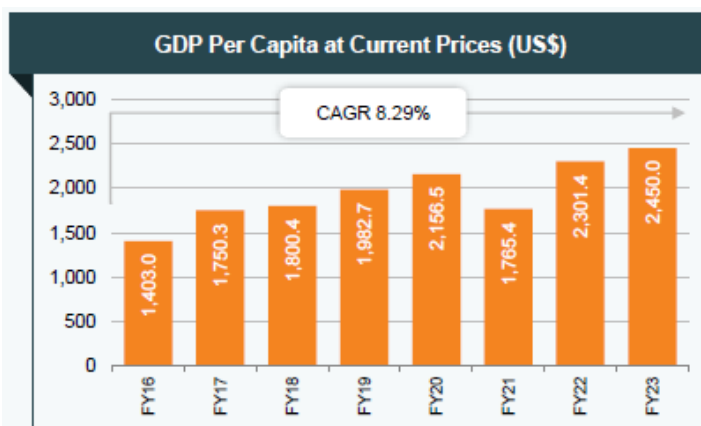
In the Union Budget 2023-24:

- US\$ 290.4 million has been allocated to the Ministry of Tourism
- 50 tourist destinations to be developed for providing a wholesome tourism experience under the 'Swadesh Darshan Scheme'.
- An amount of US\$ 30.25 million has been allocated for the PRASHAD Scheme aiming for the holistic development of selected pilgrimage destinations in the country.

(Source - IBEF - Hospitality & Tourism Industry in India)

RISING INCOME & CHANGING DEMOGRAPHICS BOOSTING DEMAND

- India has a robust domestic market which could soften the impact as compared with nations that rely largely on international tourists.
- According to the IMF World Economic Outlook (April - 2021), the GDP per capita of India in 2021 was projected at \$2,191 at current prices. It is expected to reach US\$ 3,209.67 by 2024.
- GDP of India grew 0.8% in the third quarter of 2022 compared to the previous quarter.
- India's per capita income is likely to grow by nearly 70% to US\$ 4,000 by FY 2030 from US\$ 2,450 in fiscal 2023
- It is expected to reach US\$ 405.84 billion by 2028 from being at US\$ 199.63 billion in 2018.
- In 2021, the hotel occupancy recovered substantially, reaching 56-58% in October 2021, from 30-32% in April 2021.
- Airport enhancement and the spread of regional airports are opening new opportunities for business, and for drawing larger visits from tourists.
- OYO estimates India to present a US\$ 26 billion opportunity by 2030. To further strengthen its position in India, in October 2021, the company filed its draft red herring prospectus (DRHP) for an initial public offering (IPO) of US\$ 1.2 billion (Rs. 8,430 crore) with the Securities and Exchange Board of India (SEBI).
- In 2022, WelcomHeritage announced the expansion of its hotel portfolio in some of the most exquisite tourist destinations in the country.



GOVERNMENT INITIATIVES

Tourism policies and initiatives boosting the industry are:

Swadesh Darshan

- Ministry of Tourism launched the Swadesh Darshan Scheme to promote the country's integrated development of thematic tourist circuits.
- Under the Union Budget 2023-24, an outlay of US\$ 170.85 million has been allocated for the Swadesh Darshan Scheme to develop a complete package of 50 tourist destinations for providing a wholesome tourism experience by facilitating physical, digital and virtual connectivity, availability of tourist guides and tourist security.
- Ministry has sanctioned 76 projects under the scheme since its inception under 13 themes for a revised sanctioned cost of US\$ 668.95 million and has released US\$ 534.9 million (till December 31, 2021).

Prashad

- National Mission on Pilgrimage Rejuvenation and Spiritual, Heritage Augmentation Drive (PRASHAD) launched by the Ministry of Tourism as a Central Sector Scheme with the objective of integrated development of the identified pilgrimage and heritage destinations.
- Under Budget 2023-24, the Government has allocated US\$ 30.25 million for the development of tourist circuits under PRASHAD.

- Since its launch in January 2015 and Ministry has sanctioned 37 projects in 24 states with an estimated expenditure of US\$ 146.4 million and a cumulative amount of US\$ 82.2 million has been released for these projects.
- 68 destinations/sites have been identified in 30 States/UTs for development under the PRASHAD Scheme as on March 31, 2022.

Nidhi

- Ministry of Tourism launched the National Integrated Database of Hospitality Industry (NIDHI) scheme in 2020 serving as a common repository of data about unclassified tourist accommodation units in the country and assists States/UTs to develop policies and strategies for promotion and development of tourism at various destinations.
- This scheme helps tourists to find information on places for accommodation at any destination, assess the carrying capacity of various destinations, assess requirements for skilled human resources, facilitate preventive action and place adequate safety measures.

Saathi Initiative

- Ministry of Tourism has partnered with the Quality Council of India (QCI), to assist the Hospitality Industry in their preparedness to continue operations safely and mitigate risks arising out of the COVID-19 pandemic through an initiative called SAATHI (System for Assessment, Awareness and Training for Hospitality Industry).
- A hotel/unit goes through the SAATHI framework and agrees to fully follow the requirements wherever applicable possible, and a selfcertification is issued. Self-certified Hotel/units attend webinars to clarify doubts through live interactions.
- If Hotel/unit desires, they may undertake site-assessment based on SAATHI framework through QCI accredited agencies and an assessment report with opportunities for improvement is shared with the assessed unit.

Market Development Assistance

- MDI Scheme launched by the Ministry of Tourism for the revival and revitalization of domestic tourism sector.
- As per the modified guidelines of MDA dated November 28, 2020, financial support will be extended to the tourism service providers for undertaking the promotional activities within the country such as participation in domestic travel fairs, participation in tourism related, participation in road shows in different regions of the country and for online promotion of tourism destinations and products, tour packages in the domestic market.
- Apart from this, financial support will be extended to tourism departments of State Governments/UT Administrations for undertaking the promotional activities within the country.

LGSCATSS

- Under this Loan Guarantee Scheme for Covid Affected Tourism Service Sector (LGSCATSS), loan upto US\$ 12,110 will be extended to each Tour Operators/ Travel Agents/ Tourist Transport Operators approved/recognized by the Ministry of Tourism.
- Guarantees for Skill Development Loans by the member banks of IBA up to Rs. 1.5 lakh (US\$ 1,801) extended by lending institutions to eligible borrowers without collateral or third-party guarantee.
- Upto US\$ 1,211 will be extended to each Regional Tourist Guide/ Incredible India Tourist Guide approved/ recognized by the Ministry of Tourism and Tourist Guides approved/ recognized by the State Govt./ UT Administration.

National Tourism Policy 2022

- It is a holistic framework for sustainable and responsible growth of the tourism sector which aims at improving framework conditions for tourism development in the country.
- The policy is architected around six key guiding principles, five national tourism missions and eight strategic pillars supported by an elaborate institutional and governance framework.

Tourist Policy

- Ministry of Tourism has organized a National Conference of DGs/IGs of Police Department of the State/UT Administration on October 19, 2022 at New Delhi to implement the uniform Tourist Police Scheme at pan India level

Tax Incentives

- An investment-linked deduction under Section-35 AD of the Income Tax Act is in place for establishing new hotels under the 2-star category and above across India, thus permitting a 100% deduction in respect of the whole or any expenditure of capital nature.
- In 2019, the Government reduced GST on hotel rooms with tariffs of US\$ 14.32 (Rs. 1,001) to US\$ 107.31 (Rs. 7,500) per night to 12% and those above US\$ 107.32 (Rs. 7,501) to 18% to increase India's competitiveness as a tourism destination.

Safety and Security Initiatives

- Ministry of Tourism launched a 24x7 toll-free multilingual tourist information helpline in 12 languages to facilitate and assist domestic and foreign tourists in terms of information relating to Travel in India and to provide a sense of safety and security.
- Ministry of Tourism had also formulated a set of guidelines in 2012 on "Safety and Quality Norms on Adventure Tourism" as "Basic Minimum Standards for Adventure Tourism Activities"
- Government has set up Nirbhaya Fund, being administered by the Department of Economic Affairs, Ministry of Finance, which can be utilized for projects specifically designed to improve the safety and security of women.

Special Boards & Webinars

- The Ministry has set up Hospitality Development & Promotion Board to monitor and facilitate hotel project clearances/approvals.
- In May 2021, the Union Minister of State for Tourism & Culture Mr. Prahlad Singh Patel participated in the G20 tourism ministers' meeting to collaborate with member countries in protecting tourism businesses, jobs and taking initiatives to frame policy guidelines to support the sustainable and resilient recovery of travel and tourism.
- In March 2021, the Indian regional tourism department organized over 300 virtual meetings to tap the tourism potential in the Philippines, Malaysia and Singapore post COVID-19. The three countries pose tremendous opportunities for the Indian tourism as about 9.28 lakh tourists from ASEAN countries visited India in 2019—an increase of 4.66% over the year.

Bharat Darshan Tourist Train

- The Indian Railway Catering and Tourism Corporation (IRCTC) announced a Bharat Darshan Special Tourist Train which will take tourists to major destinations in the country and learn about India's heritage and culture.

E-Tourist Visa

- Electronic Visa facility covers practically all the countries of the world including foreign nationals of 166 countries and valid for entry at 28 designated airports and 5 designated seaports.

Jail Tourism Initiative

- With the 'Jail Tourism' policy, launched in 2019, Tihar Jail in the national capital Delhi, was one of the first to invite tourists.
- On January 26, 2021, the Prison Department of Maharashtra launched its jail tourism initiative starting with more than 150-year-old Yerawada Central Prison in Pune.

State Initiatives to Promote Tourism

There is stiff competition among tourism boards from across the country to woo domestic travellers, with an increasing number of people opting for local destinations. Key recent developments by state tourism departments are as follows:

Jammu & Kashmir:

- In April 2021, a mega tourism promotion event “Tapping the Potential of Kashmir: Another Day in Paradise” was organised in Srinagar. The event aimed to showcase the myriad tourism products of Jammu & Kashmir and promote tourism in the region as the destination for leisure, adventure, eco, wedding, films and MICE tourism steps have been taken by the government to provide better facilities to the old.

Uttarakhand:

- In April 2021, Uttarakhand Chief Minister Tirath Singh Rawat announced an additional 50 vehicles for women drivers for the next tourism season at Corbett Tiger Reserve. Additionally, a light and sound show, apart from an amphitheatre, will also be started and the under-construction wildlife rescue centre at the Dhela Range of the tiger reserve will be opened to tourists. The strategy of Uttarakhand Tourism is to identify key originating regions and tourist segments, which would then be the focus of marketing campaigns.

Kerala:

- The Kerala government has rolled out unique social media campaign where participants could win holiday packages at the lowest possible prices.
- In February 2021, Kerala rolled out a string of new projects for Rs. 60 crore (US\$ 8 million) to encourage tourism and lend visibility to 25 locations in rural and semi-urban areas across the state.

Odisha:

- In February 2021, Odisha Finance Minister Mr. Niranjan Pujari announced an allocation of US\$ 128 million (Rs. 942 crore) for three temple projects in Puri, Bhubaneswar and Sambalpur to boost temple tourism in the state.
- In June 2021, the Odisha government announced to provide a financial package for the COVID-hit tourism sector in the state.
- In July 2021, the Odisha Tourism Development Corporation (OTDC) invited applications to operate shacks on six key beaches of the state.

Madhya Pradesh:

- Madhya Pradesh tourism board has opened the door for private investment within the state by providing all the aid and facilities to the investors.
- In May 2021, the state announced to launch of ‘Safe tourism for women’ in 50 destinations at a cost of US\$ 3.8 million (Rs. 27.98 crore).

Assam:

- In June 2021, the state announced to addition of two more national parks—Dihing Patkai and Raimona, taking the total count to seven.

Tamil Nadu:

- In July 2021, the Tamil Nadu state government decided to implement an integrated mega tourism plan, which included new lighting arrangements for the Thiruvalluvar statue at Kanyakumari, starting renovations at Poompuhar tourist spot and improving roads leading to tourist spots, spiritual places and adventure tourism spots. It also includes unveiling a new tourism policy, establishing more hotels, resorts, and convention centres and increasing the contribution of public and private sectors in the tourism sector. The government is focusing on improving the infrastructure of 300+ tourist sites.

Gujarat:

- In June 2021, Gujarat rolled out the development of the National Maritime Heritage Complex to attract international tourists. The complex will include features such as a heritage theme park, a national maritime heritage museum, a lighthouse museum, a maritime institute and ecoresorts.
- The Gujarat government launched "AATITHYAM", a dashboard for real-time data of domestic and international tourists.
- The Ministry of Tourism sanctioned three projects for a total amount of US\$ 24.24 million (Rs. 179.68 crore) under the Swadesh Darshan scheme in Gujarat.

Andhra Pradesh:

- In July 2021, Andhra Pradesh Tourism Authority urged stakeholders in the tourism sector in the state to register with Andhra Pradesh Tourism under the Tourism Trade Registration and Facilitation Guidelines 2020. The AP Tourism Development Corporation (APTDC) plans to establish 100 kiosks across the state in the first phase, providing employment opportunities to the youth.

Tripura:

- In October 2021, the Tripura government collaborated with Info Valley Educational & Research (P) Ltd. as part of a public-private partnership (PPP) to run the State Institute of Hotel Management (SIHM). Through the SIHM, the government aims to empower the youth and contribute to the growth of hotels and hospitality management in the state. The government is coming

up with the “Tripura Medical Tourism Policy” to incentivize the establishment of ayurvedic parks, wellness retreats and neuropathy centres.

Jharkhand

- Jharkhand Tourism Policy offers attractive incentives and opportunities for investors.

Nagaland

- Nagaland launches initiatives to promote off-road tourism.

New Tourism Policy in Progress

- In March 2021, Tourism Minister Prahlad Singh Patel announced that India will soon unveil a new tourism policy.
- The new policy focuses on developing medical & religious tourism and will add new destinations other than the popular ones such as the Taj Mahal and Qutub Minar.
- Initiatives are also taken to introduce Chinese and Korean languages in tourist destinations that have more than one lakh visitors.

All India Tourist Vehicles Authorization and Permit Rules, 2021

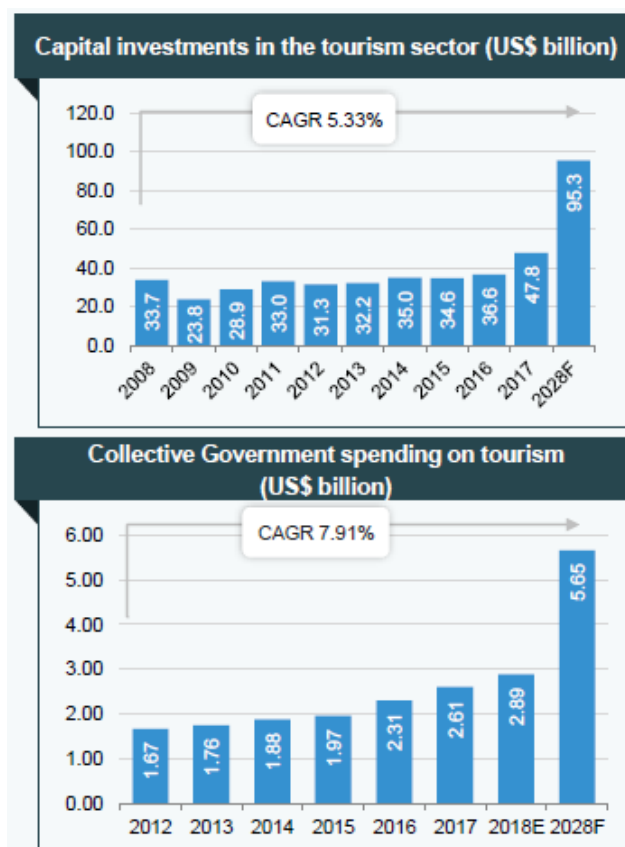
- In 2021, Ministry of Road Transport and Highways announced a new scheme, under which any tourist vehicle operator may apply for an “All India Tourist Authorization/Permit” through online mode.
- The scheme came into effect from April 1, 2021.
- The new rules for permit will promote tourism across various states of the country and thereby growing revenue of the State Governments.

Air Bubble

- India has formalized air bubble arrangements with 17 countries, including Afghanistan, Bahrain, Bhutan, Canada, France, Germany, Iraq, Japan, the Maldives, Nigeria, Oman, Qatar, the UAE, Kenya, Bhutan, the UK, and the USA.
- In 2021, India signed an air bubble agreement with neighboring island nation of Sri Lanka under which international flights between the two nations would be allowed to operate.

Strengthening the Hospitality and Tourism Industry

- In Union Budget 2023-24, US\$ 290.64 million was allocated to the Ministry of Tourism as the sector holds huge opportunities for jobs and entrepreneurship for youth in particular and to take the promotion of tourism on mission mode, with the active participation of states, a convergence of government programmes and public-private partnerships.
- An app will be developed covering all relevant aspects of tourism. States will be encouraged to set up Unity Malls in State Capital as the most prominent tourism centres to promote One District One Product, GI products, handicrafts and products of other States.

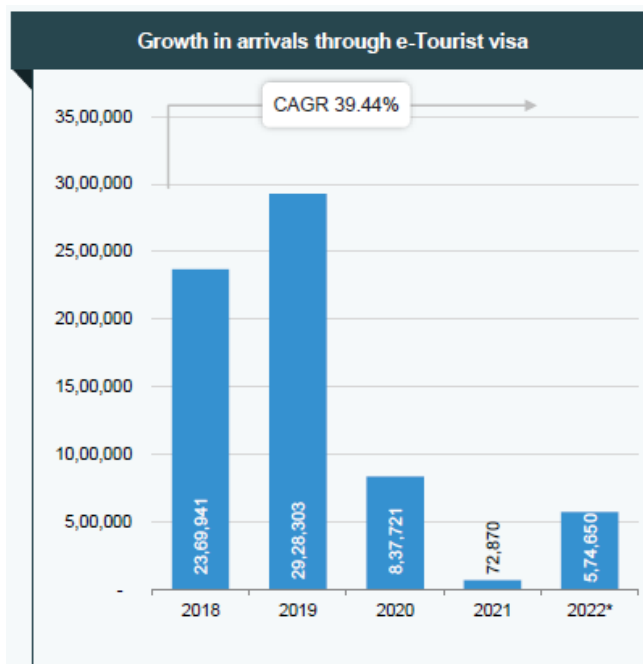


GROWTH IN INVESTMENTS IN THE TOURISM SECTOR

- In October 2022, Indian Hotels Company (IHCL) announced the launch of its new Indian-concept restaurant brand, Loya. Debuting at Taj Palace, New Delhi, Loya captures the culinary essence traversing the landscape of North India.
- Domestic visitor spending increased by 20.4% in 2022, only 14.1% below 2019.
- International visitor spending rose by 81.9% in 2022, but still 40.4% behind 2019 numbers.
- Hospitality unicorn OYO has acquired Europe-based vacation rental company Direct Booker for US\$ 5.5 million in May 2022.
- Singapore-based Raffles Hotels & Resorts opened its first hotel in Udaipur, Rajasthan, on August 2, 2021.
- Marriott International signed 22 new hotel agreements in South Asia – comprising India, Bhutan, Bangladesh, Sri Lanka, Maldives and Nepal – in the past 18 months and is planning to add more than 2,700 rooms to its portfolio.
- Wyndham Hotels & Resorts has announced plans to open a 300-room hotel near the Mumbai International Airport in the summer of 2022.
- Hilton plans to add 18 hotels pan India by 2021, along with 15 operational hotels under its brands—Hampton, Hilton Garden Inn, Conrad, Hilton Hotels & Resorts and DoubleTree by Hilton. On October 22, 2020, Hilton launched its first DoubleTree by Hilton brand in Jaipur, Rajasthan.
- OYO Rooms is planning to invest about Rs. 1,400 crore (US\$ 200 million) towards capital expenditure, technology and leadership in its Indian and South Asia business.
- In January 2021, the Fern Hotels & Resorts India announced plan to open 8 new hotels in the first half of 2021. The new hotels will be opening in Gujarat, Maharashtra, Madhya Pradesh and Andhra Pradesh.
- In February 2021, hospitality firm Choice Hotels India announced plans to open 10 hotels in locations such as Bengaluru, Indore, Kochi, Manali, Rishikesh, Udaipur, Kolkata, Chennai and Bareilly.

CONTINUED GROWTH IN ARRIVAL THROUGH E-TOURIST VISA

- The Government of India launched the e - Visa on November 27, 2014, and subsequently e-Tourist Visa was initially introduced for 46 countries. The e-visa facility is being extended to the nationals of 167 Countries. The latest country added is Morocco.
- The e-Tourist Visa is part of the e-Visa facility which includes an e-Business Visa, e-Conference Visa, e-Medical Visa and e-Medical Attendant Visa.
- In 2021, the government of India announced 40,000 e-tourist visas out of 500,000 free regular visas to the tourist, to ensure a geographical spread of the incentive to important source markets globally.
- In December 2019, the e-visa facility was offered to around 170 countries.
- The facility for the e-tourist visa has been extended to passengers arriving at the ports of Mumbai, Mormugao, Mangalore, Kochi and Chennai and immigration counters have been set up at five major ports visited by cruise ships, thus facilitating the cruise passenger arrivals at the seaports.
- ‘Medical Visa’ has been introduced, which can be given for specific purposes to foreign travellers coming to India for medical treatment. ‘E-Medical Visa’ has also been introduced for 166 countries.

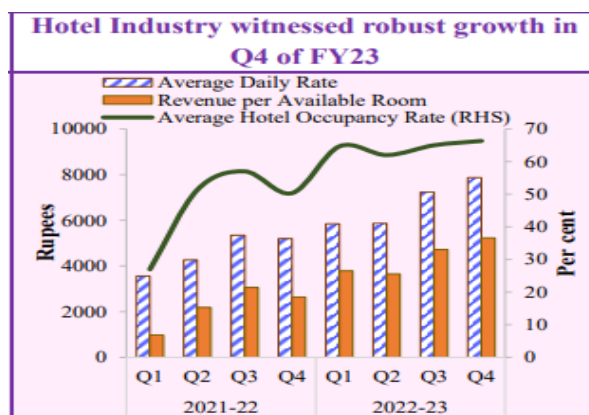


(Source - <https://www.ibef.org/industry/tourism-hospitality-india>)

MARKET PERFORMANCE

The growth in the services sector also remained strong in FY23, largely driven by the contact-intensive services sectors. This sector completely recovered to the pre-pandemic level in FY23, driven by the removal of mobility restrictions, the release of pent-up demand, and near-universal vaccination coverage. PMI Services remained in the expansionary zone throughout the year, supported by improvement in new business intakes, increased orders placed, and flagged price pressures of inputs and raw materials post-October 2022. Trade, Hotels, Transport, Communication and Services related to Broadcasting and Financial Real Estate & Professional Services are major drivers of the growth in this sector.

The Hotel Industry began a strong recovery in FY23, with the hotel occupancy rate surpassing the average pre-pandemic level of FY20 in Q4, accompanied by a rise in Average Daily Rate (ADR) and Revenue per Available Room (RPAR). The growth in the hospitality sector was driven by domestic leisure travel growth, the resumption of business travel in the country, as well as wedding and social events. Small-to-medium-sized domestic MICE (Meetings, Incentives, Conference, Exhibitions) events also made a comeback, fuelling demand for hotels. The tourism sector also showed signs of revival, with Foreign Tourist Arrivals (FTA) in India close to the average pre-pandemic level in Q4 of FY23, supported by the resumption of scheduled international flights. With the removal of pandemic-related restrictions, a surge in corporate travel and a rebound in MICE tourism and Bleisure¹ travel, domestic air passenger traffic surpassed the pre-pandemic level in Q4 of FY23.



(Source – DEA Annual Economic Review, page number 13)

NICHE SEGMENTS OFFER GOOD OPPORTUNITIES

Medical tourism

- India has invested heavily in AYUSH and is in a unique position to attract medical value travellers for a cure through AYUSH and also for enhancing wellness.
- India is ranked 10th out of the top 46 countries in the world in the Medical Tourism Index 2020-21 by Medical Tourism Association. The Indian medical tourism industry was estimated to be valued at US\$ 7,417 million in 2022 and it is projected to surpass US\$ 42,237.47 million by 2032.

Cruise tourism

- Cruise tourism is one of the most vibrant and fast-growing sectors of the leisure and travel industry. Indian government has estimated that India would emerge with a market size of 1.2 million cruise visitors by 2030-31.
- Moreover, India is looking to take advantage of its 7,500 km coastline to tap growth potential of the cruise tourism segment.
- Ministry of Tourism is funding the development of cruise terminals, lighthouses and other tourist infrastructure in several coastal location to promote domestic and international cruise terminals at selected ports by 2023.
- Ministry of Tourism has also sanctioned US\$ 27.7 million for various projects towards the development of Cruise Terminals and related infrastructure in different States at the major ports under the scheme for ‘Assistance to Central Agencies for Tourism Infrastructure Development.

Rural tourism

- National strategy and roadmap for the development of rural tourism aims at prioritization of rural tourism at the national level.
- This can benefit the local community economically and socially and facilitate interaction between tourists and locals for a mutually enriching experience.

Eco tourism

- India has rich natural and eco-tourism resources ranging from pristine forests, the snow-clad Himalayas, montane grasslands, golden and silver deserts, rivers, lakes, wetlands, mangroves, beaches, volcanoes and corals, housing tremendous biodiversity.
- In 2021, the Ministry of Forest, Environment and Climate Change issued “Ecotourism guidelines in and around protected areas 2021” based on the key recommendations of the Tiger Task Force (2005), provisions contained in the Wildlife (Protection) Act 1972, Scheduled Tribes and Other Forest Dwellers (Recognition of Forest Rights) Act 2006.

Source: Ministry of Tourism, BMI

ROAD AHEAD

Staycation is seen as an emerging trend where people stay at luxurious hotels to revive themselves of stress in a peaceful getaway. To cater to such needs, major hotel chains such as Marriott International, IHG Hotels & Resorts and Oberoi hotels are introducing staycation offers where guests can choose from a host of curated experiences, within the hotel. India’s travel and tourism industry has huge growth potential. The industry is also looking forward to the expansion of e-Visa scheme, which is expected to double the tourist inflow in India. India's travel and tourism industry has the potential to expand by 2.5% on the back of higher budgetary allocation and low-cost healthcare facility according to a joint study conducted by ASSOCHAM and YES BANK.

It is irrefutable that the tourist industry is becoming a more significant economic force and has the potential to be used as a tool for development. The tourist industry not only drives growth, but it also raises people's standards of living with its ability to provide significant amount of diverse employment opportunities. It promotes environmental preservation, champions diverse cultural heritage, and bolsters international peace. By 2028, Indian tourism and hospitality is expected to earn US\$ 50.9 billion as visitor exports compared with US\$ 28.9 billion in 2018.

(Source - <https://www.ibef.org/industry/tourism-hospitality-india>)

OUR BUSINESS

Some of the information in the following discussion, 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 15 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated or the context otherwise requires, in this chapter, references to “Company, “Our Company”, “we” or “us” mean Saj Hotels Limited.

Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Draft Prospectus. Our financial year ends on March 31 of each year, and references to a particular financial year are to the twelve months ended March 31 of that year. Further, the stub period included in this Draft Prospectus consists of ten months period ended January 31, 2024.

You should read the entire Draft Prospectus, including the information contained in the chapters titled “Risk Factors”, “Industry Overview” and “Financial Statements” and related notes beginning on page 22, 108 and 189 of this Draft Prospectus.

OVERVIEW

Our company is engaged in Hospitality industry. We provide a diverse portfolio of Business-to-Business (B2B), Business-to-Business-to-Customer (B2B2C) and Business-to-Customer (B2C) hospitality offerings, spanning from traditional resort accommodation to villa rentals and restaurant and bar properties. We focus on providing comprehensive services to guests, including food and beverage options, recreational facilities and event hosting capabilities, reflecting a commitment to ensuring a memorable experience for our visitors.

We offer a range of accommodation options across various destinations, each tailored to provide comfort and convenience. Our resorts have well-appointed rooms and suites, complemented by a variety of dining venues including restaurants, bars and in-room dining services. Our dedicated team provides personalized concierge assistance, access to rejuvenating spa facilities, and a host of recreational activities to ensure a memorable stay for every visitor.

Our resorts serve as versatile event venues, equipped to host a wide array of gatherings including conferences, weddings, and social events. With comprehensive event planning and management services, we ensure seamless execution and unforgettable experiences for our clients and their guests.

As on the date of this Draft Prospectus, we have resorts across the following three destinations-

Sr. No.	Resort	Address	Number of rooms/keys
1	Saj on the Mountain, Mahabaleshwar (SOTM)	Saj on the Mountains, Survey number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806	78
2	Saj by the Lake, Malshej (SBTL)	Saj by the Lake, Survey number 171/2, 173/1A, 173/1B and 173/2A Malshej, Karanjale, Taluka Junnar, District Pune, Maharashtra - 412409	35
3	Saj in the Forest, Pench (SITF)	Saj in the Forest, Survey number 131, Avarghani, Kurai, Sivani, Madhya Pradesh - 480881	17

Additionally, we are also developing villas named, ‘Saj Villas’ in Goa. These villas have carefully curated range of 2BHK and 4BHK options for guests; whether for family vacations, group gatherings or romantic escapes. The property will also have a swimming pool for enhanced guest experience. Saj Villas provides an ideal lodging solutions tailored to diverse preferences.

In addition to our resort and villa offerings, we have also taken on lease a restaurant and bar property through lease and license agreement in 2023. We had taken a property on sub-lease in 2021 and we operated a restaurant by the name ‘Mahe’ through a subsidiary LLP i.e. Coast to Coast Hospitality and Lifestyle LLP, on the said property for a 2-year period until 2023; however, we have discontinued the said operations and disinvested from the said subsidiary during 2023. Further, during 2023, we have sub-leased the said property to other third party to carry out restaurant operations. The details of the sub-lease/revenue sharing agreement is provided in the following head “Collaborations”.

For risk associated with geographical concentration of revenue and our business, refer risk factor number 26 on page 33 of this Draft Prospectus.

In addition to our core hospitality offerings, we have strategically invested (50%) in a company called My Own Rooms Dot In Private Limited as associate. This investment broadens our reach and diversifies our portfolio within the hospitality sector. My Own Rooms Dot In Private Limited operates a resort named ‘Morjim Retreat’ in the vibrant destination of Goa. This resort offers a range of accommodations, including hotel rooms, shops, and spa facilities, catering to the diverse needs of travellers seeking a relaxing and rejuvenating experience.

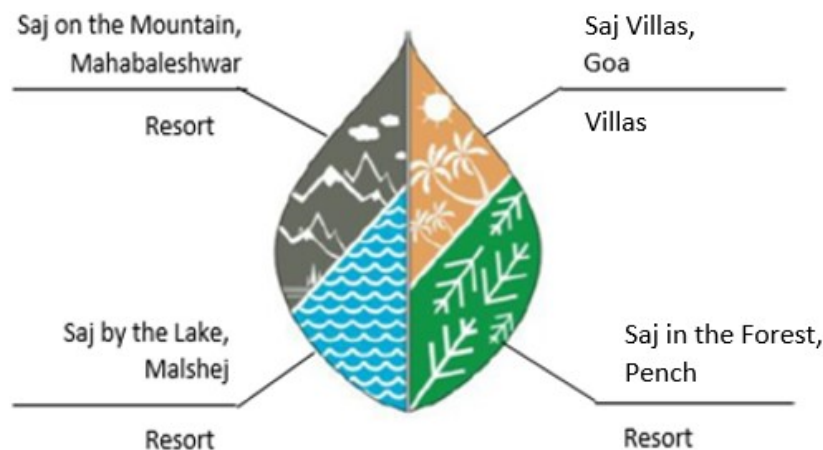
The corporate office of our company and the registered office of our associate company is on the same premises located at Office Number 102, 1st Floor, Navkar Plaza Premises, co-op Society Ltd, Bajaj Road, Vile Parle (W), Mumbai – 400056.

For risk associated with shared office premises, refer risk factor number 17 on page 30 of this Draft Prospectus.

OUR LOGO

Our logo encompasses our vision and mission. The drop of water represents flow and transparency which is the governing principle at Saj. Like water, we want to move forward and grow.

The different terrains in the logo represents diversity both in our operations and within the organizational structure. The terrains also embodies the unique locations where our resorts are situated. Our logo communicates the very essence of the Saj experience, which is deeply connected to the natural landscapes of mountains, forests, watersides and shorelines.



For the diverse landscapes featured in our logo, we have chosen specific locations within our resort. For mountain accommodations, Saj on the Mountain, Mahabaleshwar provides rooms and services to travelers. For lakeside scenes, Saj by the Lake, Malshej offers an oasis of services. For adventurous individuals seeking to explore the wilderness, Saj in the Forest, Pench offers an expedition into Pench National Park through Jungle Safari, providing an opportunity to discover the area's biodiversity. Lastly, for those seeking seaside relaxation, Saj Villas, Goa serves as a haven by the beach.

OUR BUSINESS MODEL

We manage our resorts through a combination of the following methods-

- (a) Direct ownership and management of resort properties - The resorts operated by us under the ownership model are located on freehold or leasehold land and building owned by our Company.
- (b) Property managed by third-party operators - Some of the resorts or restaurant properties developed by us, are leased to various parties under operation and management agreements on contractual basis.

This hybrid approach enables us to effectively manage and operate the resorts and restaurants, leveraging both direct ownership and strategic partnerships to maximise operational efficiency and profitability.

JOURNEY OF SAJ

The table below sets forth some of the major events in the history of our Company:

Year	Events and Milestones
1981	Incorporation of our Company and acquisition of Saj Resorts (Now, Saj On the Mountain, Mahabaleshwar)
2016	Acquisition and commencement of resort- Saj by the Lake, Malshej (SBTL)
2018	Lease deed with [●] for the resort- Saj On The Mountains, Mahabaleshwar (SOTM)
2018	Entered into partnership in Coast to Coast Hospitality and Lifestyle LLP
2020	Investment in Perhaps Foods Private Limited (Subsidiary)
2021	Investment in My Own Rooms Dot In Private Limited (50% Associate)
2023	Disinvestment from Perhaps Foods Private Limited (Subsidiary)
2023	Resignation from partnership in Coast to Coast Hospitality and Lifestyle LLP
2023	Excellence Award for Best Value Leisure Product at the BLTM (Business Leisure Travel MICE) Delhi
2023	Entered into 'Agreement for Grant of permission to manage' restaurant property located at Goa, with the Tamil Sunrise (proprietorship Kishore David Frederick)
2023	Joint Venture for operation of Saj in the Forest, Pench with Shankar Lal Pradhan and SKS Farms & Hotels Private Limited for commencement of resort operations
2023	Conversion of Company from a Private Limited Company to a Public Limited Company

**the consent from the collaborator, to use their name in this Draft Prospectus, has not been received yet.*

OUR FINANCIAL HIGHLIGHTS

Our Company's Revenue Model aligns with the Business Model we operate in.

The Revenue is generated through-

(a) **Sale of Services**

Room Revenue: Generated from room bookings and stay packages.

Food and Beverage sales: Income from restaurant sales, bar services, and room service orders.

Other Services: Revenue from ancillary services such as spa treatments, recreational activities, and other offerings.

(b) **Other Operating Revenue**

Property Management Space Rental: Revenue generated from leasing out our properties to various parties.

Management fees: Revenue generated from property given to third party with permission to operate, manage and conduct business with a minimum guarantee or percentage of revenue sharing

License Income: Revenue generated from license fee

These revenue streams collectively contribute to our financial performance and reflect the success of our business operations across different service offerings.

The revenue breakup of our main operative segments is as mentioned below:

(Amount in ₹ Lakhs)

Particulars	For the ten-months period ended January 31, 2024	For the financial year ended March 31,		
		2023	2022	2021
Revenue from Operations				
Sale of Services				
Room Revenue	523.26	433.24	411.54	208.45
Food and Beverage Revenue	232.55	293.14	407.24	319.94
Other Services	14.84	31.09	38.10	22.46
	770.65	757.47	856.88	550.85
Other Operating Revenue				
Property Management Space Rental	420.09	503.50	413.99	247.99
Management fees	6.32	10.40	12.38	6.66
License Fee	7.20	-	-	-
Total Revenue from operations	1,204.42	1,271.37	1,283.25	805.50

Restated profit/(loss) for the year	312.15	347.99	132.02	(120.18)
Net Worth	8,874.84	8,562.69	8,214.70	1,986.09
Net Worth (excluding Revaluation Reserve)	1,688.27	1,316.84	891.08	754.47

For key financial performance indicators of our Company, refer the chapter titled “Basis for Issue Price- Key Performance Indicators (KPI)” beginning on page 97 of this Draft Prospectus.

For further details relating to revenue bifurcation and analysis, see chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 238 of this Draft Prospectus.

PROPERTIES OF SAJ

We currently own/ lease three resort properties, two of which are managed and operated by Saj, while one is given on lease to other party.

The details of various resort and other properties of Saj are as follows-

Saj on the Mountain, Mahabaleshwar

Saj on the Mountain (SOTM) was the first property acquired by Saj in 1981, which is located at land bearing Survey No 18/2A at Metgutad, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806, admeasuring about 14,164 sq mts alongwith construction admeasuring 17,048 sq mts, comprising 78 rooms which includes spacious cottages and luxurious rooms of different categories available for customers. Currently, it is given to [●]*, thus making it ‘Saj Mahabaleshwar’- a [●]* affiliate resort, on rental basis for 9 (Nine) years from November 2018 till March 2027, out of which 3 (Three) years are still left.

**the consent from the collaborator, to use their name in this Draft Prospectus, has not been received yet.*



Along with rooms, SOTM offers a multi-cuisine vegetarian restaurant named 'Fasal', where customers and visitors relish traditional Gujarati and Rajasthani thali (traditional cultural meals from state of Gujarat and Rajasthan), a coffee shop named 'Unwind Café' for tourists to enjoy refreshments in open air, and a specialty restaurant named 'Barbeque Bay in Mahabaleshwar' for barbeque lovers. It also offers in-room dining services by 'Gourmet Express' for guests seeking food delivery inside rooms.

SOTM also offers 'Svaastha Spa', where tourist can opt for relaxing and rejuvenating spa treatments from an extensive menu and revitalize their body, mind and soul. Tourists can also enjoy various recreational facilities available such as Children's Day Park, a well-equipped gymnasium and a swimming pool available at the property.

Saj by the Lake, Malshej

Saj by the Lake (SBTL) was acquired by Saj in 2016, located at land bearing Survey no. 171/2, 173/1/A, 173/1/B and 173/2/A Malshej, Karanjale, Taluka Junnar, District Pune, Maharashtra- 412409, wherein non-agricultural area admeasuring about 17,611.20 sq. mts. alongwith construction admeasuring 2,038.97 sq. mts, comprising of 39 rooms. SBTL offers different categories of rooms like Courtyard, Brick Village, Brick Village Premium and Suite Room.



SBTL contains our signature Indian restaurant named 'Maati Baani' which literally translates to the language of the earth and offers dishes inherent to the dining culture of the region it is present in. Apart from the restaurant, the property includes a 'Lake House Café' to offer tourists European Classic, milkshakes, coffee and continental comfort food while soaking up the fresh breeze of the Ghats and being captivated by the innumerable birds passing by.

Other facilities include spa services, where guests can look forward to discover holistic natural therapy, a combination of ayurvedic, oriental and western/ traditional spa treatments, Swimming Pool, Games' Lounge, Children's Play Area, Courtyard Lawn, Parking Area, conference halls for official meetings and a beautiful venue for destination wedding for clients.

Saj in the Forest, Pench

Saj in the Forest (SITF) is located at land bearing Survey No 131 at Village Avarghani, Kurai, Sivani, Madhya Pradesh- 480881, falling in the Buffer Zone of Pench Tiger Reserve, admeasuring the non-agricultutral land area of 64,750 sq. mts alongwith construction admeasuring 55,138 sq. mts. SITF offers a total of 17 rooms divided into 3 categories namely ‘Mahua’, ‘Palash’ and ‘Sal’ inspired by the landmark tree species that thrive in the forest of Pench.



SITF also has our signature Indian restaurant, ‘Maati Bani’ to offer exceptional dining experiences to guests, our bar named ‘Baghinala Bar’, which is inspired by the famous lake of Pench. Visitors can experience a range of classic cocktails as well as the finest brands to choose from. SITF also offers various recreational facilities such as Backwater Safari, Jungle Safari, Bird watching, Games Lounge (named ‘Kala Pahad’) and Swimming Pool as additional services. We also have a setup for our guests to enjoy barbeque food along with bonfire to enjoy in open air.

SITF shares boundary with the buffer area of the reserve and we have intentionally left this unfenced to ensure the habitat remains untouched to the maximum extent possible. We are strictly a no single use plastic zone. We treat our own water and believe in the 3R’s of Reduce, Reuse and Recycle.

For risk associated with property situated in proximity to Pench National Park, refer risk factor number 40 on page 38 of this Draft Prospectus.

Saj Villas, Goa

Saj Villas, located at Survey No. 22, Anjuna, Bardez, Goa, offers carefully curated 2BHK and 4BHK accommodation options, catering to a variety of guest preferences, whether it's for family vacations, group gatherings, or romantic escapes. Situated on properties measuring 917 sq. mts and 337 sq. mts respectively, Saj Villas is currently undergoing development to ensure a luxurious experience for its guests. Featuring a swimming pool, the property enhances the overall guest experience, providing relaxation and

recreation opportunities. Saj Villas aims to provide tailored lodging solutions, accommodating diverse preferences and ensuring a memorable stay in the scenic surroundings of Goa.

Other properties/ Investments

During the year 2018, Saj took a restaurant cum bar property situated at Survey No. 1/51, Anjuna, Goa, admeasuring an area of 2850 sq. mts. on leasehold basis and after some renovations, it is sub leased to another entity in the year 2023. The said restaurant property is currently operated by third party and Saj earns rental income and other fees in form of revenue sharing of the restaurant business conducted at the property.

For risk associated with lease rentals/license fee income received from properties and properties held on leasehold basis, refer risk factor number 6 and 7 on page 24 of this Draft Prospectus.

We also have an investment in an associate company 'My Own Rooms Dot In Pvt Ltd' in which Saj has 50% shareholding. This company operates in hospitality sector in Goa. It operates a hotel by the name 'Morjim Retreat', which is located in Morjim, North Goa. Morjim Retreat has a total of 27 rooms. This property offers various categories of rooms like Classic Double/Twin, Deluxe Double/Twin and Standard Suite. It also has a swimming pool in the property for the guests.

COLLABORATIONS

As on the date of this Draft Prospectus, we have the following collaborations/ arrangements:

Party Name	Nature of collaboration/ arrangement	Details of agreement
[●]*	Lease Deed	Lease deed dated November 28, 2018 between [●]*and Saj regarding resort property- Saj on the Mountain, Mahabaleshwar taken on long term lease by [●]* for utilising the same to provide accommodation to its members under Vacation Ownership membership under the brand name [●]* for its members, employees, Frequent Inward Travellers (FITs) and other guests, for the period from November 26, 2018 to March 25, 2027 at mutually agreed lease rent schedule.
The Tamil Sunrise (Proprietorship of Kishore David Frederick)	Agreement for Grant of permission to manage	Agreement for grant of permission to manage dated August 29, 2023 between The Tamil Sunrise and Saj regarding the restaurant premises' limited permission to manage, conduct and operate the said property from September 12, 2023 to September 11, 2031 at mutually agreed lease rent schedule.
Shankarlal Pradhan and SKS Farms	Deed of Joint Venture of Holiday Resort cum license of land	Deed of Joint Venture of Holiday Resort cum license of land dated April 1, 2023 entered among Shri Shankarlal Pradhan, SKS Farms and Hotels Private Limited and Saj for running Saj resorts as an integral part of Joint Venture and for unfettered right of ingress and egress into an over the said land and the right to use and occupy the said land for the purpose of said resort for the term of 60 years renewable for a further term of 60 years until the required approval for transfer of land is received.

**the consent from the collaborator, to use their name in this Draft Prospectus, has not been received yet.*

For risk associated with lease rentals/license fee income received from properties, refer risk factor number 6 on page 24 of this Draft Prospectus.

In addition to the above, we also have various arrangements with online travel agents and intermediaries, Hotel Merchant Partners and distributors like Cleartrip Private Limited, Yatra Online Limited, Agoda International India Private Limited etc. for displaying the room of Saj properties on their portals such as Goibibo, Cleartrip, Yatra, MakeMyTrip, etc, for customers to book the rooms through different channels.

Following is the percentage break- down of our Company's revenue from these online travel agents and intermediaries for the past 3 years and stub period:

(Amount in ₹ Lakhs)

Particulars	Period ended January 31, 2024		Year ended March 31, 2023		Year ended March 31, 2022		Year ended March 31, 2021	
	Amount	%	Amount	%	Amount	%	Amount	%
Revenue from bookings through online travel agents and intermediaries	106.20	13.78	132.00	17.43	72.77	8.49	6.72	1.22
Other Revenue	664.45	86.22	625.47	82.57	784.11	91.51	544.13	98.78
Total Revenue from sale of services	770.65	100.00	757.47	100.00	856.88	100.00	550.85	100.00

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJSP1539

For risk associated with bookings originating from travel agents and intermediaries, refer risk factor number 36 on page 37 of this Draft Prospectus.

CAPACITY AND CAPACITY UTILIZATION

The details of total keys and room nights offered by our resorts and occupancy rate, Revenue from each property as a % of Total revenue from operations during the period ended January 31, 2024 and financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 are as follows:

Saj on the Mountain, Mahabaleshwar

Particulars	For the period ended January 31, 2024	For the financial year ended March 31,		
		2023	2022	2021
Number of keys/ rooms	78	78	78	78
Number of room nights available*	NA	NA	NA	NA
Number of room nights occupied*	NA	NA	NA	NA
Occupancy %*	NA	NA	NA	NA
Total Revenue from operation (Amount in ₹ Lakhs)	1,204.26	1,271.37	1,283.25	805.50
Revenue earned from this property (Amount in ₹ Lakhs)	420.09	503.50	413.99	247.99
Revenue as lease rental to total revenue (as a % of Total Revenue from operations)	34.88%	39.60%	32.26%	30.79%

*Saj on the Mountain, Mahabaleshwar, is given on lease to third party for the periods mentioned above and Saj earns a fixed lease rental from the said property; hence, details pertaining to available and occupied room nights and occupancy % is not available with us.

For risk associated with lease rentals/ license fee income received from properties, refer risk factor number 6 on page 24 of this Draft Prospectus.

Saj by the Lake, Malshej

Particulars	For the period ended January 31, 2024	For the financial year ended March 31,		
		2023	2022	2021
Number of keys/ rooms	35	36	38	38
Number of days available	306	365	365	365
Number of room nights available	10,710	13,140	13,870	13,870
Number of room nights occupied	4,685	5,035	5,605	3,409
Occupancy %	44%	38%	40%	25%
Total Revenue from operation (Amount in ₹ Lakhs)	1,204.26	1,271.37	1,283.25	805.50
Revenue earned from this property (Amount in ₹ Lakhs)	633.58	521.89	495.10	258.02
Revenue as a % of Total Revenue from operations	52.61%	41.50%	38.58%	32.03%

Saj in the Forest, Pench

Particulars	For the period ended January 31, 2024	For the financial year ended March 31,		
		2023*	2022*	2021*
Number of keys/ rooms	17	NA	NA	NA
Number of days available	306	365	365	365
Number of room nights available	5,202	NA	NA	NA
Number of room nights occupied	1,001	NA	NA	NA
Occupancy %	19%	NA	NA	NA
Total Revenue from operation (Amount in ₹ Lakhs)	1,204.26	1,271.37	1,283.25	805.50
Revenue earned from this property (Amount in ₹ Lakhs)	137.07	NA	NA	NA
Revenue as a % of Total Revenue from operations	11.38%	NA	NA	NA

*Saj in the Forest, Pench commenced operations in 2023 hence data for previous year is not applicable

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJSP1539

For further details relating to revenue bifurcation and analysis, see chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 238 of this Draft Prospectus.

SALES AND MARKETING

Sales Approach

Our sales services are meticulously crafted to maximize bookings and revenue streams.

Leveraging our deep understanding of the hospitality landscape, we employ dynamic sales strategies to optimize occupancy rates and enhance profitability.

Our seasoned sales team tailors packages and offerings that resonate with travellers, leveraging market insights and guest preferences.

Marketing Initiatives

- i. Adoption of social media to target specific customer groups and increase brand awareness, leading to higher demand for our services.
- ii. Identification of various corporate clients
- iii. Collaborative partnerships with third-party aggregators to offer seamless booking experiences and access to enticing deals and packages.

These partnerships streamline the booking process, making it hassle-free for guests and enhancing their overall experience.

OPERATIONS

The details of our resort properties, where we are currently offering hospitality services operated by us are as follows:

Name	No. of keys	Address	Year of commencing operation
Saj by the Lake, Malshej (SBTL)	35	Saj by the Lake, Survey number 171/2, 173/1A, 173/1B and 173/2A Malshej, Karanjale, Taluka Junnar, District Pune, Maharashtra - 412409	2016
Saj in the Forest, Pench (SITF)	17	Saj in the Forest, Survey number 131, Avarghani, Kurai, Sivani, Madhya Pradesh - 480881	2023

All of our resorts are designed to meet the evolving needs of our customers. Our operations are organized into four key department i.e. front office, housekeeping, food and beverage service and spa and wellness alongwith other support departments. These departments are dedicated to delivering a seamless customer experience and ensuring comfort by providing quality services with excellent value. Additionally, our support departments, which include finance, stores, engineering and maintenance, IT, and security, contribute significantly to the smooth day-to-day functioning of our operations.

Front Office

The front office department manages all aspects of our accommodation services. The team at the front office warmly welcomes guests, assists with check-in and check-out processes, handles inquiries and assigns rooms, aids with luggage handling, provides information about resort activities and local attractions and ensures a positive guest experience. The front office staff's professionalism, efficiency and courtesy contribute significantly to creating a welcoming atmosphere and establishing a lasting impression on guests.

Housekeeping

Responsible for maintaining the cleanliness, hygiene and overall comfort of guest rooms and public areas, the role of the housekeeping team goes beyond tidying up rooms. It encompasses a range of tasks such as cleaning, organising, replenishing amenities, changing linens and ensuring a visually appealing environment. A well-managed housekeeping department not only enhances the guest experience but also contributes to the resort's reputation, safety standards and overall efficiency. Housekeeping staff work diligently behind the scenes to ensure that guests have a pleasant and comfortable stay.

Food and Beverage Services

The F&B department is a pivotal aspect of the hospitality industry, particularly within resorts. It encompasses various functions, including restaurant and bars, banquet services and in room dining. The F&B team is responsible for delivering exceptional culinary experiences to guests, ranging from delicious meals to drinks. A well-executed F&B department enhances the overall guest satisfaction, contributes significantly to resort's revenue generation and plays a crucial role in establishing the establishment's reputation for excellence.

For risk associated with quality and hygiene stanards of the food products, refer risk factor number 48 on page 40 of this Draft Prospectus.

Spa and Wellness

We have spa facility in our resort at Saj by the Lake, Malshej Ghat, Pune and Svaastha Spa at Saj on the Mountain, Mahabaleshwar, which operate spa, salon and fitness centres in our properties.

Support Departments

Our support departments, often behind the scenes, encompass engineering and maintenance, finance and accounts, stores and purchasing, human resources, IT and security. The engineering and maintenance team oversees the upkeep and enhancement of our assets, including buildings, machinery, and fixtures. Finance team handles financial transactions, budgeting and cost control to maintain resort's financial health. The human resources department handles staffing, employee welfare, performance management, training, and related matters. IT department manages technology infrastructure, from reservation system to guest services, enabling smooth experience. Lastly, the security team ensures the safety of guests, employees and resort property.

These departments collectively contribute to our commitment to excellence and ensure a memorable experience for our guests.

PROPERTY DEVELOPMENT

Our property development involves conceptualising, designing, financing and managing properties intended to accommodate guests for lodging purposes. This requires a comprehensive research in terms of understanding market dynamics, customer preferences, regulatory framework and construction methodology.

The development of resort property begins with extensive market research to identify potential locations and tareget demographics, which is based on our logo. Once a suitable site is selected, we collaborate with architects, engineers and interior designers to craft a distinctive concept that aligns with brand identity and market positioning.

Throughout the construction phase, stringent quality control measures are adopted to ensure adherence to safety standards and design specifications. Upon completion, the property transitions to the operational phase, where management strategies are used for maximising revenue and guest satisfaction.

FUTURE DEVELOPMENTS

We're currently in the process of developing our villa properties in Goa and will soon initiate a new revenue stream through renting out these villas.

Further, currently, we manage and operate two properties: 'Saj by the Lake', Malshej Ghats, Pune, Maharashtra and 'Saj in the Forest' at Pench National Park in Madhya Pradesh. We have identified opportunity to add additional revenue generating areas in these 2 resorts, these opportunities include-

Property Development at Saj by the Lake, Malshej- Currently Saj by the Lake, Malshej operates with 35 rooms. We are planning to develop a further fleet of 20 rooms at the property.

Property Development at Saj in the Forest, Pench- Currently Saj in the Forest operate with 17 rooms and we are planning to develop a further fleet of 26 rooms at the property.

In essence, Saj is not just about physical properties or locations; it's about crafting holistic experiences, fostering innovation, and creating a brand that resonates with quality, excellence, and a commitment to catering to the diverse needs and aspirations of our patrons.

For details relating to development plans of our properties for which funds are being raised, see "Objects of the Issue" beginning on page 80 of this Draft Prospectus.

For risks associated with such development of our resort properties and dependence on contractors for construction and renovation of our properties, refer risk factor number 18 and 37 on page 30 and 37 of this Draft Prospectus.

OUR BUSINESS STRATEGIES

Brand Expansion

Our Brand expansion strategy focuses on identifying select markets with untapped tourism potential. By carefully evaluating emerging destinations that align with our values, we aim to introduce our exceptional hospitality experiences to new horizons. This strategy involves the acquisition or development of properties that resonate with our brand ethos, elevating them to meet our luxury standards while maintaining a sense of place. Our goal is to establish a foothold in these destinations, contributing to their growth while offering our guests the opportunity to explore captivating locations where our signature service and experiences unfold.

Sustainable Architecture

Our commitment to sustainable architecture stands as a foundational strength that echoes our dedication to responsible hospitality. Our properties are meticulously designed to blend seamlessly with their natural surroundings, utilizing eco-friendly materials and energy efficient systems. We aim to leave the least carbon footprint possible while also ensuring that the impact on the local habitat and natural environment is positive along with providing guests with an immersive experience that harmonizes with nature. This approach not only showcases our ethical values but also appeals to eco-conscious travellers seeking meaningful and environmentally responsible stays. Our sustainable architecture stands as a testament to our commitment to preserving the environment while offering a luxurious and conscious retreat for our guests. We are on the verge of stopping 'one-time use' plastic products at all our locations. SITF has commenced operations with the policy of 'zero plastic' in all areas of operations. For the convenience of our guests, we have already moved from using pet bottles for water to either serving water in glasses or steel bottles or offering them in recyclable aluminium cans.

Marketing Engagement

We actively engage with guests on social media platforms to build brand awareness, share promotions, and respond to inquiries and reviews. We also participate in trade fairs to showcase both the resorts operated by us which gives us an opportunity to network with potential customers, partners, suppliers and industry professionals and also gives a chance to establish relationships that can lead to future collaborations. The blend of digital engagement and physical presence in the hospitality landscape allows us to adapt and thrive in a rapidly changing industry while ensuring our resorts remain at the forefront of guests' minds and preferences.

To thrive in the competitive market, we leverage online travel agencies, direct bookings, and targeted advertising. We strive to reach and engage target audience, maximising occupancy and room revenue.

Dynamic Pricing Structure

Dynamic pricing, often referred to as revenue management, involves the real-time adjustment of room rates based on a multitude of factors such as demand fluctuations, seasonality, local events, competitor rates, and even historical booking data. This strategy allows us to optimize our revenue by capturing the highest possible rates during peak demand periods while offering more competitive pricing during off-peak times to attract cost-conscious travellers. It's a sophisticated approach that leverages data analytics and sophisticated algorithms to ensure that each room is priced at the optimal rate, maximizing profitability.

Commitment to Quality Assurance

Our company is steadfast in upholding stringent quality standards for our services. We recognize the dual significance of service quality from both customer and regulatory standpoints. Regular service quality assessments, coupled with swift corrective measures, underscore our commitment to maintaining high standards. Delivering the desired calibre of service enhances customer confidence, paving the way for enduring trust and sustained customer relationships.

IMMOVABLE PROPERTIES

Details of our material immovable property are as follows:

Freehold Property

Particulars	Address	Usage
Resort Property	Saj by the Lake, Survey number 171/2, 173/1A, 173/1B and 173/2A Malshej, Karanjale, Taluka Junnar, District Pune, Maharashtra - 412409	Resort property owned and operated by us
Registered office and Resort Property	Saj on the Mountains, Survey number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806 (same as Registered Office)	Registered office, Resort property owned by us and leased to third party

Leasehold Property

Particulars	Address	Name of lessor	Date of Lease Agreement and Lease period	Purpose used	Lease rental/ License fee
Corporate Office*	Office no. 102, 1st Floor, Navkar Plaza Premises Co-op Society Ltd, Bajaj Road, Vile Parle (W), Mumbai- 400056	La-Tim Life Style and Resorts Ltd	April 1, 2021 till September 30, 2026	Corporate Office	Annual license fee of ₹ 3,74,500
Resort Property**	Saj in the Forest, Survey number 131, Avarghani, Kurai, Sivani, Madhya Pradesh - 480881	Shankarlal Pradhan and SKS Farms and Hotels Private Limited	60 years from agreement dated April 1, 2023	Resort Property operated by us	₹ 12,000 p.a.
Restaurant Property at Goa	Survey No. 1/51, House No. 1111, Anjuna, Bardez, Goa- 403509	Georgina Julia Jafra Lobo and Laeticia Lobo	October 3, 2023 till December 12, 2033	Restaurant property leased out	October 3, 2023 to July 2, 2026 - ₹ 1,50,000 per month July 3, 2026 to April 2, 2029 - ₹ 1,72,000 per month April 3, 2029 to January 2, 2032 - ₹ 1,97,875 per month

					January 3, 2032 to December 2, 2033 - ₹ 2,27,557 per month
Villa properties at Goa	Saj Villas, 1045/1 and 1045/2, Mapusa, Montero Waddo, Anjuna, North Goa, Goa - 403509	Theodorio Elizabeth Vincent Paul Nunes	January 1, 2022 till April 30, 2032	Villas	Lease of ₹ 1,75,000 per month with an escalation of 5% every year

**Shared office premises*

***Pending execution of deed of conveyance in the name of Saj Hotels Limited due to pending approvals*

For risk associated with properties held on leasehold basis, refer risk factor number 7 on page 24 of this Draft Prospectus, for risk associated with a parcel of land on where one of our resort property is constructed, refer risk factor number 5 on page 24 of this Draft Prospectus and for risk associated with shared office premises, refer risk factor number 17 on page 30 of this Draft Prospectus.

INFRASTRUCTURE FACILITIES

Corporate Office, Resorts and other properties

Corporate Office: Our corporate office is located at Office number 102, 1st Floor, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai, Maharashtra – 400056.

Resorts and other Properties: We have 3 resort properties named Saj on the Mountains, Mahabaleshwar (Maharashtra); Saj by the Lake, Malshej (Maharashtra) and Saj in the Forest, Pench (Madhya Pradesh). We also have 2 villa properties and 1 restaurant property in Goa.

Power

Our corporate office receives adequate power supply from Adani Electricity. The connection is in the name of our lessor, La Tim Lifestyle & Resorts Ltd.

Our resort properties receives power supply from the State Electricity Board - in Maharashtra i.e., Saj by the Lake, Malshej and Saj on the Mountain, Mahabaleshwar from Maharashtra State Electricity Distribution Co. Ltd. and Saj in the Forest, Pench from Madhya Pradesh Poorv Kshetra Vidyut Vitran Company Ltd.

Our villa and restaurant property receives adequate power supply from the Electricity Department – Government of Goa. The connection is in the name of our lessor.

Water

Our Company has received NOC from Central Ground Water Authority for abstraction of Ground Water at Saj by the Lake, Malshej.

IT and IT Systems

We require computers and laptops for our booking, billing and data work. Our corporate office is equipped with latest computer systems, relevant software, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

Major software utilised by our company for its operation are as follows-

- ‘Check-inn’ Software front Desk Software: Check-Inn is a comprehensive hotel management software, which helps the management to provide efficient service to their customers while ensuring maximum profitability. Check-Inn is an economic, user-friendly and integrated solution best suited for small and medium sized hotels and resorts.
- ‘STAAH’ Online Booking Software: STAAH software is used by the company for Online Travel Agent (GoIbibo, Make My Trip etc) bookings. It’s a cloud-based channel management and booking engine for accommodation providers helping them maximise their online revenue.

Our company has also obtained domain of 'sajresorts.in' which is renewed till June, 2024.

For risk associated with disruption of our Information Technology, refer risk factor number 50 on page 41 of this Draft Prospectus

HUMAN RESOURCE

An efficient and effective manpower serves as a key to the success of any organisation and our company is well focused in embracing the best practices in the industry which not only helps in attracting best personnel but gives us an edge towards providing qualitative services to our customers. Our workforce comprises a blend of seasoned and youthful talent, providing us with dual benefit of both stability and growth. Our work processes and resources, coupled with strength of our management team, have facilitated the seamless execution of our growth strategies. Our committed team members are the backbone of our achievements and none of our milestones would have been attainable without their significant contributions and unwavering dedication.

The details of department wise number of employees are given here below:

CATEGORY	MANPOWER
Corporate Office, Mumbai	13
Saj by the Lake, Malshej	
Admin	8
Front Office	3
Food and Beverages	17
Housekeeping	29
Production	25
Engineering	4
Saj in the Forest, Pench	
Manager	3
Kitchen	11
Housekeeping	8
Others	23
TOTAL	144

Attrition of Key Managerial Personnel

The Attrition Rate of the Key Managerial Personnel during the 3 financial years and stub period immediately preceding the date of this Draft Prospectus is provided below:

Financial Year	Number of resignations during the period	Average No. of Employees during the period	Rate of Attrition (%)
2020-2021	Nil	Nil	Cannot be determined
2021-2022	Nil	Nil	Cannot be determined
2022-2023	Nil	Nil	Cannot be determined
Stub period* (01-04-2023 to 31-01-2024)	3	3.5	85.71%

*The company became a public limited company on November 3, 2023. Before that there was no need to appoint Key Managerial Personnel as per SEBI guidelines, hence, the attrition rate before conversion into public limited company is not applicable. However, it should be noted that none of the Key Managerial Personnel has left the company and their resignations has been a result of board restructuring.

Attrition of Senior Management Personnel

There are no senior management personnel in the company. Thus, the calculation of attrition rate for the unskilled employees is not applicable.

Attrition of skilled employees

The Attrition Rate of the Skilled Employees during the last three financial years and stub period is provided below:

Financial Year	Number of resignations during the period	Average No. of Employees during the period	Rate of Attrition (%)
2020-2021	Nil	99	0%
2021-2022	Nil	111	0%
2022-2023	Nil	134.5	0%
Stub period (01-04-2023 to 31-01-2024)	2	145	1.38%

Attrition of unskilled employees

There are no unskilled employees in our company. Thus, the calculation of attrition rate for the unskilled employees is not applicable.

For details regarding our organisation structure, kindly refer to the chapter titled “Our Management- Management Organisation Structure” beginning on page 164 of this Draft Prospectus.

For risk associated with manpower and attrition, refer risk factor number 31 on page 35 of this Draft Prospectus, for risk associated with dependency upon promoters, directors and key managerial personnel for their services, refer risk factor number 43 on page 39 of this Draft Prospectus.

COMPETITION

We operate within a fiercely competitive market where our endeavours are measured against the backdrop of product and service quality, alongside pricing considerations. The hotel industry is intensely competitive and we compete with large multinational and Indian companies as well as regional and local companies in two out of three regions that we operate. To remain competitive, we strive to reduce cost and improve operating efficiencies. Our success is heavily dependent upon our ability to compete in areas such as room rates, quality accommodation, brand recognition, service level, location of the properties and the quality and scope of other activities such as food and beverage.

For risk associated with competition, refer risk factor number 62 on page 44 of this Draft Prospectus.

OUR COMPETITIVE STRENGTHS

Location Advantage

Our resort boasts panoramic views of awe-inspiring natural beauty. Whether gazing upon majestic mountain ranges, verdant valleys or crystal-clear lakes, our guests are treated to vistas that awaken a sense of wonder and connection with the Earth's beauty. This unique backdrop resonates with modern consumer's desire for meaningful, immersive connection making it a compelling factor in driving customer loyalty and market distinction.

Diverse Revenue Streams

Apart from room bookings, we offer various diverse amenities in our resorts including restaurants, spa, wedding functions. By exploring these diverse avenues, hotels can not only safeguard themselves against seasonal fluctuations but also craft memorable, value-added experiences that resonate with a broader spectrum of guests, ultimately bolstering their profitability and reputation in the ever-evolving hospitality landscape. Further, we also receive revenue from lease rentals for property management and various other such arrangements carried in normal course of business.

Experienced Management Personnel

Promoters Rahul Maganlal Timbadia, Kartik Maganlal Timbadia and Karna Kartik Timbadia have extensive experience in the hospitality industry. Their educational backgrounds, leadership acumen and marketing skills drive quality and marketing of our resorts. With a deep appreciation for the natural world, they wholeheartedly embrace their role in guiding and assisting tourists, ensuring they have a meaningful and insightful experience while immersed in the captivating wilderness.

Customer Experience

All of our properties are designed with guest experience in mind. From thoughtfully appointed rooms and suites that blend comfort and aesthetics, to public areas that foster relaxation and socialization, we aim to create an ambience that resonates with desire of our guests. We view our role as more than just providing accommodation, we curate experiences. Guided nature walks, cultural workshops, adventure excursions and interactive events immerse our guests in the local culture, allowing them to create meaningful connections with the destinations

Community Integration



We actively engage with local communities to foster a symbiotic relationship. By supporting local artisans, sourcing products from nearby markets and involving the community in cultural events, we create authentic experiences that not only benefit the local economy but also enrich our guests' understanding of the destination. By prioritizing the hiring of local talent across various roles in both the resorts owned and operated by us, we contribute to local economic growth and empowerment. This approach not only ensures a deep understanding of the destination's culture and traditions but also bolsters the livelihoods of individuals within the community.

Our commitment to community initiatives is exemplified by our practice of employing a substantial portion of more than 50% of our workforce from the local community at both the hotel properties operated by us. This strategic approach not only fosters a strong sense of belonging and inclusivity among our employees but also contribute to the socioeconomic development of the area. By providing employment opportunities to residents within our vicinity, we aim to empower our individual, enhance their quality of life and create a positive ripple effect throughout the community.

Skills and Education: We are dedicated to investing in Education, life skills and vocational training for our employees. We engage in various in-house training and learning programmes.

INTELLECTUAL PROPERTIES

We have registered following Trade Marks with Trade Mark Registry under Trademark Act, 1999:

Particulars of Mark	Mark type	Trademark Number/ Application Number	Class	Date of Filing	Valid up to	Status
SAJ	Trade Mark (Word)	3239450	43	April 21, 2016	April 20, 2026	Registered
SAJ	Trade Mark (Word)	3239449	41	April 21, 2016	April 20, 2026	Registered
MAATI BAANI (Logo) 	Trade Mark (Device)	3904057	43	August 1, 2018	August 1, 2028	Registered
MAATI BAANI LANGUAGE OF THE EARTH	Trade Mark (Word)	3904056	43	August 1, 2018	August 1, 2028	Registered
FOREST OF HOPE	Trademark (Word)	3904055	43	August 1, 2018	July 31, 2028	Registered
SAJ Logo 	Trademark (Device)	6248653	43	January 8, 2024	NA	Marked for Exam

For risk associated with Intellectual properties, refer risk factor number 9 on page 27 of this Draft Prospectus.

INSURANCE

Our operations are subject to hazards inherent to the hospitality industry, such as accidents at work place. We are also subject to force major events such as fires, earthquakes, floods, acts of terrorism and explosions, including hazards that may cause injury and loss of life, severe damage to and the destruction of property, equipment and environment. Our Company has taken adequate insurance policies for its resort properties. Further, we have also taken various vehicle insurances for our motor vehicles.

The details of various insurance policies taken by us for our resort properties are as follows:

Policy Number	Issued by	Particulars	Premium amount (₹)	Sum Insured (Amount in ₹ Lakhs)	Place Insured	Period of Insurance
11170011239600000022	The New India Assurance Co. Ltd.	New India Bharat Flexi Laghu Udyam Suraksha Policy	75,543/-	1,437.00	Saj on the Mountains, Survey number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806	February 2, 2024 to February 1, 2025
11170011239600000020	The New India Assurance Co. Ltd.	New India Bharat Flexi Laghu Udyam Suraksha Policy	42,543/-	1,112.72	Saj by the Lake, Survey number 171/2, 173/1A, 173/1B and 173/2A Malshej, Karanjale, Taluka Junnar, District Pune, Maharashtra - 412409	February 1, 2024 to January 31, 2025
11170011239600000021	The New India Assurance Co. Ltd.	New India Bharat Flexi Laghu Udyam Suraksha Policy	25,759/-	770.00	Saj in the Forest, Survey number 131, Avarghani, Kurai, Sivani, Madhya Pradesh - 480881	February 1, 2024 to January 31, 2025
11170036230700000052	The New India Assurance Co. Ltd.	Public Liability (Non-Industrial Risks) Insurance	15,371/-	AOA-50.00 AOY-100.00	i. Saj in the Forest, Survey number 131, Avarghani, Kurai, Sivani, Madhya Pradesh – 480881 ii. Saj by the Lake, Survey number 171/2, 173/1A, 173/1B and 173/2A Malshej, Karanjale, Taluka Junnar, District Pune, Maharashtra – 412409 iii. Saj on the Mountains, Survey number 18, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806	February 1, 2024 to January 31, 2025

For risk associated with insurance coverage, refer risk factor number 28 on page 34 of this Draft Prospectus

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KEY INDUSTRIAL REGULATIONS AND POLICIES

The following description is a summary of certain key statutes, rules, notifications, memorandum, circulars and policies which are applicable to the Company and business undertaken by the Company.

The information available in this chapter is based on current provision of key statutes, rules, regulations, notifications, memorandums, circulars and policies, as amended, subject to future amendments, changes and/or modifications. The information in this chapter has been obtained from publications available in the public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

For details of government Approvals obtained by our Company, see 'Government and Other Approvals' on page 261 of this Draft Prospectus.

INDUSTRY RELATED LEGISLATIONS

The Food Safety and Standards Act, 2006, ("FSS Act")

The FSS Act was enacted with a view to consolidate the laws relating to food and to establish the Food Safety and Standards Authority of India ("FSSAI"), for laying down science based standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, and to ensure availability of safe and wholesome food for human consumption. The FSS Act also sets out requirements for licensing and registration of food businesses, general principles of food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by Food Safety Appellate Tribunal. For enforcement under the FSS Act the 'commissioner of food safety', 'food safety officer' and 'food analyst' have been granted with detailed powers of seizure, sampling, taking extracts and analysis. Further, The Food Safety and Standards Rules, 2011 ("FSSR") which have been operative since August 5, 2011, provide the procedure for registration and licensing process for food business and lay down detailed standards for various food products. The standards include specifications for ingredients, limit of quantities of contaminants, tolerance limits of pesticide drugs residue, biological hazards and labels. The FSSAI has also framed *inter alia* the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulation, 2011;
- Food Safety and Standards (Packaging and Labelling) Regulations, 2011;
- Food Safety and Standards (Prohibition and Restrictions on Sales) Regulations, 2011;
- Food Safety and Standards (Laboratory and Sampling Analysis) Regulations, 2011;
- Food Safety and Standards (Food or Health Supplements, Nutraceuticals, Food for Special Dietary Purpose, Functional Food and Novel Food) Regulations, 2016;
- Food Safety and Standards (Food Recall Procedure) Regulations, 2017;
- Food Safety and Standards (Import) Regulations 2017;
- Food Safety and Standards (Approval for Non-Specific Food and Food Ingredients) Regulations, 2017;
- Food Safety and Standards (Organic Food) Regulations, 2017;
- Food Safety and Standards (Alcoholic Beverages) Regulations, 2018;
- Food Safety and Standards (Fortification of Food) Regulations 2018;
- Food Safety and Standards (Food Safety Auditing) Regulations, 2018;
- Food Safety and Standards (Recognition and Notification of Laboratories) Regulations, 2018;
- Food Safety and Standards (Advertising and Claims) Regulations, 2018;
- Food Safety and Standards (Packaging) Regulations, 2018; and
- Food Safety and Standards (Recovery and Distribution of Surplus food) Regulations, 2019

The Legal Metrology Act, 2009 (the "Legal Metrology Act")

Legal Metrology Act replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act read with the Legal Metrology (Packaged Commodities) Rules, 2011 (framed under section 52(2) (j) and (q) of the Legal Metrology Act), seek to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto.

Further, the Legal Metrology Act lays down penalties for various offences, including but not limited to, use or sale of non-standard weight or measure, contravention of prescribed standards, counterfeiting of seals and tampering with license.

The key features of the Legal Metrology Act are:

- Appointment of government approved test centres for verification of weights and measures;
- Allowing the companies to nominate a person who will be held responsible for breach of provisions of the Act; and
- Simplified definition of packaged commodity and more stringent punishment for violation of provisions

Fire Prevention Laws

We own and operate hotels and commercial projects in various states. Accordingly, legislations passed by such state governments are applicable to us in those states. These include legislations relating to inter alia classification of land use, fire prevention and safety measures by occupiers of buildings, lifts, signage and legislations dealing with license for sale of alcohol. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area we are operating in. Further, the state governments have also enacted laws regulating public order and police, which provide, inter alia, for the licensing of places of public amusement or entertainment, registering eating houses and obtaining a 'no objection certificate' for operating such eating houses with the police station located in that particular area, along with prescribing penalties for non-compliance.

The Companies Act, 2013 (to the extent notified)

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act, 1956 is still applicable to the extent not replaced. The Companies Act primarily regulates the formation, financing, functioning, and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial, and managerial aspects of companies. The provisions of the Act state the eligibility, procedure, and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance, and protection of shareholders and creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance, and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

Laws relating to sale of goods

The Sale of Goods Act, 1930 (the "Sale of Goods Act") governs contracts relating to sale of goods in India. The Contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act")

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015, specified that every micro, small and medium enterprises is required to file Udyog Adhaar Memorandum in the form and manner specified in the notification.

The Indian Stamp Act, 1899

Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title, or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

The Registration Act, 1908

The purpose of the Registration Act, amongst other things, is 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.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax (GST)

Goods and Service Tax (GST): Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels: Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

Excise Laws

Under the Seventh Schedule of the Constitution of India, state legislature is empowered to levy duty of excise on alcoholic liquor made for human consumption. Different state legislatures have enacted state legislations dealing with license for sale of alcohol. Any person selling alcoholic liquor is required to obtain appropriate license under the state legislation. Such license is issued and classified based upon the nature and type of alcoholic liquor. Recently, pursuant to an order by the Supreme Court of India dated December 15, 2016, the Supreme Court banned the issuance of new license, and renewal of existing license after April 1, 2017, for sale of liquor within 500 meters of national/ state highways. However, the Supreme Court of India clarified in August 2017 that licensed establishments within municipal limits are exempted from this restriction.

ENVIRONMENTAL LEGISLATIONS

Environment (Protection) Act, 1986 (“Environment Act”) and the Environment (Protection) Rules, 1986 (“Environment Rules”)

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe:

- the standards of quality of air, water or soil for various areas;
- the maximum allowable limits of concentration of various environmental pollutants for different areas;
- the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents;
- the procedures and safeguards for extracting and utilizing ground water.

Further, pursuant to Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”) or Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”) or shall submit to the concerned Pollution Control Board (“PCB”) an environmental statement for that financial year in the prescribed form.

Air (Prevention and Control of Pollution) Act, 1981

The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control Board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board. The PCB is required to grant, or refuse, the consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

Water (Prevention and Control of Pollution) Act, 1974

The Water Act aims to prevent and control water pollution and to maintain or restore water purity. Under the provisions of the Water Act, any individual, industry or institution discharging industrial or domestic wastewater or establishing any treatment or disposal system or the using of any new or altered outlet for the discharge of sewage is required to obtain the consent of the applicable state PCB, which is empowered to establish standards and conditions that are required to be complied with. The consent to operate is granted for a specific period after which the conditions stipulated at the time of granting consent are reviewed by the state PCB. Even before the expiry of the consent period, the state PCB is authorized to carry out random checks on any industry to verify if the standards prescribed are being complied with by the industry. In the event of non-compliance, the state PCB after serving notice to the concerned industry may, among other measures, close the premises, withdraw water supply to the premises or cause magistrates to pass injunctions to restrain such polluters.

The Noise Pollution (Regulation and Control) Rules, 2000 (Amended 2017) (“Noise Regulation Rules”)

The Noise Regulation Rules regulate noise levels in industrial (75 decibels in day time and 70 decibels in night time), commercial (65 decibels in day time and 55 decibels in night time), residential zones (55 decibels in day time and 45 decibels in night time) and silence zone (50 decibels in day time and 40 decibels in night time) and set ambient air quality standards in respect of noise for different areas/ zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near hospitals, educational institutions, courts etc. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the EPA.

The Environmental Impact Assessment Notification, 2006 (the “EIA Notification”)

As per the EIA Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the schedule to the EIA Notification and meeting the thresholds specified therein can be undertaken only after the prior environmental clearance from the Central government or as the case may be, by the State Level Environment Impact Assessment Authority. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. In 2016, the Ministry of Environment, Forest and Climate Change (“MoEF”) issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects.

PROPERTY RELATED LEGISLATIONS

National Building Code of India, 2016 (the “Code”)

The 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 companies in the field of construction. The Code mainly contains 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.

LABOUR LAW LEGISLATIONS

Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWPPR Act”) aims to provide women protection against sexual harassment at the workplace and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines ‘sexual harassment’ to include any unwelcome acts or a sexually determined behavior (inter alia whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an ‘internal complaints committee’ at each office or branch, of an organization employing at least 10 employees. Factors like mental trauma, medical expenses, loss in the career opportunity and income shall be considered while determining compensation. The duties of the employer and the district officer are provided in the SHWPPR Act.

The Minimum Wages Act, 1948

Under the Minimum Wages Act, 1948 (“Minimum Wages Act”) every employer is mandated to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, manual, or clerical (including outworkers) in any employment listed in the schedule to the Minimum Wages Act, in respect of which minimum rates of wages have been fixed or revised under the Minimum Wages Act.

The Payment of Wages Act, 1936

The Payment of Wages Act regulates the payment of wages to certain classes of persons employed in industry and its importance cannot be under-estimated. The Act guarantees payment of wages on time and without any deductions authorized under the Act. The Act provides the responsibilities for payment of wages, fixation of wage period, time and mode of payment of wages, permissible deduction as also casts upon the employer a duty to seek the approval of the Government for the acts and permission for which fines may be imposed by him and also sealing of the fines, and also for a machinery to hear and decide complaints regarding the deduction from wages or in delay in payment of wages, penalty for malicious and vexatious claims.

The Equal Remuneration Act, 1976

The Equal Remuneration Act, 1976 is an act to provide Equal Remuneration to men and women and to prevent gender discrimination against women in the matters related to employment. Section 2(g) of the Act defines remuneration. It includes basic wage or salary and additional emoluments. The Equal Remuneration Act is a gift of "the International Women's Year" to women workers. It is enacted to give effect to the provision of Article 39 of the Constitution of India which contains a directive principle of equal pay for equal work for both men and women. The Act provides for the payment of equal remuneration to men and women workers for the same work or work of a similar nature and for the prevention of discrimination on the ground of sex against women in the matter of employment.

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers’ rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following :

- The Apprentices Act, 1961;
- The Child Labour (Prohibition and Regulation) Act, 1986;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Employee’s Compensation Act, 1923;
- The Employees State Insurance Act, 1948;
- The Employee’s Provident Fund and Miscellaneous Provisions Act, 1952 (“EPF Act”);
- The Factories Act, 1948
- The Industrial Dispute Act, 1947;
- The Maternity Benefit Act, 1961;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;

- The Scheduled Castes and The Scheduled Tribes (Prevention of Atrocities) Act, 1989;
- The Trade Unions Act, 1926; and
- The Workmen's Compensation Act, 1923.

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

- The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.
- The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four 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. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the advisory board.
- The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.
- The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996, Industrial Development and Regulation Act, 1951, and the Unorganised Workers' Social Security Act, 2008. The provision concerning application of Aadhaar has already been notified by the Central Government.

OTHER APPLICABLE LAWS

State Laws

We own and operate hotels and commercial projects in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to *inter alia* classification of land use, fire prevention and safety measures and legislations dealing with license for sale of alcohol. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992 the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective States of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Shops and Establishments legislations in various states

Under the provisions of local shops and establishment legislations applicable in the states in which establishments are set up, establishments are required to be registered under the respective legislations. These legislations regulate the condition of work and employment in shops and commercial establishments and generally prescribe obligations in respect of *inter alia* registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

Intellectual Property Laws

The Copyright Act, 1957 ("Copyright Act") protects literary and dramatic works, musical works, artistic works including photographs and audio visual works. The Copyright Act specifies that for the purposes of public performance of Indian or international music a public performance license must be obtained. All those who play pre-recorded music in the form of gramophone records, music cassettes or compact discs in public places have to obtain permission for sound recordings. The Trade Marks Act,

1999 (“Trade Marks Act”) provides for application and registration of trademarks in India. Trade Marks Act provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying trademarks.

HISTORY AND CERTAIN CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Details of Our Company

Our Company was originally incorporated as a private limited company under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation issued by Registrar of Companies, Maharashtra at Bombay dated February 4, 1981 with the name 'Saj Hotels Private Limited' bearing Corporate Identity Number U55101MH1981PTC023814. Our Company is in hospitality sector since the date of incorporation.

Our Company was converted from a private limited company to Public Limited Company pursuant to Special Resolution passed at the Extra-ordinary General Meeting by the shareholders of the Company on October 5, 2023 and the name of our Company was changed to 'Saj Hotels Limited'. A fresh certificate of incorporation consequent to conversion was issued on November 3, 2023 by the Registrar of Companies, Pune bearing Corporate Identity Number U55101PN1981PLC023814.

Our Company has its registered office at Saj on the Mountain, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806.

The Promoters of our Company are Rahul Maganlal Timbadia, Kartik Maganlal Timbadia and Karna Kartik Timbadia.

For details of our Company's activities, products, growth, technology, marketing strategy, competition and our customers, please refer chapter titled "Our Business" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on pages 135 and 238 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to chapter titled "Capital Structure" and "Our Management" beginning on pages 61 and 164 respectively of this Draft Prospectus respectively.

MAIN OBJECTS OF THE COMPANY

The main objects of the Company, as mentioned in our Memorandum of Association, to be pursued by the Company are:

to construct, own, buy, sell, promote, conduct, manage and also to carry on business of establishing and/or running hotels, motels, resorts, clubs, restaurants, cafes, bars, road houses, holiday camps, amusement parks, recreation centres, convention centre.

Changes in Registered office of the Company

Date	Details of Registered Office	Reason for Change
At Incorporation i.e. February 04, 1981	23, Prestige Chambers, Jangli Maharaj Road, Pune, Maharashtra – 411004	NA
From March 10, 2006	Saj on the Mountain, Mahabaleshwar Panchgani Road, Mahabaleshwar, Satara, Maharashtra – 412806	Administrative convenience

MAJOR EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

The table below sets forth some of the major events in the history of our Company:

Year	Events and Milestones
1981	Incorporation of our Company and acquisition of Saj Resorts (Now, Saj On the Mountain, Mahabaleshwar)
2016	Acquisition and commencement of resort- Saj by the Lake, Malshej (SBTL)
2018	Lease deed with [●]* for the resort- Saj On The Mountains, Mahabaleshwar (SOTM)
2018	Entered into partnership in Coast to Coast Hospitality and Lifestyle LLP
2020	Investment in Perhaps Foods Private Limited (Subsidiary)
2021	Investment in My Own Rooms Dot In Private Limited (50% Associate)
2023	Disinvestment from Perhaps Foods Private Limited (Subsidiary)
2023	Resignation from partnership in Coast to Coast Hospitality and Lifestyle LLP
2023	Excellence Award for Best Value Leisure Product at the BLTM (Business Leisure Travel MICE) Delhi
2023	Entered into 'Agreement for Grant of permission to manage' restaurant property located at Goa, with the Tamil Sunrise (proprietorship Kishore David Frederick)
2023	Joint Venture for operation of Saj in the Forest, Pench with Shankar Lal Pradhan and SKS Farms & Hotels Private Limited for commencement of resort operations

2023	Conversion of Company from a Private Limited Company to a Public Limited Company
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**the consent from the collaborator, to use their name in this Draft Prospectus, has not been received yet.*

CAPITAL RAISING (DEBT / EQUITY)

For details in relation to our capital raising activities through equity, please refer to the chapter titled “Capital Structure” beginning on page 61 of the Draft Prospectus. For details of our Company’s debt facilities, please refer chapter “Statement of Financial Indebtedness” beginning page 235 of this Draft Prospectus.

TIME/COST OVERRUN IN SETTING UP PROJECTS

As on the date of this Draft Prospectus, there have been no time/cost overruns in setting up our projects.

LOCK-OUT OR STRIKES

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this Draft Prospectus, our employees are not unionized.

DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS, ETC. IN THE LAST 10 YEARS

Other than as mentioned below, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation, or revaluation of assets in the last 10 years preceding the date of this Draft Prospectus except as stated below:

Year	Entity	Transaction	Details
2018	Coast to Coast Hospitality and Lifestyle LLP	Entered into LLP Partnership	Saj entered into an LLP agreement with EscaBrahma Gourmet Pvt Ltd on September 25, 2018 to carry on business of restaurants or food outlets.
2020	Perhaps Foods Private Limited	Invested in Subsidiary	Saj invested in 99.99% stake in Perhaps Food Private Limited which operates in the business of acquiring, constructing, owning, running and managing hotels and restaurants, among others.
2021	My Own Rooms Dot In Private Limited	Invested in Associate	Saj invested in 50% stake in My Own Rooms Dot In Private Limited which operates in the business of acquiring, constructing, owning, running and managing hotels and restaurants, among others.
2022	Saj Hotels Private Limited	Revaluation of Assets	Saj follows Revaluation Model for Accounting its Land and Building; accordingly, land and building have been revalued. A report on Asset Valuation is obtained from Anmol Sekhri Consultants Pvt Ltd vide Report No: ASC-10263 A/ M dated January 15, 2022 and Report No- 10263 B/M dated January 15, 2022. The reports valued 2 (Two) resort properties owned by Saj i.e. Saj on the Mountain, Mahabaleshwar and Saj by the Lake, Malshej at ₹ 61.99 Cr and ₹ 22.84 Cr respectively.
2023	Coast to Coast Hospitality and Lifestyle LLP	Resigned from LLP	Saj resigned as partner from LLP as the venture was not making profit.
2023	Perhaps Foods Private Limited	Disinvested from Subsidiary	Saj disinvested from subsidiary as the subsidiary company was not making profit.

For risk associated with strategic investments, partnerships or alliances, refer risk factor number 13 on page 28 of this Draft Prospectus.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association:

Date of Amendment / Shareholders' Resolution	Nature of Amendment
August 24, 1985	<u>Alteration in Clause V of MOA</u> The Authorized Share Capital of the company was increased from ₹ 10,00,000/- divided into 9,000 Equity shares of ₹ 100/- each and 1,000 Preference shares of ₹ 100/- each to ₹ 20,00,000/- divided into 19,000 Equity shares of ₹ 100/- each and 1,000 Preference shares of ₹ 100/- each vide ordinary resolution passed at the Extraordinary General Meeting held on August 24, 1985.
March 16, 2009	<u>Alteration in Clause V of MOA</u> The Authorized Share Capital of the company was increased from ₹ 20,00,000/- divided into 19,000 Equity shares of ₹ 100/- each and 1,000 Preference share of ₹ 100/- each to ₹ 3,00,00,000/- divided into 2,99,000 Equity shares of ₹ 100/- each and 1,000 Preference shares of ₹ 100/- each vide ordinary resolution passed at the Extraordinary General Meeting held on March 16, 2009.
May 12, 2023	<u>Alteration in Clause V of MOA</u> The Authorized Share Capital of the company was increased from ₹ 3,00,00,000/- divided into 2,99,000 Equity shares of ₹ 100/- each and 1,000 Preference shares of ₹ 100/- each to ₹ 10,00,00,000/- divided into 9,99,000 Equity shares of ₹ 100/- each and 1,000 Preference shares of ₹ 100/- each vide ordinary resolution passed at the Extraordinary General Meeting held on May 12, 2023.
September 1, 2023	<u>Alteration in Clause V of MOA</u> Sub-division of each Equity share of our Company having face value of ₹ 100/- each into Equity shares of ₹ 10/- each vide special resolution passed at the Extraordinary General Meeting held on September 1, 2023. The Authorised Share Capital of the Company pursuant to the sub-division is as follows: The Authorised Share Capital of our Company shall be ₹ 10,00,00,000/- divided into 99,90,000 Equity shares of ₹ 10/- each and 1,000 Preference shares of ₹ 100/- each.
September 5, 2023	<u>Alteration in Clause V of MOA</u> The Authorized Share Capital of the company was increased from ₹ 10,00,00,000/- divided into 99,90,000 Equity shares of ₹ 10/- each and 1,000 Preference shares of ₹ 100/- each to ₹ 20,00,00,000/- divided into 1,99,90,000 Equity shares of ₹ 10/- each and 1,000 Preference shares of ₹ 100/- each vide ordinary resolution passed at the Extraordinary General Meeting held on September 5, 2023.
October 5, 2023	<u>Alteration in Clause I of MOA</u> The name of our Company was changed from 'Saj Hotels Private Limited' to 'Saj Hotels Limited', pursuant to the Special Resolution passed at the Extra-ordinary General Meeting held on October 5, 2023 for conversion of the company from a private limited company to a public limited Company and consequent to which a fresh Certificate of Incorporation was issued by Registrar of Companies, Pune dated November 3, 2023 <u>Alteration in Clause IV of MOA</u> Alteration in the Liability Clause i.e. Clause IV of the MOA vide Special Resolution passed at the Extraordinary General Meeting held on October 5, 2023. Amended Liability Clause is as follows: "The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them"

ADOPTING NEW ARTICLES OF ASSOCIATION OF OUR COMPANY

Our Company has adopted a new set of Articles of Association of our Company, in the Extra-Ordinary General Meeting of our Company held on October 5, 2023.

DETAILS REGARDING HOLDING COMPANY, SUBSIDIARY/SUBSIDIARIES AND JOINT VENTURE(S)

Holding Company

As on the date of this Draft Prospectus, the Company does not have a holding company.

Subsidiaries of our Company

As on the date of this Draft Prospectus, the company does not have any subsidiary.

Joint Ventures of our Company

As on the date of this Draft Prospectus, the Company has entered into a Joint Venture for operation of one of its properties i.e. Saj in the Forest, Pench on land parcels owned by Shri Shankar Lal Pradhan. This Joint Venture is entered into ordinary course of business.

Associates of our Company

As on the date of this Draft Prospectus, the Company has 1 (One) associate, where our Company owns 50% Equity Share Capital, namely My Own Rooms Dot In Private Limited. The details of the same is as follows:

Name of Associate	MY OWN ROOMS DOT IN PRIVATE LIMITED																			
Nature of Business	<p>The Company has the following objects as per Memorandum of Association:</p> <ul style="list-style-type: none"> To carry on business of holiday resorts, hotels, motels, restaurants, café, tavern, beer house, refreshment room and lodging house, inn licensed wine, minerals, artificial and medicated water. To purchase erect, construct or otherwise acquire hotels, motels, restaurants in India or any other part of the world with all the modern amenities and facilities including fuel filling pumps, garages, swimming pools, amusement halls and clubs and to act as a collaborator, technician of any other resorts hotels, motels or restaurants. To act as an agent of any resorts, hotels, motels, restaurants, café, refreshment room, lodging house and to acquire, take or give on lease, run or maintain hotels, motels, cafeteria, lodging, guest house and other places for the purpose of providing boarding and lodging. To manage, administer own and to carry on the business of running hotels, motels, holiday camps, guest houses, restaurants, canteens, caterers, cafes, taverns, pubs, bars, beer houses, refreshment room, and lodging or apartments, housekeepers, night clubs, casinos, discotheques, swimming pools, health clubs, baths, dressing rooms, licensed victuallers, exporters, importers and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusement generally. To carry on the business as tourist agents and contractors and to facilitate traveling and to provide for tourists and travellers, the provision of convenience of all kinds in the way of through tickets, sleeper cars, or berths, reserved places, hotel, motel and lodging, accommodation guidance, safe deposits, enquiry bureaus, libraries, reading rooms, baggage transport and other allied services. 																			
Capital Structure as on date of this Draft Prospectus	Authorized Share capital: 1,00,000 Paid- up Share Capital: 1,00,000																			
CIN	U55101MH2015PTC396445																			
Registered office	102, Navkar Plaza Premises CHS Ltd, F.P104, Bajaj Road, Vile Parle West Opp, Kapole Co-Op, Mumbai City, Maharashtra- 400056																			
List of Directors	<table border="1"> <thead> <tr> <th style="background-color: #d9ead3;">Sr. No.</th> <th style="background-color: #d9ead3;">Name of director</th> <th style="background-color: #d9ead3;">DIN</th> <th style="background-color: #d9ead3;">Date of Appointment</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Rahul Maganlal Timbadia</td> <td>00691457</td> <td>October 23, 2021</td> </tr> <tr> <td>2.</td> <td>Govind Ramesh Bansal</td> <td>02666399</td> <td>October 23, 2021</td> </tr> </tbody> </table>				Sr. No.	Name of director	DIN	Date of Appointment	1.	Rahul Maganlal Timbadia	00691457	October 23, 2021	2.	Govind Ramesh Bansal	02666399	October 23, 2021				
Sr. No.	Name of director	DIN	Date of Appointment																	
1.	Rahul Maganlal Timbadia	00691457	October 23, 2021																	
2.	Govind Ramesh Bansal	02666399	October 23, 2021																	
List of shareholders	<table border="1"> <thead> <tr> <th style="background-color: #d9ead3;">Sr. No.</th> <th style="background-color: #d9ead3;">Name of shareholder</th> <th style="background-color: #d9ead3;">Shares held</th> <th style="background-color: #d9ead3;">% of share held</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Saj Hotels Limited</td> <td>5,000</td> <td>50%</td> </tr> <tr> <td>2.</td> <td>Govind Ramesh Bansal</td> <td>5,000</td> <td>50%</td> </tr> <tr> <td></td> <td>TOTAL</td> <td>10,000</td> <td>100%</td> </tr> </tbody> </table>				Sr. No.	Name of shareholder	Shares held	% of share held	1.	Saj Hotels Limited	5,000	50%	2.	Govind Ramesh Bansal	5,000	50%		TOTAL	10,000	100%
Sr. No.	Name of shareholder	Shares held	% of share held																	
1.	Saj Hotels Limited	5,000	50%																	
2.	Govind Ramesh Bansal	5,000	50%																	
	TOTAL	10,000	100%																	

Amount of Accumulated profits or losses not accounted for by our Company	As on the date of this Draft Prospectus, Saj has not accounted for unabsorbed losses of Associate till March 31, 2023 amounting to a total of ₹ 2.62 Lakhs as per the relevant Accounting Standard.
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CHANGES IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS

There has been no change in the business activities of our Company during last five (5) years from the date of this Draft Prospectus which may have had a material effect on the profit/loss account of our Company.

DETAILS REGARDING PAST PERFORMANCE OF OUR COMPANY

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to chapter titled “Restated Financial Statements” beginning on page 189 of this Draft Prospectus.

CHANGES IN THE MANAGEMENT

For details of change in Management, please see chapter titled “Our Management” on page 164 of this Draft Prospectus.

SHAREHOLDERS OF OUR COMPANY

Our Company has forty-one (41) shareholders as on the date of this Draft Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “Capital Structure” beginning on page 61 of this Draft Prospectus

SHAREHOLDERS’ AGREEMENTS AND OTHER AGREEMENTS

Details of Shareholders’ agreement

As on date of this Draft Prospectus, there are no subsisting shareholders’ agreements among our shareholders vis-à-vis our Company.

Agreements with Key Managerial Personnel, Directors, Promoter, or any other employee

Neither our Promoter, nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

Guarantees given to third parties by our Promoter offering its shares

As this is entirely a fresh issue of shares, there is no offer for sale of existing shares.

Material agreements with strategic partners, joint venture and/or financial partners

Our Company has not entered into any other subsisting material agreement, other than those mentioned in the chapter titled “Our Business” beginning on page 135 of this Draft Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under the Articles of Association, our Company is authorized to have a minimum of 3 (Three) Directors and a maximum of up to 15 (Fifteen) Directors, unless otherwise determined by our Company in a general meeting.

As on the date of this Draft Prospectus, our Company has 6 (Six) Directors, comprising 1 (One) Executive Director and 5 (Five) Non-Executive Directors, out of which 2 (Two) are Independent Directors. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 and the SEBI (LODR) Regulations.

The following table sets forth details regarding our Board as on the date of this Draft Prospectus:

Name of the Director	DIN	Designation
Rahul Maganlal Timbadia	00691457	Non-Executive Director and Chairman
Karna Kartik Timbadia	01753308	Managing Director
Kartik Maganlal Timbadia	00473057	Non-Executive Director
Almitra Ballal Chandrachud	06959741	Non- Executive Woman Director
Biren Kishore Parekh	10354396	Non- Executive Independent Director
Dhruti Kashyap Shah	10568762	Non- Executive Woman Independent Director

The following table sets forth details regarding the Board of Directors as on the date of this Draft Prospectus:

Particulars	Details
Name	Rahul Maganlal Timbadia
Father's Name	Late Maganlal Timbadia
Residential Address	601, Crystal Apartment, Plot No. 31, Vallabh Nagar Society, N.S. Road No. 3, Juhu Scheme, Vile Parle (West), Mumbai, Maharashtra – 400056
Date of Birth	October 19, 1950
Age	73
Designation	Non- Executive Director and Chairman
DIN	00691457
Occupation	Business
Nationality	Indian
Qualification	Bachelor of Science from University of Bombay
Brief Biography	<p>Rahul Maganlal Timbadia, aged 73 years, is one of the promoter of Saj Hotels Limited. He has completed Bachelors of Science degree from Jai Hind College, University of Bombay in Chemistry (Principal) and Botany (Subsidiary) in 1980. He is appointed as the Chairman of the Company w.e.f. March 29, 2024. He has an experience of over 3 decades in Hospitality and Real Estate Industry and over 1 decade in Metal Trading Industry.</p> <p>He is the Managing Director of La Tim Metal & Industries Limited since August, 2014. La Tim Metal and Industries Limited is a listed public limited company that is engaged in the business of dealing in metal products like color coated coils and profile sheets.</p> <p>He also holds directorship in other companies' viz. La-Tim Life Style and Resorts Limited since April, 1987, Sanctuary Design and Development Private Limited since January, 2014 and My Own Rooms Dot In Private Limited since October, 2021.</p>
Date of Appointment	January 29, 2021
Date of Change in Designation	March 29, 2024
Term of Appointment	NA
Directorship/ Partnership in other companies and LLPs	<ol style="list-style-type: none"> 1. My Own Rooms Dot In Private Limited 2. La Tim Metals and Industries Limited 3. La Tim Life Style and Resorts Limited 4. Sanctuary Design and Development Private Limited 5. Ira Latim Farms LLP 6. La Proviso Infra Developers LLP 7. Coast to Coast Hospitality and Lifestyle LLP

Particulars	Details
Name	Karna Kartik Timbadia
Father's Name	Kartik Maganlal Timbadia
Residential Address	901/902, Kalpana, 69-A, 11th Road, Opposite Ramkrishna Mission, Khar (West), Mumbai Maharashtra- 400052
Date of Birth	May 13, 1982
Age	42
Designation	Managing Director
DIN	01753308
Occupation	Business
Nationality	Indian
Qualification	Higher Diploma in Hotel Management
Brief Biography	<p>Karna Kartik Timbadia, aged 42 years, is one of the promoters of Saj Hotels Limited. He has been a part of the Board since March 8, 2011, and is currently designated as Managing Director of our Company with effect from March 29, 2024. He has done Higher Diploma in Hotel Management from the Kohinoor IMI University in the year 2005. He has an experience of over 1 decade in Hospitality and Real Estate Industry.</p> <p>Under his supervision, Saj Hotels has opened 2 new resorts i.e. Saj by the Lake, Malshej and Saj in the Forest, Pench.</p> <p>He also holds directorship in Perhaps Food Private Limited since September, 2023, a company which is also engaged in Food and Beverage Sector.</p>
Date of Appointment	March 8, 2011
Date of Change in Designation	March 29, 2024
Term of Appointment	3 years i.e. with effect from March 29, 2024 to March 28, 2027
Remuneration, Perquisites and Allowances	<p>Salary upto ₹ 2 Lakhs per month (as may be decided by the Board)</p> <p>Perquisites and Allowances:</p> <ol style="list-style-type: none"> 1. The Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including travelling, entertainment etc) for and on behalf of the Company during the course of business. 2. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization 3. Leave travel concession/ allowance: foreign trip once a year with family or/ and inland trip for self and family twice in a year. 4. Club fee subject to a maximum of two clubs. 5. Personal accident insurance premium 6. Mobile phone & bill payment facilities 7. Use of Company maintained cars with driver for business and personal use
Directorship/ Partnership in other companies and LLPs	<ol style="list-style-type: none"> 1. Perhaps Foods Private Limited 2. Coast to Coast Hospitality and Lifestyle LLP 3. IRA Latim Farms LLP 4. Latim Realty LLP 5. La Proviso Infra Developers LLP

Particulars	Details
Name	Kartik Maganlal Timbadia
Father's Name	Late Maganlal Timbadia
Residential Address	901/902, Kalpana, 69-A, 11th Road, Opp. Ramkrishna Mission, Khar (West), Mumbai Maharashtra- 400052
Date of Birth	November 24, 1952
Age	71
Designation	Non-Executive Director
DIN	00473057
Occupation	Business
Nationality	Indian
Qualification	Bachelor of Commerce from Bombay University
Brief Biography	Kartik Maganlal Timbadia, aged 71 years, is one of the promoters of Saj Hotels Limited. He has completed his Bachelor of Commerce degree from Bombay University in the year 1974.

	He has over 3 decades of experience in Hospitality and Real Estate Industry and 2 decades in Metal Trading Industry. He also holds directorship in La Tim Metal and Industries Limited and La Tim Life Style and Resorts Limited.
Date of Appointment	June 11, 2003
Date of Change in Designation	March 29, 2024
Term of Appointment	-
Directorship in other companies	1. La Tim Metal & Industries Limited 2. La Tim Life Style and Resorts Limited

Particulars	Details
Name	Almitra Ballal Chandrachud
Father's Name	Ballal Mahadev Chandrachud
Residential Address	Plot No 31, 701 Crystal Apartment,, N S Road No 3, JVPD Scheme, Cooper Hospital, Vile Parle West, Mumbai - 400056
Date of Birth	February 21, 1984
Age	40
Designation	Non-Executive Woman Director
DIN	06959741
Occupation	Professional
Nationality	Indian
Qualification	Bachelor of Laws from University of Mumbai
Brief Biography	Almitra Ballal Chandrachud, aged 40 years, had completed Bachelor of Laws from Government Law College, University of Mumbai in 2007. She is a member of Bar Council of Maharashtra & Goa as an Advocate since the year 2007. She has over 1 decade of experience as a law practitioner. She is the proprietor of ACT Legal. Being an advocate, she has vast knowledge about the laws and she continues to guide the companies on several legal matters.
Date of Appointment	April 13, 2018
Date of Change in Designation	March 29, 2024
Term of Appointment	-
Directorship/ Partnership in other companies and LLPs	1. Perhaps Food Private Limited

Particulars	Details
Name	Biren Kishore Parekh
Father's Name	Kishorechandra Parekh
Residential Address	Flat No. 201, Hemu Castle, Dadabhai Road, Next to CNM School, Vile Parle(West), Mumbai, Maharashtra- 400056
Date of Birth	February 18, 1967
Age	57
Designation	Non-Executive Independent Director
DIN	10354396
Occupation	Professional
Nationality	Indian
Qualification	Chartered Accountant from the Institute of Chartered Accountants of India
Brief Biography	Biren Kishore Parekh, aged 57 years, is appointed as a Non- Executive Independent Director of the Company with effect from November 23, 2023. He is a qualified Chartered Accountant and is a member of the Institute of Chartered Accountant of India since 1989. He has over 3 decades of experience in the field of Management Consultancy.
Date of Appointment	November 23, 2023
Date of Change in Designation	March 29, 2024
Term of Appointment	5 years i.e. with effect from November 23, 2023 to November 22, 2028
Directorship/ Partnership in other companies and LLPs	Nil

Particulars	Details
Name	Dhruati Kashyap Shah
Father's Name	Bhagvati Gordhandas Shah
Residential Address	35, Ravish, Jaihind Society, 3 rd Floor, 11 th Road JVPD Scheme, Vile Parle West, Mumbai, Maharashtra – 400049
Date of Birth	August 18, 1955
Age	68
Designation	Non-Executive Independent Director
DIN	10568762
Occupation	Business
Nationality	Indian
Qualification	Bachelor in Psychology and Literature from St. Xavier's College, Ahmedabad and Diploma in Fashion Designing from USA
Brief Biography	Dhruati Kashyap Shah, aged 68 years, is appointed as Non-Executive Independent Director of the company with effect from March 29, 2024. She has completed Bachelor in Psychology and Literature from St. Xavier's College, Ahmedabad in 1975 and Diploma in Fashion from USA in the year 1977. She has an experience of over 4 decades in Fashion Designing. She is the proprietor of 'D.K. Fashion'.
Date of Appointment	March 29, 2024
Date of Change in Designation	NA
Term of Appointment	5 years i.e. with effect from March 29, 2024 to March 28, 2029
Directorship/ Partnership in other companies and LLPs	Nil

DETAILS OF DIRECTORSHIPS IN COMPANIES SUSPENDED OR DELISTED

None of our Director is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of filing of this Draft Prospectus, during the term of their directorship in such company.

Further, none of our Director is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

FAMILY RELATIONSHIPS BETWEEN ANY OF THE DIRECTORS OR ANY OF THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

Except as mentioned below, none of the Directors of the Company are related to each other and with key managerial personnel or senior management within the meaning of Section 2(77) of the Companies Act, 2013.

Director	Other Director/KMP/SMP	Relationship
Rahul Maganlal Timbadia	Kartik Maganlal Timbadia (Director)	Brother
	Almitra Ballal Chandrachud (Director)	Daughter-in-Law
Kartik Maganlal Timbadia	Rahul Maganlal Timbadia (Director)	Brother
	Karna Kartik Timbadia (Director/KMP)	Son
Karna Kartik Timbadia	Kartik Maganlal Timbadia (Director)	Father
Almitra Ballal Chandrachud	Rahul Maganlal Timbadia (Director)	Spouse's father

ARRANGEMENTS WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding between major shareholders, customers, suppliers, or others pursuant to which any of the Directors were selected as a director or member of senior management as on the date of this Draft Prospectus.

SERVICE CONTRACTS

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

BORROWING POWERS OF THE BOARD

Pursuant to a Special Resolution passed at an Extraordinary General Meeting of our Company held on January 5, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and pursuant to Articles of Association of the Company, the Board of Directors of the Company is authorized to borrow from time to time any sum or sums of money together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) that may exceed, the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 100 Crores (Rupees Hundred Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on NSE Emerge. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

POLICY FOR DETERMINATION OF MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to the Company immediately upon the listing of Equity Shares of the Company on NSE Emerge. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on NSE Emerge. The Board of Directors at their meeting held on December 1, 2023 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

CONFIRMATION

- a. None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Prospectus, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such company.
- b. None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.
- c. None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- d. None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- e. None of the Directors of our Company are debarred from accessing the capital market by SEBI.
- f. None of the Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- g. 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, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.
- h. In respect of the track record of the Directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc.

COMPENSATION OF DIRECTORS

Remuneration paid or payable to our Directors by our Company

Details of the remuneration paid to Directors during the Financial Year 2022-2023 by our Company is set forth below:

a. Remuneration to our Executive Directors:

Details of the remuneration paid to our Executive Directors during the Financial Year 2022-2023 are set forth below:

Name of Executive Director	Details	Amount in ₹ Lakhs
Karna Kartik Timbadia	Remuneration	17.85
Kartik Maganlal Timbadia	Remuneration	18.00
Rahul Maganlal Timbadia	Remuneration	Nil

b. Compensation to our Non-Executive Directors and Independent Directors:

Our Company has not paid any compensation to our Non-Executive Directors and Independent Directors during the Financial Year 2022-2023.

c. Sitting fee:

The directors (including Independent Directors) of our Company are entitled to sitting fee, as may be decided by the Board of Directors of our company.

d. Payment of benefit to Non-Executive Independent Directors of our Company

As per the terms of the appointment, our Company at present does not pay any remuneration to the Independent directors, by whatever name called like remuneration, commission on profit, etc, except for reimbursement of expenses and sitting fee.

e. Payment of Benefits (Non-Salary Related):

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

f. Contingent and Deferred Compensation Payable to Directors:

There is no contingent or deferred compensation payable to our directors which does not form part of their remuneration.

g. Bonus or profit-sharing plan of the Directors:

Our Company does not have any bonus and/ or profit sharing plan. However, our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

Remuneration paid or payable to our Directors by our Associate Company

No remuneration is paid to the directors during the financial year 2022-2023 by our Associate Company.

Remuneration paid or payable to our Directors by our Subsidiary Company

No remuneration is paid to the directors during the financial year 2022-2023 by our Subsidiary Company.

SHAREHOLDING OF OUR DIRECTORS

The details of shareholding of our directors as on the date of this Draft Prospectus are as follows:

Name of the Shareholder	Number of Equity Shares of face Value ₹ 10/- each	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
Rahul Maganlal Timbadia	93,64,000	78.85	58.07
Karna Kartik Timbadia	3,12,000	2.63	1.93
Kartik Maganlal Timbadia	3,12,000	2.63	1.93
Almitra Ballal Chandrachud	500	Negligible	Negligible
Biren Kishore Parekh	-	-	-
Dhruvi Kashyap Shah	-	-	-
TOTAL	99,88,500	84.11	61.94

INTEREST OF OUR DIRECTORS

Interest in Promotion of our Company

Some of our Directors i.e. Karna Kartik Timbadia, Kartik Maganlal Timbadia and Rahul Maganlal Timbadia, are interested in the promotion of our Company in their capacity as promoter of our Company and having significant control over the management and influencing policy decisions of our Company.

Interest in property of our Company

Our Directors do not have any interest in any property acquired by or proposed to be acquired by our Company Three (3) years prior to filing of this Draft Prospectus.

Interest as member of our Company

As mentioned above under the head ‘Shareholding of Our Directors’, our Directors jointly hold 99,88,500 Equity Shares aggregating to 84.11% of pre-issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company.

Interest as director of our Company

Our Directors are interested to the extent of compensation, remuneration/ sitting fees to be paid, perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointments as director in our Company.

Further our directors may be deemed to be interested to the extent of shareholding held by them, their relatives, their companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoter and in any dividend distribution which may be made by our Company in the future.

Further, our Directors may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For details of our group entities, please refer Section titled “Information with respect to Group Entities” beginning on page 264 of this Draft Prospectus.

Other than as stated above and except as stated in the chapters “Restated Financial Statements- Related Party Disclosure” and “Our Promoter and Promoter Group” on page 189 and 181 of this Draft Prospectus, our Directors do not have any other interest in the business of our Company.

Interest in similar business/ventures

Karna Kartik Timbadia (Promoter and Director) and Almitra Ballal Chandrachud (Director) of our Company are also directors of Perhaps Food Private Limited and Karna Kartik Timbadia (Promoter and Director) is a partner in Coast to Coast Hospitality and Lifestyle LLP, which operates in food and beverage sector which is a smaller revenue segment of our Company.

For risk associated with engagement of our promoters, directors and group companies in similar line of business as ours, refer risk factor number 29 on page 34 of this Draft Prospectus.

For risk associated with interest of our promoters, directors and Key Managerial Personnel in our company, refer risk factor number 46 on page 40 of this Draft Prospectus.

Criminal Proceedings involving Directors

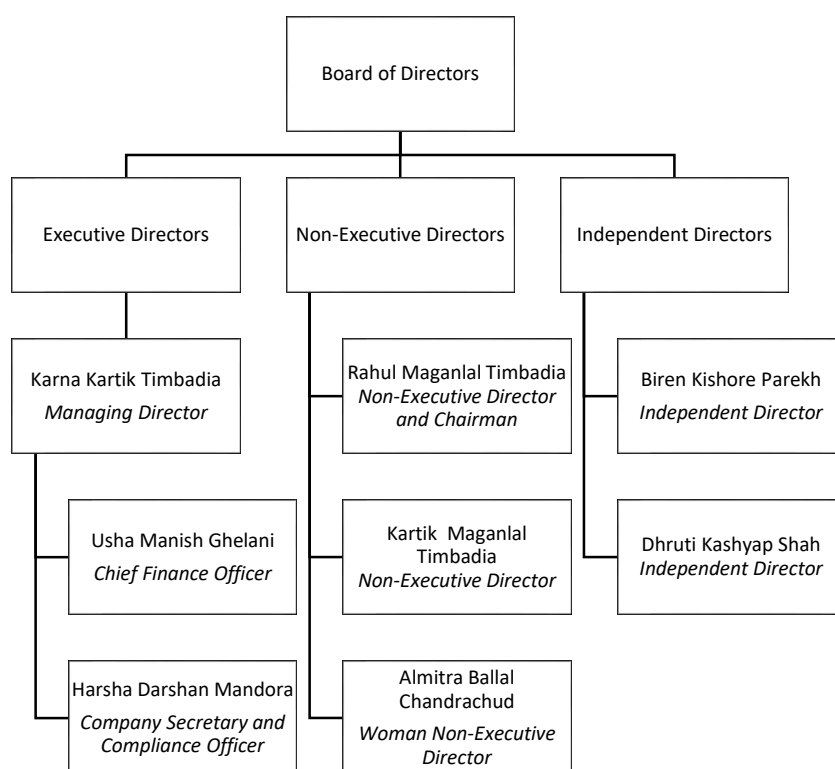
There are no criminal proceedings involving any of our directors.

CHANGE IN THE DIRECTORS DURING THE LAST THREE (3) YEARS

Name of Director	Date of Event	Event	Reason
Rahul Maganlal Timbadia	November 30, 2021	Change in designation	Regularisation as Executive Director
Subodh Sualal Bohra	February 28, 2022	Cessation	Cessation as a Non-Executive Director due to personal reasons and pre-occupation
Biren Kishore Parekh	November 23, 2023	Appointment	Appointment as an Additional Non-Executive Independent Director

Mayoor Natubhai Amin	November 23, 2023	Change in designation	Change in designation from Non-Executive Director to Non-Executive Independent Director
Rahul Maganlal Timbadia	November 23, 2023	Change in designation	Appointed as Executive Chairman
Karna Kartik Timbadia	November 23, 2023	Change in designation	Change in designation i.e. Appointment as Managing Director
Almitra Ballal Chandrachud	March 29, 2024	Change in designation	Change in designation from Executive Director to Non- Executive Director
Karna Kartik Timbadia	March 29, 2024	Change in terms of appointment	Appointment as Managing Director
Rahul Maganlal Timbadia	March 29, 2024	Change in designation	Change in designation from Executive Director (Chairman) to Non-Executive Director (Chairman)
Kartik Maganlal Timbadia	March 29, 2024	Change in designation	Change in designation from Whole Time Director to Non-Executive Director
Biren Kishore Parekh	March 29, 2024	Change in designation	Regularisation as Non-Executive Independent Director
Mayoor Natubhai Amin	March 29, 2024	Cessation	Cessation as a Non-Executive Independent Director due to personal reasons.
Dhruti Kashyap Shah	March 29, 2024	Appointment	Appointment as a Non-Executive Independent Director

MANAGEMENT ORGANIZATION STRUCTURE



CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI LODR Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Draft Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirements specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to our Company,

although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Committees of our Board of Directors

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

- A) Audit Committee
- B) Stakeholder's Relationship Committee
- C) Nomination and Remuneration Committee

A) Audit Committee

As per section 177 of the Companies Act, 2013 read with the corresponding rules and SEBI Regulations, the Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.

Constitution of Audit Committee

Our Audit Committee was constituted at the Board Meeting held on November 23, 2023 and subsequently the Audit Committee was re-constituted at the Board Meeting held on April 9, 2024.

The Audit Committee comprises of:

Name of Director	Nature of Directorship	Designation in Committee
Biren Kishore Parekh	Non- Executive Independent Director	Chairperson
Dhruti Kashyap Shah	Non- Executive Independent Director	Member
Kartik Maganlal Timbadia	Non-Executive Director	Member

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; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. 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. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
3. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

4. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
5. Changes, if any, in accounting policies and practices and reasons for the same;
6. Major accounting entries involving estimates based on the exercise of judgment by management;
7. Significant adjustments made in the financial statements arising out of audit findings;
8. Compliance with listing and other legal requirements relating to financial statements;
9. Disclosure of any related party transactions;
10. Qualifications in the draft audit report; and
11. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
12. Approval or any subsequent modification of transactions of the company with related parties;
13. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases
14. 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.
15. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. 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.
18. Discussion with internal auditors any significant findings and follow up there on.
19. Examination of the financial statement and the auditors' report thereon;
20. Approval or any subsequent modification of transactions of the company with related parties;
21. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
22. Reviewing, with the management, the quarterly and half yearly financial statements before submission to the board for approval
23. Scrutiny of inter-corporate loans and investments;
24. Discussion with internal auditors of any significant findings and follow up there on;
25. 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;
26. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
27. Valuation of undertakings or assets of the company, wherever it is necessary;
28. Evaluation of internal financial controls and risk management systems;
29. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/

Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

30. The Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
31. The Committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
32. To investigate any other matters referred to by the Board of Directors;
33. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
34. Carrying out any other function as may be required / mandated as per the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws;
35. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments;
36. the Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial information and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

The committee shall be responsible for performing all the functions and duties as stated above and are required under the provisions of Companies Act, 2013 and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Meeting of the Audit Committee

Audit committee shall meet as and when required and not more than 120 days shall elapse between 2 meetings.

The decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

Quorum of the Audit Committee Meeting

The quorum of the meeting shall be either Two members or One-Third of the members of the committee, whichever is greater, provided that Two (2) should be present.

B) Stakeholders' Relationship Committee

Pursuant to Section 178 (6) of the Companies Act, 2013 and SEBI Regulations, the Board of Directors of a Company shall constitute a Stakeholders Relationship Committee to perform the following functions with regard to investor:

Resolving the grievances of the security holders of the listed entity including complaints related

To transfer of shares or debentures, including non-receipt of share or debenture certificates and to review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints.

Constitution of our Stakeholders' Relationship Committee

Our Stakeholders' Relationship Committee was constituted at the Board Meeting held on November 23, 2023.

The Stakeholders' Relationship Committee comprises of:

Name of Director	Nature of Directorship	Designation in Committee
Biren Kishore Parekh	Non-Executive Independent Director	Chairperson
Almitra Ballal Chandrachud	Non-Executive Woman Director	Member
Kartik Maganlal Timbadia	Non-Executive Director	Member

Role of the Stakeholders Relationship Committee

1. Review of measures taken for effective exercise of voting rights by shareholders
2. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures, or any other securities
3. 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
4. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services
5. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
6. 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. The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

Meeting of the Stakeholders Relationship Committee

Stakeholders Relationship Committee shall meet as and when required and shall report to the Board in regard the status of Redressal of complaints received from the shareholders of the Company.

The decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

Quorum of the Stakeholders Relationship Committee

The quorum necessary for a meeting of the Stakeholder's Relationship Committee shall be Two (2) Directors.

The committee shall be responsible for performing all the functions and duties as stated above and are required under the provisions of Companies Act, 2013 and Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

C) Nomination and Remuneration Committee

In accordance with Section 178 of the Companies Act, 2013, the Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute the Nomination and Remuneration Committee consisting of three or more Non-Executive Directors out of which not less than One-half shall be Independent Directors. Provided that the Chairperson of the Company (whether Executive or Non-Executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

Constitution of Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was constituted at the Board Meeting held on November 23, 2023 and subsequently the Stakeholders' Relationship Committee was re-constituted at the Board Meeting held on April 9, 2024.

The Nomination and Remuneration Committee comprises of:

Name of Director	Nature of Directorship	Designation in Committee
Biren Kishore Parekh	Non-Executive Independent Director	Chairperson
Dhruvi Kashyap Shah	Non-Executive Independent Director	Member
Almitra Ballal Chandrachud	Non-Executive Woman Director	Member

Role of the Nomination and Remuneration Committee

The Nomination and Remuneration committee shall perform inter alia the following function:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees (“Remuneration Policy”).

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

- i. The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully
 - ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - iii. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
2. Formulation of criteria for evaluation of independent directors and the Board
 3. Devising a policy on Board diversity
 4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director’s performance (including independent director)
 5. Analysing, monitoring and reviewing various human resource and compensation matters
 6. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors
 7. Determining the Company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors
 8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary
 9. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time
 10. Reviewing and approving the Company’s compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws.
 11. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable.
 12. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

- b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
13. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority. The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations.

Meeting of the Nomination and Remuneration Committee

Nomination and Remuneration Committee shall meet as and when the need arise for review of Managerial Remuneration. Meeting of the Nomination and Remuneration Committee shall be called by at least seven days' notice in advance or at a shorter period notice, with the consent of maximum members of the committee.

The decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

Quorum of the Nomination and Remuneration Committee

The quorum of the meeting shall be either Two members or One-Third of the members of the committee, whichever is greater, provided that Two (2) should be present.

KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company has not identified any individuals as Senior Management Personnel. The details of the Key Managerial Personnel as on the date of this Draft Prospectus are set out below:

Name	Designation
Karna Kartik Timbadia	Managing Director
Usha Manish Ghelani	Chief Financial Officer
Harsha Darshan Mandora	Company Secretary and Compliance Officer

Profile of Key Managerial Personnel other than Managing Director

For details relating to Managing Director, refer to the chapter titled "Our Management- Board of Directors" beginning on page 164 of this Draft Prospectus.

Particulars	Details
Name	Usha Manish Ghelani
Designation	Chief Financial Officer
Date of Joining	November 23, 2023
Qualification	Chartered Accountant from the Institute of Chartered Accountants of India
Term of Office	NA
Experience and Role	Usha Manish Ghelani is a qualified Chartered Accountant and she has been working in our company since November, 2023. This is her first employment. She is responsible to oversee the financial and taxation aspects of our company.
Details of Previous Employment	NA

Particulars	Details
Name	Harsha Darshan Mandora
Designation	Company Secretary and Compliance Officer
Date of Joining	December 12, 2023
Qualification	Company Secretary from ICSI
Term of Office	NA
Experience and Role	Harsha Darshan Mandora has worked as Company Secretary in Citi Centre Mall Nasik Private Limited for 1 year. She has 1 year experience in various compliance and secretarial activities. She has been working in our company since December, 2023. She is responsible to oversee compliance and secretarial aspects of our company.
Details of Previous Employment	Company Secretary in Citi Centre Mall Nasik Private Limited

TERMS OF CONTRACT AND DETAILS OF SERVICE CONTRACTS

Our Company has not executed any service contracts with its Key Managerial Personnel for providing benefits including any termination/retirement benefits.

FAMILY RELATIONSHIP BETWEEN ANY KEY MANAGERIAL PERSONNEL

Except as mentioned below, none of the Key managerial Personnel of the Company are related to each other and with directors, key managerial personnel or senior management within the meaning of Section 2(77) of the Companies Act, 2013.

KMP	Other Director/KMP/SMP	Relationship
Karna Kartik Timbadia	Kartik Maganlal Timbadia (Director)	Father
Usha Manish Ghelani	NA	NA
Harsha Darshan Mandora	NA	NA

INTEREST OF OUR KEY MANAGERIAL PERSONNEL

Except Karna Kartik Timbadia, Managing Director of our Company, none of the other key managerial peronnels have any interest, direct or otherwise, in our company, except to the extent of their remuneration.

For details relating to the interest of Karna Kartik Timbadia, refer head 'Interest of our Directors' above.

For risk associated with interest of our promoters, directors and Key Managerial Personnel in our company, refer risk factor number 46 on page 40 of this Draft Prospectus.

ARRANGEMENTS WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding between major shareholders, customers, suppliers, or others pursuant to which any of the key managerial personnel were selected as a member of management as on the date of this Draft Prospectus.

REMUNERATION/ COMPENSATION PAID TO OUR KEY MANAGERIAL PERSONNEL

Details of remuneration/ compensation paid and benefits in kind granted to Key Managerial Personnel during the financial year 2022-2023 is as follows:

Name of the Key Managerial Personnel/Senior Management	Amount of Remuneration (Amount in ₹ Lakhs)	Benefits in Kind (if any)
Karna Kartik Timbadia	17.85	NIL
Usha Manish Ghelani	NIL	NIL
Harsha Darshan Mandora	NIL	NIL

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

BONUS AND/ OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

Our Company does not have any bonus and/ or profit sharing plan for the Key Managerial Personnel. However, our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

STATUS OF KEY MANAGEMENT PERSONNEL IN OUR COMPANY

All our Key Managerial Personnel are permanent employees of our Company.

SHAREHOLDING OF KEY MANAGEMENT PERSONNEL IN OUR COMPANY

The details of the shareholding of our Key Managerial Personnel as on the date of this Draft Prospectus are as follows:

Name of the Key Managerial Personnel	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
Karna Kartik Timbadia	3,12,000	2.63%	1.93%
Usha Manish Ghelani	-	-	-
Harsha Darshan Mandora	-	-	-
Total	3,12,000	2.63%	1.93%

CHANGES IN COMPANY'S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE (3) YEARS

Changes in our Key Management Personnel, other than by way of retirement in the normal course, during the Three (3) years immediately preceding the date of this Draft Prospectus are set forth below:

Name of the Key Managerial Personnel	Event	Date of Appointment/Change
Rahul Maganlal Timbadia	Change in designation from Additional Executive Director to Executive Director	November 30, 2021
Karna Kartik Timbadia	Appointment as Managing Director	November 23, 2023
Usha Manish Ghelani	Appointment as Chief Financial Officer	November 23, 2023
Rahul Maganlal Timbadia	Change in designation from Executive Director to Executive Chairman	November 23, 2023
Harsha Darshan Mandora	Appointment as Company Secretary and Compliance Officer	December 12, 2023
Kartik Maganlal Timbadia	Change in designation from Whole Time Director to Non-Executive Director	March 29, 2024
Karna Kartik Timbadia	Appointment as Managing Director (with revised terms of appointment)	March 29, 2024
Almitra Ballal Chandrachud	Change in Designation from Executive Director to Non-Executive Director	March 29, 2024
Rahul Maganlal Timbadia	Change in designation from Executive Chairman to Non-Executive Chairman	March 29, 2024

ATTRITION OF KEY MANAGERIAL PERSONNEL

Attrition of key managerial personnel

The Attrition Rate of the Key Managerial Personnel during the 3 financial years and stub period immediately preceding the date of this Draft Prospectus is provided below:

Financial Year	Number of resignations during the period	Average No. of Employees during the period	Rate of Attrition (%)
2020-2021	Nil	Nil	Cannot be determined
2021-2022	Nil	Nil	Cannot be determined
2022-2023	Nil	Nil	Cannot be determined
Stub period* (01-04-2023 to 31-01-2024)	3	3.5	85.71

*The company became a public limited company on November 3, 2023. Before that there was no need to appoint Key Managerial Personnel as per SEBI guidelines, hence, the attrition rate before conversion into public limited company is not applicable. However, it should be noted that none of the Key Managerial Personnel has left the company and their resignations has been a result of board restructuring.

EMPLOYEE STOCK OPTION OR EMPLOYEE STOCK PURCHASE

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Prospectus.

PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except as disclosed in this Draft Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards superannuation, ex-gratia rewards. Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

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OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTER

The Promoters of our Company are Rahul Maganlal Timbadia, Kartik Maganlal Timbadia and Karna Kartik Timbadia.

As on the date of this Draft Prospectus, the promoters of our Company hold 99,88,000 shares equivalent to 84.11% of Pre-Issue Share Capital of our Company.


The promoter shareholding is as under:

- a. Rahul Maganlal Timbadia holds 93,64,000 Equity Shares, representing 78.85% of the issued, subscribed, and paid-up Equity Share capital of our Company.
- b. Kartik Maganlal Timbadia holds 3,12,000 Equity Shares, representing 2.63% of the issued, subscribed, and paid-up Equity Share capital of our Company.
- c. Karna Kartik Timbadia holds 3,12,000 Equity Shares, representing 2.63% of the issued, subscribed, and paid-up Equity Share capital of our Company.


For details regarding built-up of promoter capital, please see the chapter titled “Capital Structure” on page 61 of this Draft Prospectus.


Our Promoters and Promoters Group will continue to hold the majority of our Post- Issue Paid-up Equity Share Capital of our Company.

BRIEF PROFILE OF OUR PROMOTERS

	Rahul Maganlal Timbadia	
	DIN	00691457
	Permanent Account Number (PAN)	ABXPT5258P
	Date of birth	October 19, 1950
	Age	73
	Address	601, Crystal Apartment, Plot No. 31, Vallabh Nagar Society, N.S. Road No. 3, Juhu Scheme, Vile Parle (West), Mumbai, Maharashtra – 400056
	Qualification	Bachelor of Science from University of Bombay in 1980 and LLB from University of Mumbai
	Occupation	Businessman
	Brief Biography	<p>Rahul Maganlal Timbadia, aged 73 years, is one of the promoter of Saj Hotels Limited. He has completed Bachelors of Science degree from Jai Hind College, University of Bombay in Chemistry (Principal) and Botany (Subsidiary) in 1980. He is appointed as the Chairman of the Company w.e.f. March 29, 2024. He has an experience of over 3 decades in Hospitality and Real Estate Industry and over 1 decade in Metal Trading Industry.</p> <p>He is the Managing Director of La Tim Metal & Industries Limited since August, 2014. La Tim Metal and Industries Limited is a listed public limited company that is engaged in the business of dealing in metal products like color coated coils and profile sheets.</p> <p>He also holds directorship in other companies’ viz. La-Tim Life Style and Resorts Limited since April, 1987, Sanctuary Design and Development Private Limited since January, 2014 and My Own Rooms Dot In Private Limited since October, 2021.</p>
	No. of Equity Shares held in Company	93,64,000 Equity Shares i.e. 78.85% of the issued, subscribed and paid-up Equity Share Capital

	[% of Shareholding (Pre-Issue)]	
	Directorships held	<ol style="list-style-type: none"> 1. My Own Rooms Dot In Private Limited 2. La Tim Metals and Industries Limited 3. La Tim Life Style and Resorts Limited 4. Sanctuary Design and Development Private Limited
	Other Ventures of the Promoters	<ol style="list-style-type: none"> 1. Ira Latim Farms LLP 2. La Proviso Infra Developers LLP 3. Coast To Coast Hospitality and Lifestyle LLP
	Achievements	NA

Kartik Maganlal Timbadia		
	DIN	00473057
	Permanent Account Number (PAN)	AAAPT9456F
	Date of birth	November 24, 1952
	Age	71
	Address	901/902, Kalpana, 69-A, 11th Road, Opp. Ramakrishna Mission, Khar (West), Mumbai, Maharashtra – 400052
	Qualification	Bachelor of Commerce from Bombay University in 1974
	Occupation	Businessman
	Brief Biography	<p>Kartik Maganlal Timbadia, aged 71 years, is one of the promoters of Saj Hotels Limited. He has completed his Bachelor of Commerce degree from Bombay University in the year 1974. He has over 3 decades of experience in Hospitality and Real Estate Industry and 2 decades in Metal Trading Industry.</p> <p>He also holds directorship in La Tim Metal and Industries Limited and La Tim Life Style and Resorts Limited.</p>
	No. of Equity Shares held in Company [% of Shareholding (Pre-Issue)]	3,12,000 Equity shares i.e. 2.63% of the issued, subscribed, and paid-up Equity Share Capital
	Directorships held	<ol style="list-style-type: none"> 1. La Tim Metal & Industries Limited 2. La Tim Life Style and Resorts Limited
	Other Ventures of the Promoters	NA
	Achievements	NA

Karna Kartik Timbadia		
	DIN	01753308
	Permanent Account Number (PAN)	ACVPT4109Q
	Date of birth	May 13, 1982
	Age	42
	Address	901/902, Kalpana, 69-A, 11th Road, Opposite Ramakrishna Mission, Khar (West), Mumbai, Maharashtra – 400052
	Qualification	Higher Diploma in Hotel Management in 2005
	Occupation	Businessman
	Brief Profile	<p>Karna Kartik Timbadia, aged 42 years, is one of the promoters of Saj Hotels Limited. He has been a part of the Board since March 8, 2011, and is currently designated as Managing Director of our Company with effect from March 29, 2024. He has done Higher Diploma in Hotel Management from the Kohinoor IMI University in the year 2005. He has an experience of over 1 decade in Hospitality and Real Estate Industry.</p>

		Under his supervision, Saj Hotels has opened 2 new resorts i.e. Saj by the Lake, Malshej and Saj in the Forest, Pench. He also holds directorship in Perhaps Food Private Limited since September, 2023, a company which is also engaged in Food and Beverage Sector.
	No. of Equity Shares held in Company [% of Shareholding (Pre-Issue)]	3,12,000 Equity Shares i.e. 2.63% of the issued, subscribed, and paid-up Equity Share Capital
	Directorships held	1. Perhaps Foods Private Limited
	Other Ventures of the Promoters	1. Coast to Coast Hospitality and Lifestyle LLP 2. IRA Latim Farms LLP 3. Latim Realty LLP 4. La Proviso Infra Developers LLP
	Achievements	NA

DECLARATION

- Our Company undertakes that the details of Permanent Account Number (PAN), Bank Account Number, Aadhar Card Number, Driving License Number and Passport Number of the Promoter will be submitted to the Emerge Platform of National Stock Exchange Limited (NSE EMERGE), where the securities of our Company are proposed to be listed at the time of submission of this Draft Prospectus.
- Our Promoter and the members of our Promoter Group have confirmed that they have not been identified as willful defaulters or fraudulent borrowers by the RBI or any other governmental authority.
- Our Promoter have not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.
- No violations of securities law have been committed by our Promoter or members of our Promoter Group, in the past or is currently pending against them.
- None of
 - i. our Promoter and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies
 - ii. the Companies with which any of our Promoter are or were associated as a promoter, director or person in control,

are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

UNDERTAKING/ CONFIRMATIONS

None of our Promoters or Promoters Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling, or dealing in securities under any order or direction passed by SEBI or any other authority or
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the Promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company, and Company promoted by the Promoters during the past three years.

The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “Outstanding Litigations and Material Developments” beginning on page 255 of this Draft Prospectus

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has been no change in the management and the control of our company in the last five years.

INTEREST OF OUR PROMOTERS

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of their shareholding and the shareholding of relatives in our Company and the dividend payable, if any and other distributions in respect of the Equity Shares held by them or the relatives; (iii) of being Director of our Company and the remuneration, sitting fees and reimbursement of expenses payable by our Company to them; (iv) that they provided personal guarantees for the loans availed by our Company; and (v) that our Company has undertaken transactions with them, or their relatives or entities in which our Promoters hold shares.

Interest in Promotion of our Company

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

Interest in property of our Company

Our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company Three (3) years prior to filing of this Draft Prospectus.

Interest as member of our Company

Our Promoters jointly hold 99,88,000 Equity Shares aggregating to 84.11% of pre-issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company.

For details regarding built up of promoter capital, please see the chapter titled “Capital Structure” on page 61 of this Draft Prospectus.

Interest as director of our Company

Our Promoters may be deemed to be interested to the extent of compensation, remuneration/ sitting fees to be paid, perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointments as director in our Company. For further details, refer section titled “Our Management” beginning on page 164 of this Draft Prospectus.

Further, our Promoters may be deemed to be interested in the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For details of our group entities, please refer “Information with respect to Group Entities” beginning on page 264 of this Draft Prospectus.

For details regarding the transaction undertaken by our company with the promoters, promoter group, entities in which our Promoters hold shares, please refer chapter titled “Related Party Transactions” beginning on page 235 of this Draft Prospectus.

For risk associated with engagement of our promoters, directors and group companies in similar line of business as ours, refer risk factor number 29 on page 34 of this Draft Prospectus.

Interest in similar business/ventures

Karna Kartik Timbadia (Promoter and Director) of our Company is also director of Perhaps Food Private Limited and Karna Kartik Timbadia (Promoter and Director) is a partner in Coast to Coast Hospitality and Lifestyle LLP, which operates in food and beverage sector which is a smaller revenue segment of our Company.

MATERIAL GUARANTEES

Our Promoters have not given any material guarantees to any third parties with respect to the Equity Shares, as on the date of this Draft Prospectus.

As on January 31, 2024, Saj Hotels Limited is one of the co-borrowers in respect of the loan to the extent of ₹ 3,600 Lakhs borrowed by La Tim Metal & Industries Limited. Further, our Company has also provided security in the nature of hypothecation/ mortgage

over our properties situated i.e. Saj on the Mountain, Mahabaleshwar and Saj by the Lake, Malshej. The promoter of our company have also provided personal guarantee in respect of the said borrowings, the details of the same is provided herein below:

Promoter	Purpose	Personal Guarantee (Amount in ₹ Lakhs)	Outstanding as on 31 January 2024 in the books of La Tim Metal & Industries Limited (Amount in ₹ Lakhs)
Karna Kartik Timbadia	Group Loan from Aditya Birla Finance Limited	3,600.00	3,600.00
Rahul Timbadia			
Kartik Maganlal Timbadia			

For risk associated with guarantee provided by promoters of our Company, refer risk factor number 42 on page 38 of this Draft Prospectus.

COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves as a Promoters(s) from any Company in three years preceding the date of this Draft Prospectus.

PAYMENT OF BENEFIT TO PROMOTERS

Except as stated above and in relevant 'Related Party Disclosures' in chapter titled 'Restated Financial Information' beginning on page 189 of this Draft Prospectus, there has been no payment of benefits to our Promoters, members of our Promoters Group and Group Entities, during the three years preceding the filing of this Draft Prospectus.

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OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons and entities are part of our Promoters Group:

A. NATURAL PERSONS WHO ARE PART OF THE PROMOTERS GROUP

As per Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, the natural persons who are part of the Promoters Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

Names of Relatives of Rahul Maganlal Timbadia	Relationship
Late Maganlal Timbadia	Father
Late Labhugauri Timbadia	Mother
Kartik Maganlal Timbadia	Brother
Bharti Kishor Kamdar, Hemuben Bhupendra Shah	Sister
Amita Rahul Timbadia	Spouse
Parth Rahul Timbadia	Son
Almitra Ballal Chandrachud	Daughter-in-law
Radhika Rahul Timbadia	Daughter
-	Son-in-law
Late Rajnikant Vasantlal Sheth	Spouse's Father
Late Sushila Rajnikant Sheth	Spouse's Mother
-	Spouse's Brother
-	Spouse's Sister

Names of Relatives of Kartik Maganlal Timbadia	Relationship
Late Maganlal Timbadia	Father
Late Labhugauri Timbadia	Mother
Rahul Maganlal Timbadia	Brother
Bharti Kisore Kamdar, Hemuben Bhupendra Shah	Sister
Suchita Kartik Timbadia	Spouse
Karna Kartik Timbadia	Son
Jalpa Karna Timbadia	Daughter-in-law
Tanvi Kartik Timbadia	Daughter
Soumya Khona	Son-in-law
Late Nanalal Meghani	Spouse's Father
Late Kanchan Meghani	Spouse's Mother
Bharat Nanalal Meghani	Spouse's Brother
-	Spouse's Sister

Names of Relatives of Karna Kartik Timbadia	Relationship
Kartik Maganlal Timbadia	Father
Suchita Kartik Timbadia	Mother
-	Brother
Tanvi Kartik Timbadia	Sister
Jalpa Karna Timbadia	Spouse
-	Son
-	Daughter-in-law
Saisha Karna Timbadia	Daughter
-	Son-in-law
Suresh Dolatrai Doshi	Spouse's Father
Late Swati Doshi	Spouse's Mother
Manan Suresh Doshi	Spouse's Brother
-	Spouse's Sister

B. ENTITIES FORMING PART OF PROMOTERS GROUP

As on the date of this Draft Prospectus, the entities forming part of our Promoter Group are as follows:

Sr. No.	Nature of entity	Name of entity	Promoter group relation
A.	Company	La Tim Metal & Industries Limited	Body corporate in which twenty per cent. or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member;
		Perhaps Food Private Limited	
		Sanctuary Design and Development Private Limited	
		La-Tim Life Style and Resort Limited	
B.		-	Body corporate in which body corporates in (A) above hold 20% or more of the Equity Share Capital
C.	LLP	Ira Latim Farm LLP	Body corporate in which 20% or more of the equity share capital is held by the Promoters of our Company or their immediate relative
		Latim Realty LLP	
		Coast to Coast Hospitality and Lifestyle LLP	
D.		-	Body corporate in which body corporates in (C) above hold 20% or more of the Equity Share Capital
E.	Partnership firm/ HUF/ Proprietary concern	Latim Investment and Finance Co (Proprietorship)	HUF or firm in which the aggregate shareholding of the Promoters of our Company and their relatives is equal to or more than 20% of the total capital.
		Latim Nursery (Proprietorship)	
		Champaca Bookstore, Library and Café (Proprietorship)	
		Swara Hills (Partnership)	

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DIVIDEND POLICY

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares for the period covered in Restatement of Accounts as per our Restated Financial Statements.

For risk associated with declaration of dividend, refer risk factor number 54 on page 42 of this Draft Prospectus.

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SECTION-VII FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr. No	Details
1	Independent Auditor's Examination Report on Restated Consolidated Financial Statement
2	Restated Financial Statements along with accompanying Notes and Schedules

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors

Saj Hotels Limited (formerly known as Saj Hotels Private Limited)

Mahabaleshwar Panchgani Road,

Mahabaleshwar, Satara,

Maharashtra - 412806

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Statements of Saj Hotels Limited (formerly known as Saj Hotels Private Limited) (the “**Company**” or the “**Holding Company**” or the “**Issuer**”) and its subsidiaries (the Company and its subsidiaries together referred to as “**the Group**”) and of its associate comprising the Restated Consolidated Statement of Assets and Liabilities as at January 31, 2024, 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 for the period ended January 31, 2024, and for the years ended March 31, 2023, March 31, 2022 and March 31 2021, and the summary statement of significant accounting policies, and other explanatory information (collectively, the “**Restated Consolidated Financial Statements**”), as approved by the Board of Directors of the Company at their meeting held on April 30, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus (“**DRHP**”) prepared by the Company in connection with its proposed Small and Medium Enterprise (“**SME**”) Initial Public Offer of equity shares of the Company (“**IPO**”) prepared in terms of the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “**Act**”);
- b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”); and
- c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“**ICAI**”), as amended from time to time (the “**Guidance Note**”).

Management's Responsibility for the Restated Consolidated Financial Statements

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Statements for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India (“**SEBI**”), relevant Stock Exchange where the Company's Equity Shares are proposed to be listed and Registrar of Companies, Pune in connection with the proposed IPO. The Restated Consolidated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure - 4 of the Restated Consolidated Financial Statements.

The respective Board of Directors of the companies included in the Group and of its associate are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statements. The respective Board of Directors are also responsible for identifying and ensuring that the Group and its associate complies with the Act, the ICDR Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Restated Consolidated Financial Statements taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated October 3, 2023 in connection with the proposed IPO;
- b) The Guidance Note, which also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Statements; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations.

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

Restated Consolidated Financial Statements

4. These Restated Consolidated Financial Statements have been compiled by the management from:
- a) Audited Special Purpose Interim Consolidated financial statements of the Company and of its associate as at and for the period ended January 31, 2024 prepared in accordance with recognition and measurement principles under Accounting Standard specified under section 133 of the Act and other accounting principles generally accepted in India (the “Special Purpose Interim Consolidated Financial Statements”) which have been approved by the Board of Directors at their meeting held on April 30, 2024;
 - b) Audited Special Purpose Consolidated Financial Statements of the Group and of its associate as at and for the year ended March 31, 2023 prepared by the Management in accordance with the Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on April 30, 2024;
 - c)
 - i. Audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2022 prepared by the Management in accordance with the Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on September 30, 2022;
 - ii. Audited Financial Statements of subsidiary mentioned in Annexure A(i)(1) as at and for the year ended March 31, 2022 prepared by the respective Management in accordance with the Accounting Standards, as prescribed by ICAI and other accounting principles generally accepted in India;
 - iii. Audited Financial Statements of the associate mentioned in Annexure A(i)(3) as at and for the year ended March 31, 2022 prepared by the respective Management in accordance with the Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on September 30, 2022;
 - d)
 - i. Audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2021 prepared by the Management in accordance with the Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on November 23, 2021; and
 - ii. Audited Financial Statements of subsidiary mentioned in Annexure A(i)(1) as at and for the year ended March 31, 2021 prepared by the respective Management in accordance with the Accounting Standards, as prescribed by ICAI and other accounting principles generally accepted in India.
5. For the purpose of our examination, we have relied on:
- a) Auditor’s report issued by us dated April 30, 2024 on the special purpose interim consolidated financial statements of the Company as at and for the period ended January 31, 2024 as referred in Paragraph 4(a)(i) above;
 - b) Special Purpose Auditor’s report issued by us dated April 30, 2024 on the consolidated financial statements of the Company as at and for the year ended March 31, 2023 as referred in Paragraph 4(b)(i) above;
 - c)
 - i. Auditor’s report issued by M/s RGSG & Co. (“**the Previous Auditor**” or “**Other Auditor**”) dated September 30, 2022 on the consolidated financial statements of the Group as at and for the year ended March 31, 2022 as referred in Paragraph 4(c)(i) above;
 - ii. Auditor’s Report issued by the Previous Auditor dated September 30, 2022 on the financial statements of the subsidiary as at and for the year ended March 31, 2022 as referred in Paragraph 4(c)(ii) above;
 - iii. Auditor’s report issued by the Previous Auditor dated September 30, 2022 on the financial statements of the associate as at and for the year ended March 31, 2022 as referred in Paragraph 4(c)(iii) above;

d)

- i. Auditor's report issued by us dated November 23, 2021 on the consolidated financial statements of the Group as at and for the year ended March 31, 2021 as referred in Paragraph 4(d)(i) above;
- ii. Auditor's Report issued by the us dated November 30, 2021 on the financial statements of the subsidiary as at and for the year ended March 31, 2021 as referred in Paragraph 4(d)(ii) above.

6. As indicated in our audit reports referred to in para 5(a), 5(b) and 5(d)(i) above, we did not audit the financial statements of the subsidiaries included in the Group and the associate, as mentioned in Annexure A(i), for the period / years as mentioned in Annexure A(ii), whose share of total assets, total revenues, net cash inflows / (outflows) and share of loss in respect of the associate included in the Audited Consolidated Financial Statements for the relevant year / period is tabulated below is tabulated below:

(INR Lakhs)

Particulars	As at and for the period ended January 31, 2024	As at and for the year ended March 31, 2023	As at and for the year ended March 31, 2021
<i>In respect of subsidiaries:</i>			
Total Assets	-	-	26.11
Total Revenue	-	230.99	89.54
Net Cash inflows / (outflows)	-	1.89	7.72
<i>In respect of associate:</i>			
Group's share of net loss in the associate	-	-	-

These financial statements have been audited by other auditor [as mentioned in Annexure A(ii)] and whose reports have been furnished to us by the Company's management. Our opinion on the consolidated financial statements, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditor.

Further, the financial information of these entities, as above, included in these Restated Consolidated Financial Statements, is based on such financial statements audited by the other auditors and have been restated by the Management of the Issuer Company to comply with the basis of preparation stated in Annexure – 4 to the Restated Consolidated Financial Statements.

7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the auditors' reports issued by the Previous Auditor, we report that:
- a) Restated Consolidated Financial Statements have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively for all the years / period to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed for the said years / period, wherever applicable.
 - b) There are no qualifications in the auditor's reports which require any adjustments to the Restated Consolidated Financial Statements;
 - c) Restated Consolidated Financial Statements have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note;
8. Our examination as above includes the following Notes to the Restated Consolidated Financial Statements of the company set out in the Annexure - 5, prepared by the management and approved by the Board of Directors for the period ended January 31, 2024 and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

Particulars	Annexure
Statement of significant accounting policies and notes to the restated consolidated financial statements	Annexure – 4
Restated statement of share capital	Note – 1 to Annexure – 5
Restated statement of reserves and surplus	Note – 2 to Annexure – 5
Restated statement of long-term borrowings	Note – 3 to Annexure – 5
Restated statement of deferred tax liabilities / assets (net)	Note – 4 to Annexure – 5
Restated statement of other long-term liabilities	Note – 5 to Annexure – 5
Restated statement of long-term provisions	Note – 6 to Annexure – 5
Restated statement of short-term borrowings	Note – 7 to Annexure – 5
Restated statement of trade payables	Note – 8 to Annexure – 5

Restated statement of other current liabilities	Note – 9 to Annexure – 5
Restated statement of short-term provisions	Note – 10 to Annexure – 5
Restated statement of property, plant and equipment & intangible assets – tangible & intangible assets	Note – 11 & 11a to Annexure – 5
Restated statement of property, plant and equipment & intangible assets – capital work in progress	Note – 11b to Annexure – 5
Restated statement of non-current investments	Note – 12 to Annexure – 5
Restated statement of long-term loans and advances	Note – 13 to Annexure – 5
Restated statement of other non-current assets	Note – 14 to Annexure – 5
Restated statement of inventories	Note – 15 to Annexure – 5
Restated statement of trade receivables	Note – 16 to Annexure – 5
Restated statement of cash & cash equivalents	Note – 17 to Annexure – 5
Restated statement of short-term loans and advances	Note – 18 to Annexure – 5
Restated statement of other current assets	Note – 19 to Annexure – 5
Restated statement of revenue from operations	Note – 20 to Annexure – 5
Restated statement of other income	Note – 21 to Annexure – 5
Restated statement of cost of food and beverages consumed	Note – 22 to Annexure – 5
Restated statement of employee benefit expenses	Note – 23 to Annexure – 5
Restated statement of finance cost	Note – 24 to Annexure – 5
Restated statement of depreciation & amortization	Note – 25 to Annexure – 5
Restated statement of other expenses	Note – 26 to Annexure – 5
Restated statement of exceptional items	Note – 27 to Annexure – 5
Restated statement of earnings per share	Note – 28 to Annexure – 5
Restated statement of contingent liabilities	Note – 29 to Annexure – 5
Restated statement of related party disclosures under AS-18	Note – 30 to Annexure – 5
Restated statement of accounting ratios as per Schedule III	Note – 31 to Annexure – 5
Restated statement of capitalization	Note – 32 to Annexure – 5
Restated statement of mandatory accounting ratios	Note – 33 to Annexure – 5
Restated statement of tax shelter	Note – 34 to Annexure – 5

9. We have not audited any financial statements of the Company as of any date or for any period subsequent to January 31, 2024. Accordingly, we express no opinion on the financial position, results of operations and cash flows of the Company as of any date or for any period subsequent to January 31, 2024.
10. We, Dhirubhai Shah & Co LLP, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditor or other auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. 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.
13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Restriction on use

14. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, the Registrar of Companies, Pune and relevant Stock Exchange, as applicable, in connection with the proposed IPO. 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, Dhirubhai Shah & Co. LLP

Chartered Accountants

Firm Registration No.: 102511W/W100298

Sd/-

Anik Shah

Partner

Membership No.: 140594

ICAI UDIN: 24140594BKAJQA8814

Place : Mumbai

Date : April 30, 2024

Annexure A**(i) List of Subsidiaries and Associate of Saj Hotels Limited**

Sr No.	Name of Entity	Nature of Relation
1	Coast to Coast Hospitality and Lifestyle LLP*	Subsidiary
2	Perhaps Foods Private Limited #	Subsidiary
3	My Own Rooms Dot In Private Limited	Associate Entity

* Upto 10 March 2023

Upto 30 March 2023

(ii) Details of subsidiaries and associate audited by other auditors for the respective years/period

Particulars	Period ended / Year ended	Name of Auditor
Perhaps Foods Private Limited	31 March 2021	M/s RGSG & Co.
	30 March 2023	
My Own Rooms Dot In Private Limited	31 January 2024	M/s RGSG & Co.
	31 March 2023	
Coast to Coast Hospitality and Lifestyle LLP	10 March 2023	M/s RGSG & Co.

Independent Auditor's Report

To The Board of Directors

Saj Hotels Limited (formerly known as *Saj Hotels Private Limited*)

Report on Interim Consolidate Financial Statements

Opinion

At the request of the Board of Directors of Saj Hotels Limited (the 'Company'), we have audited the accompanying interim consolidated financial statements of the Company and its associate, which comprise the interim consolidated balance sheet as at January 31, 2024 and the related interim consolidated statement of profit and loss and the interim consolidated statement of cash flows for the period then ended, and a summary of significant accounting policies and other explanatory information (collectively, the 'Interim Consolidated Financial Statements'); and the above collectively regarded as "Special Purpose Interim Consolidated Financial Statements") prepared and presented solely to facilitate the preparation of the consolidated financial statements of the Company, for inclusion in the Draft Red Herring Prospectus ("DRHP"), and any amendments and supplements thereto (collectively, the "Offer Document"), prepared in connection with the filing of an offer document for a proposed issue of equity shares (the "Equity Shares") of the Company with the Securities and Exchange Board of India ("SEBI").

The above Special Purpose Interim Consolidated Financial Statements have been prepared by management of the Company in accordance with recognition and measurement principles laid under Accounting Standards specified under section 133 of the Companies Act, 2013 (the 'Act'), other applicable provisions of the Act and rules made thereunder, other accounting principles generally accepted in India, each as amended, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time (the "Guidance Note") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') to the extent applicable (collectively regarded as 'the applicable laws and regulations').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on and separate financial statements of the associate, the aforesaid Special Purpose Interim Consolidated Financial Statements give a true and fair view in conformity with the basis of preparation as set out in notes of the Special Purpose Interim Consolidated Financial Statements, of the state of affairs of the as on January 31, 2024, and its profits and cash flow for the period ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SA) issued by the Institute of Chartered Accountants of India ("ICAI") and in particular SA 800 "Special Considerations Audit of Financial Statements prepared in accordance with Special Purpose Frameworks". Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India and have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Management Responsibility for the Interim Consolidated Financial Statements

The Management and Board of Directors of the Company are responsible for the preparation of the Special Purpose Interim Consolidated Financial Statements that give a true and fair view of the state of affairs, profits and cash flows of the Company in accordance with the applicable laws and regulations.

This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the interim consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Special Purpose Interim Consolidated Financial Statements, the Management and Board of Directors of the Company and of its associate are responsible for assessing the Company's and associate's ability to continue as a going concern,

disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Interim Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Special Purpose Interim Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and its associate's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Special Purpose Interim Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Special Purpose Interim Consolidated Financial Statements, including the disclosures, and whether the Special Purpose Interim Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves presentation in accordance with the basis of preparation as set out in Note 1 to the Special Purpose Interim Consolidated Financial Statements.

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

Basis of Accounting and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Note 1 to the Special Purpose Interim Consolidated Financial Statements, which describes the basis of accounting. The Special Purpose Interim Consolidated Financial Statements are prepared solely to facilitate the preparation of the Restated Consolidated Financial Statements of the Group of which the Company is a part, for inclusion in the Offer Document, prepared in connection with the filing of the offer document with the SEBI for a proposed issue of equity shares by the Company. As a result, the Special Purpose Interim Consolidated Financial Statements may not be suitable for another purpose. Our report is intended solely for the Company and should not be distributed to or used by parties other than the Company.

Other matter

The consolidated financial statements include the Company's share of net profit Rs. 4.32 lakhs for the period ended January 31, 2024 as considered in the consolidated financial statements, in respect of one associate, whose financial statements have been audited by other auditor whose report have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in the respect of this associate, and our report in so far as it relates to the aforesaid associate, is based solely on the report of the other auditor.

Without modifying our opinion, we draw attention to Note 1 to the Special Purpose Interim Consolidated Financial Statements, which describes the basis of preparation. These Special Purpose Interim Consolidated Financial Statements do not constitute a set of statutory financial statements in accordance with the local laws in which the Company is incorporated and are prepared for the sole purpose as mentioned above.

For **Dhirubhai Shah & Co. LLP**

Chartered Accountants

Firm's Registration Number: 102511W/W100298

Sd/-

Anik Shah

Partner

Membership No. 140594

ICAI UDIN: 24140594BKAJSW6270

Place: Mumbai

Date: April 30, 2024

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)
CIN: U55101PN1981PLC023814
ANNEXURE - 1 - RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES
All amounts in INR lakhs, except per share data or as otherwise stated

Particulars	Note No.	As at 31-Jan-24	As at 31-Mar-23	As at 31-Mar-22	As at 31-Mar-21
EQUITY AND LIABILITIES					
(a) Shareholders' funds					
i Share capital	1	1,187.50	237.50	237.50	237.50
ii Reserves and surplus	2	7,687.34	8,325.19	7,977.20	1,748.59
(b) Non-current liabilities					
i Long term borrowings	3	34.21	42.68	55.32	82.02
ii Deferred tax liabilities (net)	4	0.81	6.28	-	-
iii Other long term liabilities	5	170.00	130.00	122.21	120.21
iv Long term provisions	6	11.17	9.60	8.80	7.40
(c) Current liabilities					
i Short term borrowings	7	177.34	571.46	998.22	856.49
ii Trade payables	8				
- total outstanding dues of micro enterprises and small enterprises		11.20	8.54	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		21.19	42.62	69.22	68.34
iii Other current liabilities	9	449.84	487.00	141.13	154.79
iv Short term provisions	10	62.76	31.66	16.85	10.68
TOTAL EQUITY & LIABILITIES		9,813.36	9,892.53	9,626.45	3,286.02
ASSETS					
(a) Non-current assets					
i Property, plant and equipment and intangible assets					
- Property, plant and equipment	11A	9,175.78	9,321.07	8,880.44	2,809.29
- Intangible assets	11B	0.80	0.13	0.15	0.36
- Capital work in progress	11C	127.57	80.42	310.72	9.29
ii Non current investments	12	-	-	7.77	-
iii Deferred tax assets (net)	5			3.23	9.81
iv Long term loans and advances	13	132.00	131.60	126.60	128.77
v Other non current assets	14	37.99	28.28	41.75	25.41
(b) Current assets					
i Inventories	15	16.19	6.82	10.31	17.05
ii Trade receivables	16	21.79	3.49	10.92	15.36
iii Cash and cash equivalents	17	34.71	11.86	28.58	82.00
iv Short term loans and advances	18	196.03	261.89	64.04	38.02
v Other current assets	19	70.50	46.97	141.94	150.66
TOTAL ASSETS		9,813.36	9,892.53	9,626.45	3,286.02

See accompanying notes forming part of the restated consolidated financial statements

As per our report of even date attached

For, Dhirubhai Shah & Co LLP
Chartered Accountants
Firm Registration Number: 102511W/W100298

For and on behalf of Board of Directors of
Saj Hotels Limited

sd/-
Anik S Shah
Partner
Membership Number: 140594
ICAI UDIN:24140594BKAJQA8814

sd/-
Kartik Timbadia
Non - Executive Director
DIN No: 00473057

sd/-
Karna Timbadia
Managing Director
DIN No: 01753308

sd/-
Usha Ghelani
Chief Financial Officer
PAN No: AJAPG8562A

sd/-
Harsha Mandora
Company Secretary
PAN NO: BMHPK22072G

Place: Mumbai
Date : 30 April, 2024

Place: Mumbai
Date : 30 April, 2024

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)
CIN: U55101PN1981PLC023814
ANNEXURE - 2 - RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS
All amounts in INR lakhs, except per share data or as otherwise stated

Particulars	Note No.	For the period ended 31-Jan-24	For the year ended 31-Mar-23	For the year ended 31-Mar-22	For the year ended 31-Mar-21
I INCOME					
(a) Revenue from operations	20	1,204.26	1,271.37	1,283.25	805.50
(b) Other income	21	20.16	10.82	4.65	6.64
Total income		1,224.42	1,282.19	1,287.90	812.14
II EXPENSES					
(a) Cost of food and beverages consumed	22	95.80	180.08	217.80	148.27
(b) Employee benefits expenses	23	242.98	316.96	316.97	220.94
(c) Finance costs	24	8.01	21.99	60.24	148.38
(d) Depreciation and amortization expenses	25	185.05	232.26	145.83	150.80
(e) Other expenses	26	275.24	451.90	336.23	257.32
Total expenses		807.08	1,203.19	1,077.07	925.71
III Profit / (Loss) before exceptional and extraordinary items and tax (I-II)		417.34	79.00	210.83	(113.57)
IV Exceptional items	28	-	370.00	-	-
V Profit / (Loss) before extraordinary items and tax (III+IV)		417.34	449.00	210.83	(113.57)
VI Extraordinary items		-	-	-	-
VII Profit / (Loss) before tax (V+VI)		417.34	449.00	210.83	(113.57)
VIII Tax expense:					
i Current tax		109.42	86.00	60.00	-
ii Deferred tax		(5.47)	9.11	6.58	6.26
iii (Excess) / Short provision of tax relating to earlier years		1.24	(1.87)	-	-
iv Reversal of MAT credit		-	-	-	0.35
		105.19	93.24	66.58	6.61
IX Profit / (Loss) for the period / year before share in profit / (loss) of Associate concern (VII-VIII)		312.15	355.76	144.25	(120.18)
X Share in Profit / (Loss) of Associate Concern		-	(7.77)	(12.23)	-
XI Total Profit / (Loss) for the period / year attributable to: (IX+X)		312.15	347.99	132.02	(120.18)
Owners of the company		312.15	347.99	132.02	(120.18)
Minority interest		-	-	-	-
XII Earnings per equity share (Basic & Diluted)	29	2.63	3.00	1.21	(1.01)
(Not annualised for period ended 31 January 2024)					

See accompanying notes forming part of the restated consolidated financial statements

As per our report of even date attached

For, Dhirubhai Shah & Co LLP
Chartered Accountants
Firm Registration Number: 102511W/W100298

For and on behalf of Board of Directors of
Saj Hotels Limited

sd/-
Anik S Shah
Partner
Membership Number: 140594
ICAI UDIN:24140594BKAJQA8814

sd/-
Kartik Timbadia
Non - Executive Director
DIN No: 00473057

sd/-
Karna Timbadia
Managing Director
DIN No: 01753308

sd/-
Usha Ghelani
Chief Financial Officer
PAN No: AJAPG8562A

sd/-
Harsha Mandora
Company Secretary
PAN NO: BMHPK22072G

Place: Mumbai
Date : 30 April, 2024

Place: Mumbai
Date : 30 April, 2024

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)

CIN: U55101PN1981PLC023814

ANNEXURE - 3 - RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

All amounts in INR lakhs, except per share data or as otherwise stated

Particulars	For the period ended 31-Jan-24	For the year ended 31-Mar-23	For the year ended 31-Mar-22	For the year ended 31-Mar-21
A. Cash flows from operating activities:				
Profit / (loss) before tax	417.34	449.00	210.83	(113.57)
Adjustments for:				
Add: Depreciation and amortisation expense	185.05	232.26	145.83	150.80
Sundry balances written off (net)	-	-	-	13.10
Interest expense, bank commission and charges	8.01	21.99	60.24	148.38
Other provisions	-	-	-	3.27
Less: Interest income	15.03	0.17	0.92	0.57
Net gain on disposal of property, plant and equipment	-	2.05	-	-
Sundry balances written back	3.68	0.62	0.41	-
Net gain on disposal of subsidiaries	-	118.50	-	-
Operating profit before working capital changes	591.69	581.91	415.57	201.41
Adjustments for:				
[Increase] / Decrease in inventories	(9.37)	(8.54)	6.74	(4.67)
[Increase] / Decrease in trade receivables	(18.30)	3.06	4.44	2.03
[Increase] / Decrease in other assets	(33.24)	(160.19)	(20.20)	58.79
[Increase] / Decrease in loans and advances	65.46	(25.06)	(23.85)	164.76
Increase / [Decrease] in trade payables	(15.09)	52.84	1.29	(15.49)
Increase / [Decrease] in other current liabilities	(37.16)	373.91	(13.66)	91.60
Increase / [Decrease] in provision	8.46	7.82	7.55	9.41
Increase / [Decrease] in other long term liabilities	40.00	8.64	2.00	0.45
Cash from / [used in] operations	592.45	834.38	379.89	508.29
Less: Direct taxes paid [net of refunds]	86.47	67.23	47.42	34.03
Net cash from operating activities	505.98	767.15	332.47	474.26
B. Cash flows from investing activities:				
Purchase of property, plant and equipment and Other intangible assets [including capital work-in-progress]	(87.58)	(652.80)	(421.60)	(94.94)
Proceeds from sale of property, plant and equipment	-	3.49	-	-
Proceeds from sale of subsidiaries	-	51.00	-	-
[Purchase] / Sale of non-current investments	-	-	(20.00)	(1.00)
Interest received	15.03	0.17	0.92	0.57
Net cash from / [used in] investing activities	(72.55)	(598.14)	(440.68)	(95.37)
C. Cash flows from financing activities:				
Repayment of non-current borrowings	(1,839.36)	(2,494.37)	(2,165.51)	(1,013.53)
Proceeds from borrowing	1,436.79	2,341.66	2,280.54	841.77
Interest paid	(8.01)	(21.99)	(60.24)	(148.38)
Net cash from / [used in] financing activities	(410.58)	(174.70)	54.79	(320.14)
Net [decrease] / increase in cash and cash equivalents	22.85	(5.69)	(53.42)	58.75
Amount transferred consequent to disposal of subsidiaries	-	(11.03)	-	-
Cash and cash equivalents at the beginning of the year	11.86	28.58	82.00	23.25
Cash and cash equivalents at the end of the year	34.71	11.86	28.58	82.00
Net [decrease] / increase in cash and cash equivalents (A+B+C)	22.85	(16.72)	(53.42)	58.75

Notes to the Cash Flow Statement

- The above cash flow statement has been prepared under the "Indirect method" as set out in AS-3 "Cash Flow Statements".
- All figures in brackets are outflows.

See accompanying notes forming part of the restated consolidated financial statements

As per our examination report of even date attached

For, Dhirubhai Shah & Co LLP

Chartered Accountants

Firm Registration Number: 102511W/W100298

sd/-

Anik S Shah

Partner

Membership Number: 140594

ICAI UDIN:24140594BKAJQA8814

For and on behalf of Board of Directors of

Saj Hotels Limited

sd/-

Kartik Timbadia

Non - Executive Director

DIN No: 00473057

sd/-

Karna Timbadia

Managing Director

DIN No: 01753308

sd/-

Usha Ghelani

Chief Financial Officer

PAN No: AJAPG8562A

sd/-

Harsha Mandora

Company Secretary

PAN NO: BMHPK22072G

Place: Mumbai

Date : 30 April, 2024

Place: Mumbai

Date : 30 April, 2024

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED CONSOLIDATED
FINANCIAL STATEMENT
ANNEXURE - 4**

Group Information & Significant Accounting Policies

(A) Group Information

This Restated Consolidated Financial Statements comprise the financial statements of Saj Hotels Limited (formerly known as Saj Hotels Private Limited) (“the Holding Company”, “Company”) and its subsidiaries (the Company and its subsidiaries together referred to as “**the Group**”) and of its associate.

The Holding Company was incorporated under the Companies Act, 1956 on February 4, 1981. Subsequently, pursuant to a special resolution passed by the shareholders at the Extra Ordinary General Meeting, held on October 2, 2023, the Holding Company was converted into a Public Limited Company and consequently the name of the Holding Company was changed from “Saj Hotels Private Limited” to “Saj Hotels Limited” vide a fresh certificate of Conversion dated November 3, 2023, issued by the Registrar of Companies, Pune bearing CIN U55101PN1981PLC023814.

The Holding Company is operating a very high-profile resort at a very prominent hill station of Maharashtra and Pench National Park in Madhya Pradesh. The resorts are equipped with and provides state of art facilities such as luxury rooms and cottages, ultra-modern restaurants with bar, conference rooms, gymnasium, gaming area, utility shop, massage & spa centers and swimming pool with garden.

This Restated Consolidated Financial Statements were authorized for issue in accordance with a resolution passed by board of directors on April 30, 2024.

(B) Statement of Significant Accounting Policies

a) Basic of preparation of financial statement:

The Restated Consolidated Financial Statements relates to the Group and its associate and has been specifically prepared for inclusion in the document to be filed by the Holding Company with the Securities and Exchange Board of India (“SEBI”) in connection with the proposed SME Initial Public Offer (“IPO”) of equity shares of the Holding Company (referred to as the “Issue”). The Restated Consolidated Financial Statements comprise Restated Consolidated Statement of Assets and Liabilities as at 31 January 2024, 31 March 2023, 31 March 2022, and 31 March 2021, the Restated Consolidated Statement of Profit and Loss, the Restated Consolidated Cash Flow Statement and Notes forming part of the Restated Consolidated Financial Statements for the years/period ended 31 January 2024, 31 March 2023, 31 March 2022, and 31 March 2021 (hereinafter collectively referred to as “**Restated Consolidated Financial Statements**”).

The Restated Consolidated Financial Statements have been prepared by the Management of the Holding Company to comply with the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (“the Act”);
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”).

The Restated Consolidated Financial Statements have been compiled from:

- I. Audited Special Purpose Interim Consolidated financial statements of the Company and of its associate as at and for the period ended January 31, 2024 prepared in accordance with recognition and measurement principles under Accounting Standard specified under section 133 of the Act and other accounting principles generally accepted in India (the “Special Purpose Interim Consolidated Financial Statements”) which have been approved by the Board of Directors at their meeting held on April 30, 2024;
- II. Audited Special Purpose Consolidated Financial Statements of the Company as at and for the year ended March 31, 2023 prepared by the Management in accordance with the Accounting Standards, as prescribed under Section

133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on April 30, 2024;

III.

- a. Audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2022 prepared by the Management in accordance with the Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on September 30, 2022;
- b. Audited Financial Statements of Coast-to-Coast Hospitality & Lifestyle LLP (subsidiary) as at and for the year ended March 31, 2022 prepared by the respective Management in accordance with the Accounting Standards, as prescribed by ICAI and other accounting principles generally accepted in India;
- c. Audited Financial Statements of My Own Rooms Dot In Private Limited (associate) as at and for the year ended March 31, 2022 prepared by the respective Management in accordance with the Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on September 30, 2022;

IV.

- a. Audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2021 prepared by the Management in accordance with the Accounting Standards, as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors at their meeting held on November 23, 2021; and
- b. Audited Financial Statements of Coast-to-Coast Hospitality & Lifestyle LLP (subsidiary) as at and for the year ended March 31, 2021 prepared by the respective Management in accordance with the Accounting Standards, as prescribed by ICAI and other accounting principles generally accepted in India.

The Restated Consolidated Financial Statements include financial statements and other financial information in relation to entities which were audited by Other Auditors as listed below:

Name of Entity	Status	Nature of Relation	Name of Audit Firm	Period / Year audited by Other Auditor
Coast to Coast Hospitality and Lifestyle LLP	Limited Liability Partnership	Subsidiary	M/s RGSG & Co.	FY 2022-23 * FY 2021-22
Perhaps Foods Private Limited	Private Limited Company	Wholly Owned Subsidiary	M/s RGSG & Co.	FY 2022-23 # FY 2021-22 FY 2020-21
My Own Rooms Dot In Private Limited	Private Limited Company	Associate Entity	M/s RGSG & Co.	FY 2023-24 (up to 31 st January, 2024) FY 2022-23 FY 2021-22

* Investment disposed off on 10 March 2023 hence up to the date of disposal

Investment disposed off on 30 March 2023 hence up to the date of disposal

The Financial Statements as referred to in point I and II above, have been prepared solely for the purpose of preparation of Restated Consolidated Financial Statements for inclusion in Offer Documents in relation to the proposed IPO. As such, these Special Purpose Consolidated Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Statements and are also not financial statements prepared pursuant to any requirements under section 129 of the Companies Act, 2013, as amended.

The accounting policies have been consistently applied by the Holding Company in preparation of the Restated Consolidated Financial Statements and are consistent with those adopted in the preparation of financial statements for the period ended January 31, 2024. This Restated Consolidated Financial Statements does not reflect the effects of events that occurred subsequent to the respective dates of board meeting held to approve and adopt the financial statements as mentioned above.

The Restated Consolidated Financial Statements have been prepared so as to contain information/disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

- a. Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place, recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
- b. Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the restated consolidated financial statements of the Group for the period ended 31 January 2024 and the requirements of the SEBI Regulations, if any; and
- c. The resultant impact of tax due to the aforesaid adjustments, if any.

b) Principles of Consolidation

The Restated Consolidated Financial Statements include the financial statement of the Holding Company and its subsidiaries and one associate and have been combined in accordance with the Accounting Standard (AS) 23 “Accounting for Investments in Associates in Consolidated Financial Statements” & AS 21 “Consolidated Financial Statements”.

The Restated Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances as mention in those policies, in the same manner as the Holding Company’s separate financial statements.

The results of operations of a subsidiary are included in the consolidated financial statements as from the date on which parent-subsidiary relationship came in existence. The results of operations of a subsidiary with which parent-subsidiary relationship ceases to exist are included in the consolidated statement of profit and loss until the date of cessation of the relationship. The difference between the proceeds from the disposal of investment in a subsidiary and the carrying amount of its assets less liabilities as of the date of disposal is recognized in the consolidated statement of profit and loss as the profit or loss on the disposal of the investment in the subsidiary

The excess / deficit of cost to the Holding Company of its investment over its portion of equity in the subsidiaries at the respective dates on which investment in subsidiaries was made is recognized in the Consolidated Financial Statements as “Goodwill on consolidation” / “Capital Reserve”. The said goodwill is not amortized, however, it is tested for impairment at each balance sheet date and the impairment loss, if any, is provided for.”

Minority interest is the amount of equity attributable to minorities at the date on which investment in a subsidiary is made. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

c) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements. Estimates and underlying assumptions are reviewed on an ongoing basis. Any change in accounting estimates is recognized prospectively.

d) Current versus non-current classification :

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification. An asset is current when it is:

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

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- 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.

The Group classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

e) Inventories:

Inventories which comprise stock of food and beverages (including liquor) are carried at the lower of cost and net realizable value. Cost is determined on moving weighted average basis. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing them to their respective present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

f) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured

1. Revenue comprises room revenue, sale of food and beverages, service charge from restaurants and other services relating to hotel operations. Revenue is recognized upon rendering of the services and sale of food and beverages.
2. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.
3. Space rental income comprises amount earned for use of hotel premises space by other parties. The income is recognized when services are rendered as per the terms of the contract and no significant uncertainty exists regarding the collection of the consideration.

g) Fixed assets:

Tangible Assets:

Initial Recognition & Measurement

Fixed Assets are initially stated at cost of acquisition less accumulated depreciation except Freehold Land which is stated at cost and no depreciation is charged.

Cost comprises the purchase price, including duties and other non-refundable taxes or levies, any directly attributable cost of bringing the asset to its working condition and indirect costs specifically attributable to construction of a project or to the acquisition of a fixed asset.

Subsequent Recognition & Measurement

All assets are measured as per cost model, wherein depreciation on such assets is calculated using the written down value (WDV) method, net of residual values, over their estimated useful life as per Schedule II of Companies Act, 2013 from the date of actual put to use i.e. on pro-rata basis. Further, leasehold improvements are depreciated over the shorter of lease term or their useful lives.

For Land and Buildings, the Group has adopted revaluation model and the resultant surplus has been added to the respective block of assets. A corresponding amount is credited directly to owner's interests under the heading of revaluation reserves and is regarded as not available for distribution.

When such land and building are revalued, the gross carrying amount and the accumulated depreciation are restated proportionately to the amount of revaluation surplus.

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with them will flow to the Group and the cost of the expenditure can be measured reliably. Repairs and Maintenance costs are recognized in the Statement of Profit and Loss when they are incurred.

Gains or losses arising from de-recognition of tangible 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 asset is derecognized.

Intangible Assets:

Intangible Assets are carried at cost, net of credit availed in respect of any taxes and duties, less accumulated amortization.

Intangible assets with finite lives are amortized over their estimated useful life as per Schedule II of Companies Act, 2013 from the date of actual put to use i.e. on pro-rata basis.

Gains or losses arising from de-recognition of 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 asset is derecognized

Capital work-in-progress

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

h) Investments:

Investments are classified into long-term and current investments. Long term investments are carried at cost. Provision for diminution, if any, in the value of each long-term investment is made to recognize a decline, other than of a temporary nature. Current investments are carried at lower of cost and quoted / fair value, computed category wise. 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.

i) Employee Benefits

Employee benefit includes provident fund, employee state insurance scheme, gratuity.

1. Defined Contribution Plan

The Group's contribution to Provident Fund and employee state insurance scheme for eligible employee, which is administered by the Regional Provident Fund Commissioner, are considered as Defined Contribution Plan. Provident fund is classified as Defined Contribution Plan as the Group has no further obligation beyond making the contributions to the appropriate authority. The Group's contribution to defined Contribution Plans are charged to the statement of Profit & Loss account as and when incurred.

2. Defined Benefit Plan

The Group has Defined Benefit Plan for Post-employment in form of gratuity for eligible employees, is recognized as an expense when employees have rendered services entitling them to such benefits.

3. For defined benefit plan, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gain and losses are recognized in full in the statement of profit and loss for the period in which they occur.

j) Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of the qualifying assets are capitalized as part of the cost of such assets up to the date when such asset is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for the intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred.

k) Leases

Where the Group is Lessee

Operating leases, where the lessor effectively retains substantially all the risks and benefits of ownership of leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on straight-line basis over the lease term.

l) Taxes on Income

- a. Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws.
- b. Deferred tax arising on account of timing differences and which are capable of reversal in one or more subsequent periods is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are not recognized unless there is virtual certainty with respect to the reversal of the same in future years.

m) Earnings per share

The Group records basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 “Earnings Per Share”. Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders (owners) by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Group’s EPS are the net profit for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, which have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders (owners) and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares; except where the results are anti-dilutive.

n) Impairment of assets

The carrying value of assets at each balance sheet date are reviewed for impairment, if any indication of impairment exists, the recoverable amount of such asset is estimated and impairment loss is recognized, if, carrying amount of asset exceeds its recoverable amount. The recoverable amount is higher of the asset’s fair value less costs to sell vis-à-vis value in use. Value in use is arrived at by discounting future cash flows expected to arise from the continuing use of an asset and from its disposal at the end or its useful life to their present value based on an appropriate discount factor. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which the asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

o) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

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.

Contingent assets are neither recognized nor disclosed in the financial statements.

However, Contingent assets are assessed continually and when it becomes reasonably certain that inflow of economic benefit will arise.

p) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non- cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

q) Contingencies and events occurring after the balance sheet date

Events that occur between balance sheet date and date on which these are approved, might suggest the requirement for an adjustment(s) to the assets and the liabilities as at balance sheet date or might need disclosure. Adjustments are required to assets and liabilities for events which occur after balance sheet date which offer added information substantially affecting the determination of the amounts which relates to the conditions that existed at balance sheet date.

r) Auditor's Qualifications

Qualifications which required adjustment in restated consolidated financial statements

Financial year / period	Audit qualifications	Remarks
Period ended – 31st January, 2024	NIL	NIL
FY 2022-23	NIL	NIL
FY 2021-22	NIL	NIL
FY 2020-21	NIL	NIL

Qualifications which do not require adjustment in restated consolidated financial statements

Financial year / period	Audit qualifications	Remarks
Period ended – 31st January, 2024	NIL	NIL
FY 2022-23	NIL	NIL
FY 2021-22	NIL	NIL
FY 2020-21	NIL	NIL

s) Statement of adjustments to restated consolidated financial statements

Part A: Reconciliation between total 'Reserves & Surplus' as per audited consolidated financial statements and restated consolidated financial statement

(Rs. in Lakhs)

Particulars	Note	As at 31-Mar-23 #	As at 31-Mar-22	As at 31-Mar-21
Total Reserves & Surplus as per audited financial statements		2,072.61	1,993.70	1,820.72
Cumulative impact of items of profit and loss as per Part B below		255.11	(40.95)	(37.24)
Impact of rectification of depreciation on hotel building	ii	21.21	-	10.60
Impact of Revaluation – Land & Building	vi	6,096.59	6,096.59	-
Cumulative impact of other adjustments, incl. adjustments to opening reserves	vii	(120.33)	(72.16)	(45.49)
Total Reserves & Surplus as per restated consolidated balance sheet		8,325.19	7977.18	1748.59

Part B: Reconciliation between ‘Profit / (Loss) after tax’ as per audited consolidated financial statements and restated consolidated statement of profit and loss

(Rs. in lakhs)

Particulars	Note	For the year ended 31-Mar-23	For the year ended 31-Mar-22	For the year ended 31-Mar-21
Net Profit / (Loss) as per audited financial statements		92.88	172.97	(82.94)
Impact of consolidation of investment in Coast-to-Coast Hospitality and Lifestyle LLP as per AS-21	i	-	(12.13)	(17.93)
Impact of rectification of depreciation on hotel building	ii	(106.51)	(16.55)	(18.84)
Impact of consolidation of investment in My Own Rooms Dot In Private Limited as per AS-23	iii	(7.77)	(12.23)	-
Gain / (Loss) on disposal of investment in subsidiary as per AS-21	iv	370.00	-	-
Impact of provisioning of Gratuity in Subsidiaries	v	(0.61)	(0.04)	(0.47)
Net Profit / (Loss) as per restated consolidated statement of profit and loss		347.99	132.02	(120.18)

We have relied upon Consolidated Financial Statements audited by M/s RGSG & Co. for FY 2022-23 submitted to us by the Holding Company which is yet to be filed with Registrar of Companies

Notes to adjustments:

- i. The Holding Company was required to perform a full consolidation of investment in Coast-to-Coast Hospitality & Lifestyle LLP as per principles laid under AS 21 ‘Consolidated Financial Statements’, read with ICAI’s FAQ on ‘preparation of Consolidated Financial Statements’ dated 24 June 2016. However, the Holding Company only accounted for the share in profit / (loss), which was not in compliance of the above requirement. The same has now been adjusted as a part of restatement adjustment.
- ii. The Holding Company, in previous years, had revalued one of its properties in Mahabaleshwar. As per AS 10 ‘Property, Plant & Equipment’, the depreciation on the said revalued property was calculated incorrectly. The same is rectified as a part of restatement adjustments and consequential impact on depreciation owing to such rectification has also been made.
- iii. The Holding Company has investment in My Own Rooms Dot In Private Limited, which was classified as an investment in associate. The same was required to be consolidated as per AS-23 ‘Accounting for Investments in Associates in Consolidated Financial Statements’, however, it was not done earlier. The same has now been adjusted as a part of restatement adjustment.
- iv. During the financial year 2022-23, the Holding Company had disposed off its investments in subsidiaries. The provisions of AS-21 require the holding company to include the results of operations of the subsidiaries in the consolidated statement of profit and loss until the date of cessation of the relationship. The Company erroneously included the results of operations for the entire year, instead of up to the date of cessation of parent-subsidiary relationship. Also, the Company did not eliminate the assets and liabilities of the subsidiaries on account of disposal of the investments. The same has been now rectified.
- v. The subsidiaries of the company were not following the requirements of AS – 15 ‘Employee Benefits’ to account for defined benefits plans. As a part of re-statement adjustment, impact of the same has been considered.
- vi. During FY 2021-22, the company had carried out revaluation of its land and building. Impact of the same was not considered in the said financial year hence in order to rectify the same, we have now considered impact of the same in the restated financial statements.
- vii. Other adjustments, including adjustments to opening reserves includes adjustments towards aligning the accounting policies of one of the subsidiaries i.e. Coast-to-Coast Hospitality and Lifestyle LLP with that of the Holding Company, and rectification of incorrectly calculated deferred taxes. Further, amounts pertaining to prior period errors in accounts of Coast-to-Coast Hospitality and Lifestyle LLP, have been adjusted in the restated financial statements.

Part C: Material Regrouping

Appropriate regroupings have been made in the restated consolidated balance sheet, restated consolidated statement of profit and loss and restated consolidated statement of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the requirements of Companies Act, 2013 and applicable financial reporting framework.

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)

CIN: U55101PN1981PLC023814

ANNEXURE - 5 - NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

All amounts in INR lakhs, except per share data or as otherwise stated

1 Restated statement of share capital	As at 31-Jan-24	As at 31-Mar-23	As at 31-Mar-22	As at 31-Mar-21
A. Authorised share capital				
i. Equity share capital				
Face value	INR 10 each	INR 100 each	INR 100 each	INR 100 each
Number of shares (in absolute)				
Opening number of shares	2,99,000	2,99,000	2,99,000	2,99,000
Add / (Less): Changes during the period / year				
On account of sub-division of face value from INR 100 to INR 10 (refer note 2.5 below)	26,91,000	-	-	-
On account of increase in authorized share capital	1,70,00,000	-	-	-
Closing number of shares	1,99,90,000	2,99,000	2,99,000	2,99,000
Share capital (INR)				
Opening authorised share capital	299.00	299.00	299.00	299.00
Add / (Less): Changes during the period / year				
On account of sub-division of face value from INR 100 to INR 10 (refer note 2.5 below)	-	-	-	-
On account of increase in authorized share capital	1,700.00	-	-	-
Closing share capital	1,999.00	299.00	299.00	299.00
ii. Preference share capital				
Face value	INR 100 each	INR 100 each	INR 100 each	INR 100 each
Number of shares (in absolute)				
Opening number of shares	1,000	1,000	1,000	1,000
Add / (Less): Changes during the period / year	-	-	-	-
Closing number of shares	1,000	1,000	1,000	1,000
Share capital (INR)				
Opening authorised share capital	1.00	1.00	1.00	1.00
Add / (Less): Changes during the period / year	-	-	-	-
Closing authorised share capital	1.00	1.00	1.00	1.00
B. Issued, subscribed and paid up share capital				
i. Equity share capital face value				
Face value	INR 10 each	INR 100 each	INR 100 each	INR 100 each
Number of shares (in absolute)				
Opening number of shares	2,37,500	2,37,500	2,37,500	2,37,500
Add / (Less): Changes during the period / year				
On account of sub-division of face value from INR 100 to INR 10 (refer note 2.5 below)	21,37,500	-	-	-
On account of issue of bonus shares (refer note 2.6 below)	95,00,000	-	-	-
Closing number of shares	1,18,75,000	2,37,500	2,37,500	2,37,500
Share capital (INR)				
Opening share capital	237.50	237.50	237.50	237.50
Add / (Less): Changes during the period / year				
1	950.00	-	-	-
Closing share capital	1,187.50	237.50	237.50	237.50
Preference share capital (INR 100 each)				
No shares have been issued upto the reporting dates.				

1.1 Terms/Rights attached to the equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder is in proportion to its paid-up equity capital of the Company. Each holder of equity share is entitled to one vote per share.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company after distribution of all preferential amounts, in proportion to the number of equity shares held.

1.2 Details of shareholders holding more than 5% shares

Name of shareholder	As at 31-Jan-24		As at 31-Mar-23		As at 31-Mar-23		As at 31-Mar-23	
	No. of shares (in absolute)	% holding	No. of shares (in absolute)	% holding	No. of shares (in absolute)	% holding	No. of shares (in absolute)	% holding
Rahul Timbadia	93,64,000	78.85%	2,25,000	94.74%	2,25,000	94.74%	2,25,000	94.74%
Reina R Jaisinghani	10,00,000	8.42%	-	-	-	-	-	-

1.3 Shareholding of promoters

Name of shareholder	As at 31-Jan-24			No. of shares (in absolute)	As at 31-Mar-23	
	No. of shares (in absolute)	% holding	% changes during the period		% holding	% changes during the year
Rahul Timbadia	93,64,000	78.85%	-16.76%	2,25,000	94.74%	NIL
Karna Timbadia	3,12,000	2.63%	NIL	6,250	2.63%	NIL
Kartik Timbadia	3,12,000	2.63%	NIL	6,250	2.63%	NIL

Name of shareholder	As at 31-Mar-22			No. of shares (in absolute)	As at 31-Mar-21	
	No. of shares (in absolute)	% holding	% changes during the year		% holding	% changes during the year
Rahul Timbadia	2,25,000	94.74%	NIL	2,25,000	94.74%	NIL
Karna Timbadia	6,250	2.63%	NIL	6,250	2.63%	NIL
Kartik Timbadia	6,250	2.63%	NIL	6,250	2.63%	NIL

Name of shareholder

1.4 Shares reserved for issue under option

The Company has not granted any options in any of the periods / years covered above.

1.5 Pursuant to resolution passed in Extra-ordinary General Meeting of members dated 1st September, 2023, the Company has split the face value of the equity shares in the ratio 1:10 i.e face value of shares from INR 100 to INR 10 per share.

Pursuant to resolution passed in Extra-ordinary General Meeting of members dated 5th September, 2023, the authorized share capital of the Company has been increased from INR 10,00,00,000 (Rupees Ten Crore only) to INR 20,00,00,000.

1.6 The Board of directors and shareholders of the company at their meeting held on October 2, 2023, and October 5, 2023 respectively, have approved capitalization of the free reserves of the company for issuance of four bonus share for every one fully paid equity shares having face value of INR 10 per share.

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)

CIN: U55101PN1981PLC023814

ANNEXURE - 5 - NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

All amounts in INR lakhs, except per share data or as otherwise stated

2 Restated statement of reserves & surplus		As at 31-Jan-24	As at 31-Mar-23	As at 31-Mar-22	As at 31-Mar-21
A Retained earnings					
Balance at the beginning of the period / year		1,079.34	653.58	516.96	632.11
Transfer from revaluation reserve during the period / year		59.27	77.77	4.59	5.03
Profit / (loss) during the period / year		312.15	347.99	132.02	(120.18)
Bonus shares issued during the period / year		(950.00)			
Balance at the end of the period / year		500.76	1,079.34	653.58	516.96
B Revaluation reserve					
Balance at the beginning of the period / year		7,245.85	7,323.62	1,231.62	1,236.65
Revaluation during the period / year		-	-	6,096.59	-
Transfer to retained earnings during the period / year		(59.27)	(77.77)	(4.59)	(5.03)
Balance at the end of the period / year		7,186.57	7,245.85	7,323.62	1,231.62
Total		7,687.34	8,325.19	7,977.20	1,748.59

The Company has adopted revaluation model for its Land & Hotel Building block. During FY 2021-22, Land & Building of the the company were revalued based on the valuation report. The revaluation report obtained by the company is not from the registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

3 Restated statement of long term borrowings		As at 31-Jan-24	As at 31-Mar-23	As at 31-Mar-22	As at 31-Mar-21
A Secured loans					
a Loan from banks and financial institutions					
(i) Vehicle loans		44.30	52.18	62.52	3.75
Less: Current maturities of long term debt (refer note 8)		(10.09)	(9.50)	(7.20)	(1.97)
		34.21	42.68	55.32	1.78
(ii) Term loans		-	-	37.75	85.81
Less: Current maturities of long term debt (refer note 8)		-	-	(37.75)	(48.06)
		-	-	-	37.75
B Unsecured loans					
a Loans from banks					
Less: Current maturities of long term debt (refer note 8)		-	-	4.27	90.30
		-	-	(4.27)	(72.30)
		-	-	-	18.00
b Loans from NBFCs					
Less: Current maturities of long term debt (refer note 8)		-	-	22.32	120.19
		-	-	(22.32)	(95.70)
		-	-	-	24.49
		34.21	42.68	55.32	82.02

3A Restated statement of principle terms of secured term loans and assets charged as security

Name of lender	Purpose of credit facility	Prime securities offered	Repayment schedule		Outstanding amount as on			
			No of EMI (No of Months)	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21	
HDFC Bank	Purchase of vehicle	Against hypothecation of vehicle	60	14.44	17.94	21.87	-	
			60	23.90	26.94	30.09	-	
			84	-	-	1.78	3.75	
			60	5.96	7.29	8.78	-	

Restated statement of principle terms of unsecured loans

Name of lender	Purpose of credit facility	Prime securities offered	Repayment schedule		Outstanding amount as on			
			No of EMI (No of Months)	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21	
Deutsche Bank	General Corporate purpose	Unsecured	36	-	-	0.20	18.76	
IndusInd Bank		Unsecured	36	-	-	0.59	19.20	
Kotak Mahindra Bank		Unsecured	12	-	-	-	5.15	
RBL Bank		Unsecured	42	-	-	3.48	18.67	
Standard Chartered Bank		Unsecured	29	-	-	-	28.51	

Restated statement of principle terms of loans from NBFCs

Name of lender	Purpose of credit facility	Prime securities offered	Repayment schedule		Outstanding amount as on			
			No of EMI (No of Months)	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21	
Aditya Birla Capital	Business Loan	Unsecured	36	-	-	4.75	16.11	
Capfloat Financial Services		Unsecured	36	-	-	0.31	10.82	
Capital First		Unsecured	36	-	-	2.21	18.73	
Eddelweiss		Unsecured	24	-	-	-	9.53	
Fullerton India		Unsecured	37	-	-	2.01	9.04	
India Infoline Finance Ltd		Unsecured	24	-	-	-	3.94	
Magma Fincorp Ltd		Unsecured	24	-	-	-	5.92	
Moneywise Financial Services		Unsecured	36	-	-	5.18	14.34	
Northern ARC Capital		Unsecured	24	-	-	-	3.50	
Rattanindia Finance Pvt Ltd		Unsecured	24	-	-	-	2.38	
Shriram City Finance		Unsecured	36	-	-	7.87	24.68	
Tata Capital		Unsecured	24	-	-	-	1.21	

Name of lender	Purpose of credit facility	Prime securities offered	Repayment schedule No of EMI (No of Months)	Outstanding amount as on			
				31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Punjab & Maharashtra Co-operative Bank Ltd (Now, Unity Small Finance Bank)	Working Capital Term Loan	Plot, Junnar	On Demand / Annual Renewal	-	-	37.75	85.81

4 Restated statement of deferred tax assets / (liabilities) (net)	As at	As at	As at	As at
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Opening balance	(6.28)	3.23	9.81	9.73
Add/(less):- during the period / year	5.47	(9.51)	(6.58)	0.08
Net deferred tax assets / (liabilities) (A-B)	(0.81)	(6.28)	3.23	9.81

5 Restated statement of other long term liabilities	As at	As at	As at	As at
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Rent deposit	170.00	130.00	121.36	119.36
Deposit from customers	-	-	0.85	0.85
	170.00	130.00	122.21	120.21

6 Restated statement of long term provisions	As at	As at	As at	As at
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Provision for employee benefits				
Gratuity	11.17	9.60	8.80	7.40
	11.17	9.60	8.80	7.40

The Company has obtained actuary valuation report in line with the requirement as per Accounting Standard 15 (revised 2005) on Employee Benefits. The disclosures as envisaged under the standard are as under:-

Particulars	As at	As at	As at	As at
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
1 The amounts recognized in the balance sheet are as below:				
Present value of unfunded obligations recognized	11.42	9.77	8.96	7.52
Net liability	11.42	9.77	8.96	7.52
2 The amounts recognized in the Profit & Loss are as follows:				
Current service cost	3.51	3.83	4.93	1.42
Interest on defined benefit obligation	0.61	0.66	0.52	0.28
Net actuarial losses (gains) recognised in the period / year	(2.48)	(3.68)	(4.01)	1.79
Total	1.64	0.81	1.44	3.49
3 Changes in the present value of defined benefit obligation:				
Defined benefit obligation as at the beginning of the period / year (net of fair value of opening plan assets)	9.77	8.96	7.52	4.03
Service cost	3.51	3.83	4.93	1.42
Interest cost	0.61	0.66	0.52	0.28
Net actuarial losses (gains) recognised in the period / year	(2.48)	(3.68)	(4.01)	1.79
Defined benefit obligation as at the end of the period / year	11.41	9.77	8.96	7.52
4 Disclosure of present value of defined benefit obligation:				
Non-current liability	11.17	9.60	8.80	7.40
Current liability	0.25	0.17	0.16	0.12
Benefit description				
Benefit type:		Gratuity Valuation as per Act		
Retirement age:	65 Years	65 Years	65 Years	65 Years
Vesting period:	5 Years	5 Years	5 Years	5 Years
The principal actuarial assumptions for the above are:				
Future salary rise:	6.00%	6.00%	6.00%	6.00%
Discount rate per annum:	7.50%	7.51%	7.36%	6.93%
Attrition rate:	2.00%	2.00%	2.00%	2.00%
Mortality rate:	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2006-08 (Ultimate)

7 Restated statement of short term borrowings	As at	As at	As at	As at
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
A Secured loans				
Loan repayable on demand				
From banks	0.35	24.03	144.62	175.15
	0.35	24.03	144.62	175.15
B Unsecured loans				
Loans repayable on demand				
From related parties	166.90	537.93	782.07	407.64
From others	-	-	-	55.68
	166.90	537.93	782.07	463.32
C Current maturities of long-term debt	10.09	9.50	71.53	218.02
	177.34	571.46	998.22	856.49

Note: Refer notes to account for details regarding unsecured loan from related parties.

7A Principle terms of secured term loans and assets charged as security

Name of lender	Purpose of credit facility	Prime securities offered	Repayment schedule No of EMI (No of Months)	Outstanding amount as on			
				31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Punjab & Maharashtra Co-operative Bank Ltd (Now, Unity Small Finance Bank)	Working capital term loan	Factory Building, Mahabaleshwar	On Demand / Annual Renewal	-	-	109.46	160.40
HDFC Bank	Working Capital	Office, Vile Parle	On Demand / Annual Renewal	0.35	24.03	24.96	4.42
Union Bank of India	Working Capital	Residential Flat, Vile Parle	On Demand / Annual Renewal	-	-	0.12	0.12
HDFC Bank	Working Capital	Against collection of hotel / resort	On Demand / Annual Renewal	-	-	10.08	10.21

8 Restated statement of trade payables

	As at 31-Jan-24	As at 31-Mar-23	As at 31-Mar-22	As at 31-Mar-21
Total outstanding dues of Micro Enterprises and Small Enterprises	11.20	8.54	-	-
Total outstanding dues of other than Micro Enterprises and Small Enterprises	21.19	42.62	69.22	68.34
Total	32.39	51.16	69.22	68.34

8.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under:

Particulars	As at 31-Jan-24	As at 31-Mar-23	As at 31-Mar-22	As at 31-Mar-21
- The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.				
(i) Principal amount due to micro enterprises and small enterprises	11.20	8.54	-	-
(ii) Interest due on above	-	-	-	-
- The amount of interest paid by buyer in terms of section 16 of MSMED Act, 2006 along with the amount of payment made to supplier beyond the appointed day during the year.	-	-	-	-
- The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-	-	-
- The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-	-	-
- The amount of further interest remaining due and payable even in succeeding years, until such date when interest dues above are actually paid to the small enterprises, for the purpose of disallowance of deductible expenditure under section 23 of MSMED Act, 2006	-	-	-	-

Notes:

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Group.

Trade payables ageing schedule as at 31st January, 2024

Particular	Outstanding for following periods from bill date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	11.20	-	-	-	11.20
(ii) Others	15.01	6.18	-	-	21.19
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	26.21	6.18	-	-	32.39

Trade payables ageing schedule as at 31 March, 2023

Particular	Outstanding for following periods from bill date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	8.54	-	-	-	8.54
(ii) Others	37.92	0.50	4.10	0.10	42.62
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	46.46	0.50	4.10	0.10	51.16

Trade payables ageing schedule as at 31 March, 2022

Particular	Outstanding for following periods from bill date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
(i) MSME	-	-	-	-	-
(ii) Others	57.82	2.12	7.22	2.06	69.22
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	57.82	2.12	7.22	2.06	69.22

Trade payables ageing schedule as at 31 March, 2021

Particular	Outstanding for following periods from bill date				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
(i) MSME	-	-	-	-	-
(ii) Others	56.99	3.73	6.60	1.02	68.34
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
	56.99	3.73	6.60	1.02	68.34

9	Restated statement of other current liabilities	As at	As at	As at	As at
		31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Indirect taxes payable	-	-	1.32	14.98
	Payable to statutory authorities	2.94	0.21	5.84	13.24
	Advances from customers	123.75	26.35	86.36	80.41
	Payable for employee benefits	23.15	22.94	35.39	27.89
	Deposit against development of resort	300.00	437.50	-	-
	Service charges payable	-	-	12.22	18.27
	Total	449.84	487.00	141.13	154.79

10	Restated statement of short term provisions	As at	As at	As at	As at
		31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	A				
	<u>Provision for employee benefits</u>				
	Gratuity	0.25	0.17	0.16	0.12
	B				
	<u>Provision for others</u>				
	Expenses payable	10.66	3.79	16.69	10.56
	Provision for income tax (net of advance tax & TDS receivable)	51.85	27.70	-	-
	Total	62.76	31.66	16.85	10.68

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)

CIN: U55101PN1981PLC023814

ANNEXURE - 5 - NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

All amounts in INR lakhs, except per share data or as otherwise stated

11 Restated statement of property, plant and equipment	Freehold land	Hotel building	Furniture & fixtures	Motor vehicles	Plant & machinery	Leasehold improvements*	Total
Cost							
As at 1 April, 2020	1,731.57	1,229.67	466.49	70.62	525.33	190.66	4,214.34
Additions	-	-	3.73	-	9.15	80.93	93.81
Increase on account of revaluation during the year	-	-	-	-	-	-	-
Disposals / transfers	-	-	-	-	-	-	-
As at 31 March, 2021	1,731.57	1,229.67	470.22	70.62	534.48	271.59	4,308.15
As at 1 April, 2021	1,731.57	1,229.67	470.22	70.62	534.48	271.59	4,308.15
Additions	-	20.60	7.06	70.14	22.37	-	120.17
Increase on account of revaluation during the year	5,233.67	2,840.34	-	-	-	-	8,074.01
Disposals / transfers	-	-	-	-	-	-	-
As at 31 March, 2022	6,965.24	4,090.61	477.28	140.76	556.85	271.59	12,502.33
As at 1 April, 2022	6,965.24	4,090.61	477.28	140.76	556.85	271.59	12,502.33
Additions	-	38.59	94.30	-	201.69	548.52	883.10
Increase on account of revaluation during the year	-	-	-	-	-	-	-
Disposals / transfers	-	-	-	23.54	-	-	23.54
Less: Adjustment on account of disposal of subsidiary	-	-	60.11	-	178.64	65.59	304.34
As at 31 March, 2023	6,965.24	4,129.20	511.47	117.22	579.90	754.52	13,057.55
As at 1 April, 2023	6,965.24	4,129.20	511.47	117.22	579.90	754.52	13,057.55
Additions	-	-	7.92	-	11.49	19.77	39.18
Increase on account of revaluation during the period	-	-	-	-	-	-	-
Disposals / transfers	-	-	-	-	-	-	-
As at 31 January 2024	6,965.24	4,129.20	519.39	117.22	591.39	774.29	13,096.73
Accumulated Depreciation							
As at 1 April, 2020	-	509.94	406.87	61.15	283.75	87.86	1,349.57
Depreciation charged during the year	-	44.32	9.89	2.82	59.68	37.14	153.85
Adjustments	-	-	(4.56)	-	-	-	(4.56)
Increase on account of revaluation during the year	-	-	-	-	-	-	-
Disposals / transfers	-	-	-	-	-	-	-
As at 31 March, 2021	-	554.26	412.20	63.97	343.43	125.00	1,498.86
As at 1 April, 2021	-	554.26	412.20	63.97	343.43	125.00	1,498.86
Depreciation charged during the year	-	41.67	17.48	4.05	43.11	39.31	145.62
Increase on account of revaluation during the year	-	1,977.41	-	-	-	-	1,977.41
Disposals / transfers	-	-	-	-	-	-	-
As at 31 March, 2022	-	2,573.34	429.68	68.02	386.54	164.31	3,621.89
As at 1 April, 2022	-	2,573.34	429.68	68.02	386.54	164.31	3,621.89
Depreciation charged during the year	-	114.50	17.11	21.98	47.19	31.46	232.24
Increase on account of revaluation during the year	-	-	-	-	-	-	-
Disposals / transfers	-	-	-	22.09	-	-	22.09
Less: Adjustment on account of disposal of subsidiary	-	-	40.73	-	52.72	2.11	95.56
As at 31 March, 2023	-	2,687.84	406.06	67.91	381.01	193.66	3,736.48
As at 1 April, 2023	-	2,687.84	406.06	67.91	381.01	193.66	3,736.48
Depreciation charged during the period	-	89.70	24.67	12.92	40.45	16.73	184.47
Disposals / transfers	-	-	-	-	-	-	-
As at 31 January 2024	-	2,777.54	430.73	80.83	421.46	210.39	3,920.95
Net book value							
As at 31 March 2021	1,731.57	675.41	58.02	6.65	191.05	146.59	2,809.29
As at 31 March 2022	6,965.24	1,517.27	47.60	72.74	170.31	107.28	8,880.44
As at 31 March 2023	6,965.24	1,441.36	105.41	49.31	198.89	560.86	9,321.07
As at 31 January 2024	6,965.24	1,351.66	88.66	36.39	169.93	563.90	9,175.78

Note - 1 - The Company has created charge against the Free hold land of the company for the purpose of credit facilities taken by the Group Companies. Please refer to the Contingent liabilities note.

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)
CIN: U55101PN1981PLC023814
ANNEXURE - 5 - NOTES ANNEXED TO AND FORMING PART OF THE RESTATED
CONSOLIDATED FINANCIAL STATEMENTS
All amounts in INR lakhs, except per share data or as otherwise stated

11A Restated statement of intangible assets	Software	Total
Cost		
As at 1 April, 2020	3.03	3.03
Additions	-	-
Disposals / transfers	-	-
As at 31 March, 2021	3.03	3.03
As at 1 April, 2021	3.03	3.03
Additions	-	-
Disposals / transfers	-	-
As at 31 March, 2022	3.03	3.03
As at 1 April, 2022	3.03	3.03
Additions	-	-
Disposals / transfers	-	-
As at 31 March, 2023	3.03	3.03
As at 1 April, 2023	3.03	3.03
Additions	1.25	1.25
Disposals / transfers	-	-
As at 31 January, 2024	4.28	4.28
Accumulated Depreciation		
As at 1 April, 2020	1.16	1.16
Depreciation charged during the year	1.51	1.51
Disposals / transfers	-	-
As at 31st March, 2021	2.67	2.67
As at 1 April, 2021	2.67	2.67
Depreciation charged during the year	0.21	0.21
Disposals / transfers	-	-
As at 31 March, 2022	2.88	2.88
As at 1 April, 2022	2.88	2.88
Depreciation charged during the year	0.02	0.02
Disposals / transfers	-	-
As at 31 March, 2023	2.90	2.90
As at 1 April, 2023	2.90	2.90
Depreciation charged during the period	0.58	0.58
Disposals / transfers	-	-
As at 31 January 2024	3.48	3.48
Net book value		
As at 31 March 2021	0.36	0.36
As at 31 March 2022	0.15	0.15
As at 31 March 2023	0.13	0.13
As at 31 January 2024	0.80	0.80

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)

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ANNEXURE - 5 - NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

All amounts in INR lakhs, except per share data or as otherwise stated

11B Restated statement of capital work in progress

Balance as at 31 March 2020	8.17
Additions	1.12
Transfer	-
Balance as at 31 March 2021	9.29
Additions	302.75
Transfer	1.32
Balance as at 31 March 2022	310.72
Additions	220.19
Transfer	439.38
Transfer capital work-in-progress of subsidiary	11.11
Balance as at 31 March 2023	80.42
Additions	47.15
Transfer	-
Balance as at 31 January 2024	127.57

Ageing of Capital Work in Progress				
Project in Process				
Particulars	As at 31-Jan-24	As at 31-Mar-23	As at 31-Mar-22	As at 31-Mar-21
Up to 1 Year	47.15	69.90	302.55	1.12
1 - 2 Years	69.90	2.35	-	8.17
2 - 3 Years	2.36	-	8.17	-
More than 3 Years	8.17	8.17	-	-
Total	127.57	80.42	310.72	9.29

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)
CIN: US5101PN1981PLC023814
ANNEXURE - 5 - NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS
All amounts in INR lakhs, except per share data or as otherwise stated

12 Restated statement of non- current investments	As at	As at	As at	As at
	31-Jan-2024	31-Mar-2023	31-Mar-2022	31-Mar-2021
a. Unquoted (at Cost)				
Investments in equity instruments*				
Investment in Punjab & Maharashtra Co-op Bank Ltd	-	3.27	3.27	3.27
Provision for Diminution in Investment	-	(3.27)	(3.27)	(3.27)
Investment in Associates				
- My Own Rooms Dot In Private Limited	-	-	7.77	-
	-	-	<u>7.77</u>	-
Aggregate amount of quoted investments and market value thereof;	-	-	-	-
Aggregate amount of unquoted investment	-	-	7.77	-
Aggregate provision for diminution in value of investments	-	3.27	3.27	3.27
Movement in balance of investments:				
Opening balance	-	7.77	-	-
Original cost of investment in associate entity	-	-	20.00	-
Add/(Less) :				
Share in profit / (loss) of associate concern	-	(7.77)	(12.23)	-
Closing balance	<u>-</u>	<u>-</u>	<u>7.77</u>	<u>-</u>

*Shares of Punjab & Maharashtra Co-op Bank Ltd have been forfeited, hence the said investment has been written off.

Goodwill calculated on acquisition of investment in My Own Rooms Dot In Private Limited amounted to INR 14.53 Lakhs as per AS 23 "Accounting for Investments in Associates in Consolidated Financial Statements"

13 Restated statement of long term loans and advances	As at	As at	As at	As at
	31-Jan-2024	31-Mar-2023	31-Mar-2022	31-Mar-2021
Unsecured, considered good unless otherwise stated				
Capital advances*	132.00	131.60	126.60	126.60
Other advances	-	-	-	2.17
	<u>132.00</u>	<u>131.60</u>	<u>126.60</u>	<u>128.77</u>

Note:

* The Company has entered into a memorandum of agreement dated 13th April 2018 followed by a supplemental agreement dated 27th July, 2018 and a joint venture agreement of holiday resort cum license of land dated 1st April, 2023 with existing land owner of for of its property. The company has constructed and is operating a resort on the said land in Pench National Park, Madhya Pradesh. As per the above agreements, the company is desirous to buy the land from the existing owner for a fixed price against which the Company has already given advance as stated above. On account of pending statutory approvals, the said land is still in the name of earlier owner. In order to operate the existing functional resort of the company smoothly, a land license document as above has been entered into with the existing land owner wherein he has given his unfettered right of ingress and egress into and over the said land to the company for a term of 60 years. The said irrevocable license and permission shall automatically stand merged into the ownership of the company upon receiving permission from various statutory authorities granting permission to transfer the said land in favour of the company.

14 Restated statement of other non current assets	As at	As at	As at	As at
	31-Jan-2024	31-Mar-2023	31-Mar-2022	31-Mar-2021
Unsecured, considered good unless otherwise stated				
Security deposits	37.99	7.11	28.84	22.59
Rent deposits	-	-	2.79	2.82
Other deposits	-	21.17	10.12	-
	<u>37.99</u>	<u>28.28</u>	<u>41.75</u>	<u>25.41</u>

15 Restated statement of inventories	As at	As at	As at	As at
	31-Jan-2024	31-Mar-2023	31-Mar-2022	31-Mar-2021
Food and beverages	16.19	6.82	10.31	17.05
	<u>16.19</u>	<u>6.82</u>	<u>10.31</u>	<u>17.05</u>

16 Restated statement of trade receivables	As at	As at	As at	As at
	31-Jan-2024	31-Mar-2023	31-Mar-2022	31-Mar-2021
Trade receivables considered good - unsecured	21.79	3.49	10.92	15.36
	<u>21.79</u>	<u>3.49</u>	<u>10.92</u>	<u>15.36</u>

Trade receivables ageing

As at 31 January 2024		Outstanding from transaction date					
Particulars	< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total	
i. Undisputed trade receivables - considered good	21.13	0.66	-	-	-	21.79	
ii. Undisputed trade receivables - considered doubtful	-	-	-	-	-	-	
iii. Disputed trade receivables - considered good	-	-	-	-	-	-	
iv. Disputed trade receivables - credit doubtful	-	-	-	-	-	-	
	21.13	0.66	-	-	-	21.79	

As at 31 March 2023		Outstanding from transaction date					
Particulars	< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total	
i. Undisputed trade receivables - considered good	3.49	-	-	-	-	3.49	
ii. Undisputed trade receivables - considered doubtful	-	-	-	-	-	-	
iii. Disputed trade receivables - considered good	-	-	-	-	-	-	
iv. Disputed trade receivables - credit doubtful	-	-	-	-	-	-	
	3.49	-	-	-	-	3.49	

As at 31 March 2022		Outstanding from transaction date					
Particulars	< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total	
i. Undisputed trade receivables - considered good	9.83	0.30	0.79	-	-	10.92	
ii. Undisputed trade receivables - considered doubtful	-	-	-	-	-	-	
iii. Disputed trade receivables - considered good	-	-	-	-	-	-	
iv. Disputed trade receivables - credit doubtful	-	-	-	-	-	-	
	9.83	0.30	0.79	-	-	10.92	

As at 31 March 2021		Outstanding from transaction date					
Particulars	< 6 months	6 months - 1 year	1-2 years	2-3 years	>3 years	Total	
i. Undisputed trade receivables - considered good	15.36	-	-	-	-	15.36	
ii. Undisputed trade receivables - considered doubtful	-	-	-	-	-	-	
iii. Disputed trade receivables - considered good	-	-	-	-	-	-	
iv. Disputed trade receivables - credit doubtful	-	-	-	-	-	-	
	15.36	-	-	-	-	15.36	

17 Restated statement of cash & cash equivalents		As at 31-Jan-2024	As at 31-Mar-2023	As at 31-Mar-2022	As at 31-Mar-2021
(A)	Balance with banks				
	In current accounts	28.92	7.84	23.34	78.28
	In fixed deposits	2.48	2.48	2.00	-
		31.40	10.32	25.34	78.28
(B)	Cash on hand	3.31	1.54	3.24	3.72
		34.71	11.86	28.58	82.00

18 Restated statement of short term loans and advances		As at 31-Jan-2024	As at 31-Mar-2023	As at 31-Mar-2022	As at 31-Mar-2021
Unsecured, considered good unless otherwise stated					
Loans to related parties					
		70.01	65.10	58.98	20.08
		70.01	65.10	58.98	20.08
Loans and advances to others					
	Advances to employees	2.19	1.30	5.06	4.94
	Other loans and advances	123.83	195.49	-	13.00
		196.03	261.89	64.04	38.02

Note: Refer notes to accounts for details regarding unsecured loan from related parties.

Details of loans pursuant to Section 186(4) of Companies Act, 2013 #

Particulars	Outstanding balance			
	As at 31-Jan-2024	As at 31-Mar-2023	As at 31-Mar-2022	As at 31-Mar-2021
A. Associate Companies				
1. My Own Room Dot In Private Limited (w.e.f 17 November 2021)	70.01	65.10	34.50	-
B. Others				
1. Perhaps Food Private Limited	123.83	132.05	-	-
2. Coast to Coast Hospitality & Lifestyle LLP	-	63.44	-	-
3. My Own Room Dot In Private Limited	-	-	-	13.00
4. Sandeep Shreedharan	-	-	0.25	0.25
5. EscaBrahama Gourment Private Limited	-	-	24.23	19.83

Loans which are outstanding at the end of respective reporting period

Notes:

- All the above loans have been given for working capital and business purposes
- All the above loans are repayable on demand hence classified as current

19 Restated statement of other current assets	As at 31-Jan-2024	As at 31-Mar-2023	As at 31-Mar-2022	As at 31-Mar-2021
Prepaid expenses	1.80	1.06	3.15	3.95
Advance to vendors	55.48	5.70	83.86	72.85
Advance tax & TDS (net of provision for tax)	-	-	36.28	58.46
Other assets	-	-	-	13.50
Balance with revenue authorities	13.22	40.21	18.65	1.90
	70.50	46.97	141.94	150.66

20 Restated statement of revenue from operations	For the period ended 31-Jan-24	For the year ended 31-Mar-23	For the year ended 31-Mar-22	For the year ended 31-Mar-21
Sale of services				
Room revenue	523.26	433.24	411.54	208.45
Food & beverages revenue	232.55	293.14	407.24	319.94
Other services	14.84	31.09	38.10	22.46
	770.65	757.47	856.88	550.85
Other operating revenue				
Property management space rental	420.09	503.50	413.99	247.99
Management fees	6.32	10.40	12.38	6.66
License income	7.20	-	-	-
Total	1,204.26	1,271.37	1,283.25	805.50

21 Restated statement of other income	For the period ended 31-Jan-24	For the year ended 31-Mar-23	For the year ended 31-Mar-22	For the year ended 31-Mar-21
Interest income	15.03	0.17	0.92	0.57
Profit on sale of asset	-	1.75	-	-
Interest on IT refund	-	4.81	-	4.98
Sundry balances written back (net)	3.68	0.62	0.41	-
Misc. income	1.45	3.47	3.32	1.09
	20.16	10.82	4.65	6.64

22 Restated statement of cost of food and beverages consumed	For the period ended 31-Jan-24	For the year ended 31-Mar-23	For the year ended 31-Mar-22	For the year ended 31-Mar-21
Consumption of food and beverages				
Inventory at the beginning of the period / year	6.81	10.31	17.05	12.38
Add: Purchases during the period / year	92.93	169.55	191.58	141.37
Inventory at the end of the period / year	16.19	18.84	10.31	17.05
	83.55	161.02	198.32	136.70
Consumption of Stores & Supplies	12.25	19.06	19.48	11.57
	95.80	180.08	217.80	148.27

23 Restated statement of employee benefit expense	For the period ended	For the year ended	For the year ended	For the year ended
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Salary, wages & bonus*	237.01	309.16	312.24	215.77
Contribution to provident and other funds	0.89	0.83	0.89	0.98
Gratuity (see note no. 24.1 & 24.2)	1.65	0.81	1.44	3.49
Staff welfare expenses	3.43	6.16	2.40	0.70
	242.98	316.96	316.97	220.94

23.1 The Company is a Small and Medium Sized Company as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly the disclosure under AS-15 (revised) is given as applicable to a small and Medium sized Company.

23.2 The actuarial liability provided in the accounts for the year in respect of gratuity is based on the following assumptions

Particulars	For the period ended	For the year ended	For the year ended	For the year ended
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Retirement age to be assumed at	65 Years	65 Years	65 Years	65 Years
Future salary rise	6.00%	6.00%	6.00%	6.00%
Rate of discounting	7.50%	7.51%	7.36%	6.87%
Attrition rates	2.00 % (as applicable)	2.00 % (as applicable)	2.00 % (as applicable)	2.00 % (as applicable)
Mortality rate	India Assured Lives Mortality 2012-14 (Urban)	India Assured Lives Mortality 2012-14 (Urban)	India Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality (2006-08) Ultimate
Method of valuation	Projected Unit Credit Method	Projected Unit Credit Method	Projected Unit Credit Method	Projected Unit Credit Method

24 Restated statement of finance costs	For the period ended	For the year ended	For the year ended	For the year ended
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Interest expense	4.48	16.22	51.36	141.71
Other borrowing costs	3.53	5.77	8.88	6.67
	8.01	21.99	60.24	148.38

25 Restated statement of depreciation and amortisation	For the period ended	For the year ended	For the year ended	For the year ended
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Depreciation of property, plant & equipments	184.47	232.24	145.62	149.29
Amortization of intangible assets	0.58	0.02	0.21	1.51
	185.05	232.26	145.83	150.80

26 Restated statement of other expenses	For the period ended	For the year ended	For the year ended	For the year ended
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Power & fuel expenses	65.40	72.95	59.82	47.66
Upkeeping & service cost	11.42	19.19	19.60	14.97
Guest entertainment	3.29	4.72	3.45	5.73
Repairs & maintenance- building	11.29	80.42	48.63	29.90
Repairs & maintenance- others	20.46	10.53	13.05	8.38
Advertisement expenses	42.43	36.55	21.28	16.98
Commission & discount	20.51	28.49	27.08	16.70
Insurance expenses	1.28	2.06	2.07	0.83
Office expenses	0.81	0.64	0.45	0.16
Communication expenses	3.45	4.57	3.80	2.49
Travelling expenses	9.30	11.72	7.68	3.04
Rent expenses	8.96	67.25	45.56	23.01
Rates & taxes	6.29	6.12	5.60	17.41
Legal & professional fees	50.03	60.93	34.29	15.78
Printing & stationery	4.43	2.00	1.78	1.40
Miscellaneous expenses	7.74	13.81	5.04	11.14
Sundry balances written off	-	-	-	13.10
Donation expenses	0.12	0.24	0.07	0.17
Diminution in investment	-	-	-	3.27
Payments to auditor	1.75	2.52	2.81	2.63
Spa expenses	6.28	9.17	6.12	-
Service charge expenses	-	18.02	28.05	22.57
	275.24	451.90	336.23	257.32

27 Restated statement of exceptional items	For the period ended	For the year ended	For the year ended	For the year ended
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Gain on disposal of investment in subsidiaries	-	370.00	-	-
	-	370.00	-	-

The Holding company had disposed off its investments in its subsidiaries namely Coast to Coast Hospitality & Lifestyle LLP and Perhaps Foods Private Limited

28 Restated statement of Earnings per share [EPS]	For the period ended	For the year ended	For the year ended	For the year ended
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Profit for the year	312.15	355.76	144.25	(120.18)
Weighted average numbers of equity shares outstanding *	1,18,75,000	1,18,75,000	1,18,75,000	1,18,75,000
Face value per equity share (Rs.)	10.00	100.00	100.00	100.00
Basic and diluted earnings per share (Rs.)	2.63	3.00	1.21	(1.01)

*** Calculation of weighted average number of equity shares**

Equity shares before bonus issue and split of shares	2,37,500	2,37,500	2,37,500	2,37,500
Add: Impact on account of share split in the ratio of 1:10	21,37,500	21,37,500	21,37,500	21,37,500
Add: Impact on account of issue of bonus shares in the ratio of 4:1	95,00,000	95,00,000	95,00,000	95,00,000
	1,18,75,000	1,18,75,000	1,18,75,000	1,18,75,000

29 Restated statement of contingent liabilities	For the period ended	For the year ended	For the year ended	For the year ended
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
Contingent liabilities in respect of:				
Guarantees to bank against credit facilities extended to the group companies *	3,600.00	4,749.73	1,794.64	1,950.83
TDS defaults with respect to delay filing fee, short deduction and interest thereon	2.55	0.03	4.01	1.51
Other money for which company is contingently liable:				
In respect of service tax matters pending before authorities	25.21	25.21	25.21	25.21
Total	3,627.76	4,774.97	1,823.86	1,977.55

* to the extent facilities utilised by the group company

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)

CIN: U55101PN1981PLC023814

ANNEXURE - 5 - NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

All amounts in INR lakhs, except per share data or as otherwise stated

Note 30: Restated statement of related party disclosures

Related parties of Saj Hotels Limited	
A Related Parties	Description of relationship
My Own Rooms Dot In Private Limited (w.e.f 17th November 2021)	Associate Company
B.1 Key Management Personnel (KMP) of Parent Company	Relationship / Designation
Rahul Timbadia	Executive Director
Kartik Timbadia	Whole Time Director
Karna Timbadia	Managing Director
Almitra Timbadia	Executive Director
Amita Timbadia	Close family member of KMP
Parth Timbadia	Close family member of KMP
Jalpa Timbadia	Close family member of KMP
Suchita Timbadia	Close family member of KMP
Usha Ghelani (appointed w.e.f 23rd November 2023)	Chief Financial Officer
Harsha Mandora (appointed w.e.f 12th December 2023)	Company Secretary
B.2 KMP of Perhaps Food Private Limited	
Parth Timbadia	Director
Almitra Timbadia	KMP of the Holding company
Govind Bansal (w.e.f 22th July 2022)	Director
Karna Timbadia (w.e.f 15th September 2023)	Director
B.3 Designated partners of Coast to coast Hospitalitys and lifestyle LLP	
Saj Hotels Limited (upto 10th March 2023)	Partner
Escabrahma Gourmet Private limited (upto 10th March 2023)	Partner
B.4 Key Management Personnel (KMP) & relatives of KMP of Coast to Coast Hospitalitys and Lifestyle LLP	
Rahul Timbadia	KMP of first Designated Partner
Amita Timbadia	Relative of KMP of first Designated Partner
Parth Timbadia	Relative of KMP of first Designated Partner
Sandeep AK Sreedharan	KMP of the second Designated Partner
Swapna H Karunakar	Relative of KMP of the second Designated Partner
B.5 Enterprise where individuals (KMP & their relatives) have significant influence	
Latim Lifestyle & Resorts Ltd.	Enterprise under Significant influence
Sanctuary Design & Development Pvt Ltd	Enterprise under Significant influence
Latim Investment & Finance Co.	Enterprise under Significant influence
Latim Sourcing (India) Pvt Ltd. (*)	Enterprise under Significant influence
Swara Hills Partners	Enterprise under Significant influence
La Tim Metal & Industries Limited (*)	Enterprise under Significant influence

(*) Pursuant to the scheme of merger between La Tim Sourcing (India) Private Limited and La Tim Metal & Industries Limited, which was sanctioned by the Mumbai bench of Hon'able National Company Law Tribunal [NCLT] vide its order dated 4th August, 2023, La Tim Sourcing (India) Private Limited have been merged with La Tim Metal & Industries Limited w.e.f appointed date of 1st April 2019.

C Transactions with related parties & outstanding balances

1	My Own Rooms Dot In Private Limited	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan given	-	43.10	21.50	-
	Loan recovered	-	12.50	-	-
	Net outstanding receivable	70.01	65.10	34.50	-
	Interest income	4.91	-	-	-
	Investment made	-	-	20.00	-

2	Latim Lifestyle & Resorts Ltd.	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan taken	-	215.00	-	-
	Loan repaid	-	215.00	-	-
	Sales services	7.57	-	-	-
	Rent expense	2.96	3.47	-	-
	Net outstanding receivable/ (payable)	-	3.47	-	-

3	La Tim Metal & Industries Limited	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Purchases & other expense	-	-	20.42	-
	Net outstanding payable	-	-	12.52	-

(**) Pursuant to the scheme of merger between La Tim Sourcing (India) Private Limited and La Tim Metal & Industries Limited, which was sanctioned by the Mumbai bench of Hon'able National Company Law Tribunal [NCLT] vide its order dated 4th August, 2023, La Tim Sourcing (India) Private Limited have been merged with La Tim Metal & Industries Limited w.e.f appointed date of 1st April 2019. Accordingly guarantees given by the Saj Hotels Limited to Latim Sourcing (India) Pvt Ltd. for availing credit facilities from bank have been transferred to La Tim Metal & Industries Limited. As the appointed date is 1st April, 2019, all transactions with erstwhile entity is now being disclosed under the name of La Tim Metal & Industries Limited.

4	Swara Hills Partners	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Deposits taken	-	9.00	2.00	-
	Rent income	0.90	-	-	-

5	Sanctuary Design & Development Pvt Ltd	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan taken	-	-	-	30.00
	Loan repaid	-	32.43	-	-
	Interest expense	-	-	2.70	-
	Net outstanding payable	-	-	32.43	30.00

6	Latim Investment & Finance Co.	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan taken	-	-	35.50	-
	Loan repaid	-	-	35.50	-

7	Coast to Coast Hospitality & Lifestyle LLP (after 10 March 2023)	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan given	5.86	-	-	-
	Loan recovered	69.30	5.00	-	-
	Loan written off	-	122.66	-	-
	Net outstanding receivable	-	63.44	-	-

8	Perhaps Foods Private Limited (after 31 March 2023)	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan given	34.47	-	-	-
	Loan recovered	52.81	-	-	-
	Net outstanding receivable	123.83	-	-	-
	Interest income	10.11	-	-	-
9	Escabrahma Gourmet Private limited (upto 10 March 2023)	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan given	-	1.50	4.40	17.33
	Loan recovered	-	3.50	-	-
	Net outstanding receivable	-	22.23	24.23	19.83
	Net outstanding payable	-	2.25	-	-
10	Sandeep AK Sreedharan (upto 10 March 2023)	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Net outstanding receivable	-	-	0.25	0.25
11	Remuneration	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Kartik Timbadia	1.50	18.00	15.86	13.55
	Karna Timbadia	7.50	3.85	18.20	12.25
	Amita Timbadia	3.00	3.60	3.60	2.70
12	Salary	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Parth Timbadia	12.25	4.79	18.20	11.45
	Jalpa Timbadia	5.64	5.40	5.40	4.25
	Suchita Timbadia	3.00	3.60	3.60	2.70
	Usha Ghelani (appointed w.e.f 23rd November 2023)	0.77	-	-	-
	Harsha Mandora (appointed w.e.f 12th December 2023)	0.25	-	-	-
13	Loan taken From KMP's and relatives of KMPs	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Rahul Timbadia	56.50	501.00	122.00	6.00
	Kartik Timbadia	-	12.40	14.50	-
	Karna Timbadia	80.00	60.90	196.40	335.50
	Parth Timbadia	-	135.85	56.00	23.51
	Almitra Timbadia	44.50	17.90	15.50	-
14	Loan repaid to directors and relatives of KMPs	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Rahul Timbadia	247.14	348.00	-	-
	Kartik Timbadia	10.50	20.00	-	0.00
	Karna Timbadia	250.39	312.03	32.40	79.73
	Parth Timbadia	-	37.75	-	-
	Almitra Timbadia	44.00	13.31	-	-

15	Loan given to directors and relatives of KMPs	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Karna Timbadia	-	2.19	-	-
	Amita Timbadia	-	0.00	0.00	-
	Jalpa Timbadia	-	0.59	0.14	0.68
	Escabrahma Gourmet Private limited	-	1.50	4.40	17.33
16	Loan recovered from directors	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Karna Timbadia	-	2.19	-	1.60
	Amita Timbadia	-	0.01	-	-
	Almitra Timbadia	-	-	-	98.00
	Jalpa Timbadia	0.15	0.45	0.34	0.63
	Escabrahma Gourmet Private limited	-	3.50	-	-
17	Net Outstanding Receivable	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Amita Timbadia	-	-	0.00	-
	Jalpa Timbadia	-	0.15	-	0.20
	Sandeep AK Sreedharan	-	-	0.25	0.25
	Escabrahma Gourmet Private limited	-	22.23	24.23	19.83
18	Net Outstanding Payable	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Rahul Timbadia	84.36	281.00	128.00	6.00
	Kartik Timbadia	2.37	12.87	20.47	5.97
	Karna Timbadia	77.98	248.37	499.50	335.50
	Almitra Timbadia	2.19	20.09	15.50	-
	Amita Timbadia	-	5.00	5.00	5.00
	Parth Timbadia	-	179.27	81.17	25.17
	Escabrahma Gourmet Private limited	-	2.25	-	-

D Following transactions and balances were eliminated on consolidation

i	Perhaps Foods Private Limited				
	Transactions with Saj Hotel Limited (Holding company)	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan taken	-	111.41	17.00	11.55
	Loan repaid	-	3.36	-	4.80
	Net outstanding payable	-	132.06	24.01	7.01
	Transactions with Coast to Coast Hospitalities & lifestyle LLP (upto 10 March 2023)	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan taken	-	0.42	1.07	0.04
	Loan repaid	-	2.99	-	0.04
	Net outstanding payable	-	-	2.57	1.50
ii	Coast to Coast Hospitality & Lifestyle LLP (upto 10 March 2023)				
	Transactions with Saj Hotel Limited (Holding company)	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan taken	-	29.50	5.33	21.38
	Loan repaid	-	-	3.01	1.77
	Interest expense	-	-	17.27	23.70
	Net outstanding payable	-	191.10	161.60	143.73
	Transactions with Perhaps Food Private Limited	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
	Loan Given	-	0.42	1.07	0.04
	Loan recovered	-	2.99	-	0.04
	Net outstanding receivable	-	-	2.57	1.50

SAJ HOTELS LIMITED (FORMERLY KNOWN AS SAJ HOTELS PRIVATE LIMITED)

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ANNEXURE - 5 - NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

All amounts in INR lakhs, except per share data or as otherwise stated

31 Additional Regulatory Information - Ratios

Ratios	Numerator	Denominator	As at 31st January, 2024*	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Current ratio (in times)	Total Current assets	Total Current liabilities	0.47	0.29	0.21	0.28
Debt equity ratio (in times)	Total debt	Total equity	0.13	0.47	1.18	1.24
Debt service coverage ratio (in times)	Earnings available for debt service = Net profit after taxes + Non-cash operating expenses + Interest +/- Deferred tax Expense	Debt service = Interest + Principal repayments	67.74	102.34	240.41	207.62
Return on equity (%)	Net Profit after taxes	Total equity	18.49%	27.02%	16.19%	-15.93%
Inventory turnover ratio (in times)	Revenue from Operations (Net)	Closing Inventory	74.38	186.42	124.47	47.24
Trade receivable turnover ratio (in times)	Revenue from Operations (Net)	Closing Trade receivable	55.27	364.29	117.51	52.44
Trade Payable turnover Ratio (in times)	Net credit purchases = Gross credit purchases - purchase return	Closing Trade payables	3.25	3.69	3.05	2.24
Net capital turnover ratio (in times)	Revenue from Operations (Net)	Working capital = Total Current assets - Total Current liabilities	-3.14	-1.57	-1.32	-1.02
Net profit ratio (%)	Net Profit after taxes	Revenue from Operations (Net)	25.92%	27.98%	11.24%	-14.92%
Return on capital employed (%)	Earnings before interest and taxes	Capital employed = Total Equity + Non Current Borrowing	24.69%	34.64%	28.64%	4.16%
Return on Investment (%)	Earnings before interest and taxes	Total Assets	16.19%	17.80%	11.77%	1.69%

Note:

Revaluation Surplus is excluded from the above workings wherever required

* Ratios for period ended January 31, 2024 are for nine months period and have not been annualized

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ANNEXURE - 5 - NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

All amounts in INR lakhs, except per share data or as otherwise stated

32 Restated statement of capitalisation

Particulars	Pre-Issue	Post-Issue*
Debt		
Short term debt	177.34	177.34
Long term debt	34.21	34.21
Total debt	211.55	211.55
Shareholders' fund (equity)		
Equity share capital	1,187.50	(*)
Reserves & surplus #	500.76	(*)
Total shareholders' fund (equity)	1,688.26	(*)
Long term debt/equity	0.02	(*)
Total debt/equity	0.13	(*)

excludes amount pertaining to revaluation reserve

(*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

33 Restated statement of mandatory accounting ratios

Particulars	As at			
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
(A) Net Worth	1,688.26	1,316.84	891.08	754.46
Restated Profit after Tax #	312.15	347.99	132.02	(120.18)
Less: Prior Period Item	-	-	-	-
(B) Adjusted Profit after tax	312.15	347.99	132.02	(120.18)
Number of equity shares outstanding as on the end of the period / year	1,18,75,000	1,18,75,000	1,18,75,000	1,18,75,000
(C.1) Weighted Average Number of Equity shares considering split of shares	23,75,000	23,75,000	23,75,000	23,75,000
(C.2) Weighted Average Number of Equity shares considering bonus issue	1,18,75,000	1,18,75,000	1,18,75,000	1,18,75,000
(D) Current Assets	339.22	331.03	255.79	303.09
(E) Current Liabilities	722.33	1,141.28	1,225.42	1,090.30
Face value per share (after considering split from INR 100 to INR 10)	-	-	-	-
Restated Basic and Diluted Earnings per Share (before bonus issue) (B/C.1)	13.14	14.65	5.56	(5.06)
Restated Basic and Diluted Earnings per Share (after bonus issue) (B/C.2)	2.63	3.00	1.21	(1.01)
Return on Networth (%) (B/A)	18.49%	26.43%	14.82%	-15.93%
Net asset value per share (A/C.1) based on Weighted average number of shares (before bonus issue)	71.08	55.45	37.52	31.77
Net asset value per share (A/C.2) based on Weighted average number of shares (after bonus issue)	14.22	11.09	7.50	6.35
Current Ratio (D/E)	0.47	0.29	0.21	0.28
Restated Earnings Before Interest Tax Depreciation and Amortisation and Other Income (EBITDA) *	417.34	449.00	210.83	(113.57)
*excludes exceptional items				
# Portion of owner's of the company				
Note:				

1 The ratios have been computed as below:

(a) Basic earnings per share (Rs.) - : Restated Net profit after tax / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.) - : Restated Net profit after tax / Weighted average number of equity shares outstanding at the end of the period or year

(c) Return on net worth (%) -: Net profit after tax (as restated at owner's portion) / Net worth at the end of the period or year

(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

(e) EBITDA has been calculated as Profit before Tax + Depreciation + Interest Expenses - Other Income - Exceptional Items

2 Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is then number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3 Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss and excluding revaluation reserve)

4 The figures disclosed above are based on the restated consolidated financial statements.

5 The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.

6 Impact of the issue of bonus shares has been considered for calculating earnings per share and net assets value per share separately.

7 Pursuant to resolution passed in Extra-ordinary General Meeting of members dated 1st September, 2023, the company has split the face value of the equity shares in the ratio 1:10 i.e face value of shares from INR 100 to INR 10 per share. Consequent impacts have been given in the above workings for all the reporting period for better comparison.

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ANNEXURE - 5 - NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

All amounts in INR lakhs, except per share data or as otherwise stated

34 Restated statement of tax shelter

Particulars	For the period / year ended on			
	31-Jan-24	31-Mar-23	31-Mar-22	31-Mar-21
A Profit before taxes as restated	417.34	449.00	210.83	(113.57)
B Tax Rate Applicable %	25.17%	25.17%	25.17%	25.17%
C Tax Impact (A*B)	105.04	113.00	53.06	(28.58)
Adjustments:				
Permanent Differences				
D Expenses disallowed Under Section 37 of the IT Act 1961	-	-	12.58	15.34
Gain / (Loss) on disposal of investment in subsidiaries	-	(370.00)	-	-
Total Permanent Differences	-	(370.00)	12.58	15.34
Timing Difference				
E Difference between tax depreciation and book depreciation	(1.04)	(24.96)	12.85	38.98
Expenses Disallowed Under Section 43B	1.64	4.01	2.77	7.31
Total Timing Differences	0.60	(20.95)	15.61	46.29
Other adjustments	-	312.43	78.63	107.47
Set off of Business Losses	-	-	(53.09)	(29.25)
F Net Adjustment (F) = (D+E)	0.60	(78.51)	53.73	139.84
G Tax Expenses/ (Saving) thereon (F*B)	0.15	(19.76)	13.52	35.20
H Tax Liability, After Considering the effect of Adjustment (C+G)	105.19	93.24	66.58	6.61
I Book Profit as per MAT *	Opted for 115BAA	Opted for 115BAA	Opted for 115BAA	Opted for 115BAA
J MAT Rate	NA	NA	NA	NA
K Tax liability as per MAT (I*J)	NA	NA	NA	NA
L Current Tax being Higher of H or K	105.19	93.24	66.58	6.61
M Interest U/s 234A, B and C of Income Tax Act	-	-	-	-
N Total Tax expenses (L+M+N)	105.19	93.24	66.58	6.61
P Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	Normal	Normal	Normal	Normal

CAPITALISATION STATEMENT

The Capitalization Statement on the basis of our Restated Financial Statements for the period ended January 31, 2024 is as follows:

(Amount in ₹ Lakhs)

Particulars	Pre-Issue (As at January 31, 2024)	Post Issue *
Borrowings		
Short-term Borrowings	177.34	
Long-term Borrowings	34.21	
Total Borrowings	211.55	
Equity (Shareholder's Fund)		
Share Capital	1,187.50	[•]
Reserves and Surplus#	7,687.34	
Total Equity	8,874.84	
Long term Borrowings/ Total Equity	0.004	
Total Borrowings/ Total Equity	0.024	
* The corresponding post issue figures are not determinable at this stage pending the determination of Issue Price and hence has not been furnished.		
# includes amount pertaining to Revaluation Reserve		
Notes:		
1. Short term debts represent debts which are expected to be paid/payable within 12 months and includes current maturity of long-term debt and loans repayable on demand.		
2. Long term debts represent debts other than short term Debts as defined above and excludes instalment of term loans repayable within 12 months.		
3. The figures disclosed above are based on Restated Consolidated statement of assets and liabilities of the Company as at January 31, 2024.		

CHANGE IN SHARE CAPITAL SINCE THE DATE OF LAST RESTATED FINANCIAL STATEMENTS

There has been no change in the share capital of our company since the date of last restated financial statements.

OTHER FINANCIAL INFORMATION

The other financial information used to calculate key financial indicators of our company as mentioned in the chapter titled “Basis for Issue Price” beginning on page 238 of this Draft Prospectus, for the period ended January 31, 2024, and the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 is as follows:

Particulars	Formula	For the ten-month period ended January 31, 2024	For the Financial Years ended March 31		
			2023	2022	2021
Revenue from operations (Amount in ₹ Lakhs)	A	1,204.26	1,271.37	1,283.25	805.50
Growth in Revenue from operations (%)		-	(0.93%)	59.31%	-
Restated Profit/(loss) for the period (PAT) (Amount in ₹ Lakhs)	B	312.15	347.99	132.02	(120.18)
Add: Share in Profit/(loss) of Associate concern (Amount in ₹ Lakhs)	C	-	7.77	12.23	-
Restated Profit/(loss) for the period before share in profit/(loss) of Associate Company (PAT) (Amount in ₹ Lakhs)	D=B+C	312.15	355.76	144.25	(120.18)
Add: Tax Expenses (Amount in ₹ Lakhs)	E	105.19	93.24	66.58	6.61
Add: Finance costs (Amount in ₹ Lakhs)	F	8.01	21.99	60.24	148.38
Earnings before Interest and Tax (EBIT) (Amount in ₹ Lakhs)	G=D+E+F	425.35	470.99	271.07	34.81
Less: Other Income (Amount in ₹ Lakhs)	H	20.16	10.82	4.65	6.64
Add: Exceptional items (Amount in ₹ Lakhs)	I	-	(370.00)	-	-
Add: Depreciation and amortization expenses (Amount in ₹ Lakhs)	J	185.05	232.26	145.83	150.80
EBITDA (Amount in ₹ Lakhs)	K=G-H+I+J	590.24	322.43	412.25	178.97
PAT Margin as a percentage of revenue from operations (%)	L=B/A	25.92	27.98	11.24	(14.92)
EBITDA Margin as a percentage of revenue from operations (%)	M=K/A	49.01	25.36	32.13	22.22
Total shareholder’s funds, as restated (Amount in ₹ Lakhs)	N	8,874.84	8,562.69	8,214.70	1,986.09
Less: Revaluation Reserve (Amount in ₹ Lakhs)	O	7,186.57	7,245.85	7,323.62	1,231.62
Net Worth (excluding Revaluation Reserve) (Amount in ₹ Lakhs)	P=N-O	1,688.27	1,316.84	891.08	754.47
Long-term borrowings (Amount in ₹ Lakhs)	Q	34.21	42.68	55.32	82.02
Total Capital employed (Amount in ₹ Lakhs)	R=P+Q	1,722.48	1,359.52	946.40	836.49
Return on Equity (%)	S=D/P	18.49	27.02	16.19	(15.93)
Return on capital employed (%)	T=G/R	24.69	34.64	28.64	4.16
Number of Equity Shares outstanding at the end of the period (Number in Lakhs)	U	118.75	23.75	23.75	23.75
Weighted average number of Equity Shares considering sub-division and bonus issue of shares (Number in Lakhs)	V	118.75	118.75	118.75	118.75
Net Asset value per equity share (₹)	W=P/V	14.2	11.1	7.5	6.4
Short term borrowings	X	177.34	571.46	998.22	856.49
Total debt	Y=Q+X	211.55	614.14	1,053.54	938.51
Debt-Equity Ratio	Z=Y/P	0.13	0.47	1.18	1.24

Current Assets (Amount in ₹ Lakhs)	AA	339.22	331.03	255.79	303.09
Current Liabilities (Amount in ₹ Lakhs)	BB	722.33	1,141.28	1,225.42	1,090.30
Current Ratio	CC=AA/BB	0.47	0.29	0.21	0.28
Total Room Revenue (Amount in ₹ Lakhs)	DD	523.26	433.24	411.54	208.45
Food and Beverage Revenue (Amount in ₹ Lakhs)	EE	232.55	293.14	407.24	319.94
Property Management Space Rental (Amount in ₹ Lakhs)	FF	420.09	503.50	413.99	247.99

All the figures disclosed above are based on the Restated Financial Statements of the Company as per chapter titled “Restated Financial Statements” beginning on page 189 of this Draft Prospectus.

RELATED PARTY TRANSACTIONS

For details on related party transactions (As per the requirement under Accounting Standard 18 “Related Party Disclosure” issued by ICAI) of the Company during the restated audit period as mentioned in this Draft Prospectus i.e., for the period ended January 31, 2024, and financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 please refer to head titled “Related Party Transactions” annexed with the restated financial statements, beginning on page 189 of this Draft Prospectus.

For risk associated with related party transactions, refer risk factor number 47 on page 40 of this Draft Prospectus.

STATEMENT OF FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of the business. Set forth below is a brief summary of the aggregate Outstanding Borrowings as on January 31, 2024:

Nature of Borrowing	Amount of Outstanding Borrowings (including current maturities) as on January 31, 2024 (₹ in Lakhs)
Secured Borrowings	
<i>Fund Based</i>	
From Banks	44.65
<i>Non-Fund Based</i>	NIL
Unsecured Borrowings	
<i>Fund Based</i>	
From Directors and their Relatives	166.90
<i>Non-Fund Based</i>	NIL
Total Borrowings as per restated financials	211.55

DETAILS OF SECURED BORROWINGS

Name of Lender	Sanction Date	Nature of the Facility	Amount Sanctioned (₹ In Lakhs)	Amount outstanding as on January 31, 2024 (₹ In Lakhs)	Principal terms and conditions
HDFC Bank Ltd	01/01/2022	Vehicle Loan	22.50	14.44	Note-1
HDFC Bank Ltd	29/03/2022	Vehicle Loan	30.09	23.90	Note-2
HDFC Bank Ltd	08/03/2022	Vehicle Loan	8.78	5.96	Note-3
HDFC Bank Ltd	28/06/2023	Overdraft Limit Against Credit Card Swipe	25.00	0.35	Note-4
Total			86.37	44.65	

Note	Rate of Interest (p.a.)	Instalment	Security
1	7.10%	60 monthly instalments	Charge on underlying vehicle
2	7.10%	60 monthly instalments	Charge on underlying vehicle
3	8.00%	60 monthly instalments	Charge on underlying vehicle
4	18.00%	Repayable on demand	Secured against collection of hotel/resort

DETAILS OF UNSECURED BORROWINGS

Name of Lenders	Amount Outstanding as on January 31, 2024 (₹ In Lakhs)
From Directors and their Relatives:	
Karna Kartik Timbadia	77.98
Kartik Maganlal Timbadia	2.37
Almitra Ballal Timbadia	2.19
Rahul Maganlal Timbadia	84.36
Total	166.90

The above unsecured loans are repayable on demand.

For details regarding Borrowing Power of the Board, refer the chapter titled "Our Management" beginning on page 164 of this Draft Prospectus.

For risk associated with borrowings repayable on demand, refer risk factor number 24 on page 32 of this Draft Prospectus.

DETAILS OF CONTINGENT LIABILITY

Details showed under contingent liabilities of the Restated Financial Statements as on 31 January 2024 is as follows:

Our Company is one of the co-borrowers in respect of the loan to the extent of ₹ 3,600 Lakhs borrowed by La Tim Metal & Industries Limited. We have also provided the securities in the nature of hypothecation/mortgage over the Company's properties i.e. Saj on the Mountain, Mahabaleshwar and Saj by the Lake, Malshej.

For risk associated with above contingent liability, refer risk factor number 14 on page 29 of this Draft Prospectus.

Data as certified by Statutory Auditor, Dhirubhai Shah & Co LLP, Chartered Accountants, by way of their certificate dated May 9, 2024 UDIN – 24140594BKAJRE1657

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our restated financial statements including the schedules, notes and significant accounting policies thereto for the ten-months period ended January 31, 2024 and for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021. The restated financial statements have been derived from audited financial statements and restated in accordance with SEBI (ICDR) Regulations and Guidance Notes issued by ICAI in this respect, as described in the Examination Report of auditors dated April 30, 2024, which is included under the chapter titled “Financial Information” beginning on page 189 of this Draft Prospectus.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in “Forward-Looking Statements” and “Risk Factors” beginning on pages 15 and 22 respectively, of this Draft Prospectus.

COMPANY OVERVIEW

Our Company was originally incorporated as a private limited company under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation issued by Registrar of Companies, Maharashtra at Bombay dated February 4, 1981 with the name ‘Saj Hotels Private Limited’ bearing Corporate Identity Number U55101MH1981PTC023814. Our Company is in hospitality sector since the date of incorporation.

Our Company was converted from a private limited company to Public Limited Company pursuant to Special Resolution passed at the Extra-ordinary General Meeting by the shareholders of the Company on October 5, 2023 and the name of our Company was changed to ‘Saj Hotels Limited’. A fresh certificate of incorporation consequent to conversion was issued on November 3, 2023 by the Registrar of Companies, Pune bearing Corporate Identity Number U55101PN1981PLC023814.

Our company is engaged in Hospitality industry. We provide a diverse portfolio of Business-to-Business (B2B), Business-to-Business-to-Customer (B2B2C) and Business-to-Customer (B2C) hospitality offerings, spanning from traditional resort accommodation to villa rentals and restaurant and bar properties. We focus on providing comprehensive services to guests, including food and beverage options, recreational facilities and event hosting capabilities, reflecting a commitment to ensuring a memorable experience for our visitors.

We offer a range of accommodation options across various destinations, each tailored to provide comfort and convenience. Our resorts have well-appointed rooms and suites, complemented by a variety of dining venues including restaurants, bars and in-room dining services. Our dedicated team provides personalized concierge assistance, access to rejuvenating spa facilities, and a host of recreational activities to ensure a memorable stay for every visitor.

Our resorts serve as versatile event venues, equipped to host a wide array of gatherings including conferences, weddings, and social events. With comprehensive event planning and management services, we ensure seamless execution and unforgettable experiences for our clients and their guests.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD

The Directors of our Company confirm that:

Since the date of the last audited period i.e., January 31, 2024, as disclosed in this Draft Prospectus, there are no circumstances that materially or adversely affect or are likely to affect the trading or profitability of our Company, the value of its assets or its ability to pay its material liabilities, within the next twelve months, except as follows:

1. The Board of the company was re-constituted at the board meeting held on March 29, 2024. Details of the same are as follows:

Name of Director	Date of Event	Event	Reason
Almitra Ballal Chandrachud	March 29, 2024	Change in designation	Change in designation from Executive Director to Non-Executive Director
Karna Kartik Timbadia	March 29, 2024	Change in terms of appointment	Appointment as Managing Director

Rahul Maganlal Timbadia	March 29, 2024	Change in designation	Change in designation from Executive Director (Chairman) to Non-Executive Director (Chairman)
Kartik Maganlal Timbadia	March 29, 2024	Change in designation	Change in designation from Whole Time Director to Non-Executive Director
Biren Kishore Parekh	March 29, 2024	Change in designation	Regularisation as Non-Executive Independent Director
Mayoor Natubhai Amin	March 29, 2024	Cessation	Cessation as a Non-Executive Independent Director
Dhruti Kashyap Shah	March 29, 2024	Appointment	Appointment as a Non-Executive Independent Director

2. The Board of the Company has approved to raise funds through Initial Public Offering in the board meeting held on April 9, 2024.
3. The members of the Company approved proposal of Board of Directors to raise funds through initial public offering in the EGM held on May 2, 2024.
4. The Board of Directors of the company in accordance with the provision of companies act 2013, has constituted Audit Committee, Nomination and Remuneration committee, Stakeholders' Relationship Committee at the Board Meeting held on November 23, 2023, further, pursuant to resignation of Mayoor Natubhai Amin, Independent Director of the Company, the Audit Committee and Nomination and Remuneration committee has been re-constituted at the Board Meeting held on April 9, 2024.

FACTORS AFFECTING THE RESULTS OF OUR OPERATIONS

Our business is subject to various risks and uncertainties.

The results of operations and financial condition are affected by a number of important factors including:

- Competition from new and existing players
- Seasonality and cyclical nature of business
- Changes in consumer demand
- Changes in laws, government regulations and policies

Competition from new and existing players

We operate in a highly competitive industry and our success is dependent on our ability to compete on various factors such as attractiveness and quality of our offerings, quality of accommodation, food and beverage, location, service levels, and amenities, together with the brand reputation of our brand licensors. We may also have to compete with any new resort properties that commence operation in the markets in which we operate or intend to commence operations. In addition, our ability to capture the expected growth in tourism and the hotel industry, and respond to the consequent competition in the hotel industry, will be critical to our results of operations in the future.

Seasonality and cyclical nature of business

The hospitality industry is seasonal in nature. The periods during which our properties experience higher revenues vary from property to property, depending principally upon location and the guest base served. Our revenues are higher during the monsoon and winter seasons. Seasonality affects leisure travel and the MICE segment (meetings, incentives, conferences and events); however, business travel is generally more consistent throughout the year. Seasonality can be expected to cause quarterly fluctuations in our revenue, profit margins and earnings.

The hospitality industry is cyclical and demand generally follows, on a lagged basis, key macroeconomic indicators. There is a history of increase and decrease in demand for hotel rooms, in occupancy levels and in room rates realized by hotels through economic cycles. The combination of changes in economic conditions and in the supply of available rooms can result in significant volatility in results of resort properties. The costs of running a property tend to be more fixed than variable. These

expenses include employee costs, utilities and insurance. When demand for our rooms decrease, due to high operating leverage, the resulting decline in our revenues can have an adverse effect on our net cash flow, margins and profits. This effect can be especially pronounced during periods of economic contraction or slow economic growth. Similarly in conditions of economic upturns, when the demand for hotel rooms increases, due to high operating leverage, our net cash flow, margins and profits may increase disproportionately to the increase in revenues.

For risk associated with competition, refer risk factor number 62 on page 44 of this Draft Prospectus.

Changes in consumer demand

Economic growth drives business and leisure travel as well as conferences, banquets and events which impact the success of our operations. In addition, the hotel industry and the demand for rooms is also affected by travel advisories, worldwide health concerns, geo-political developments, natural disasters in the region and inflation. Declines in consumer demand due to adverse general economic conditions, risks affecting or reducing travel patterns, lower consumer confidence and adverse political conditions can lower the revenues and profitability of our resorts. Further, adverse general economic conditions may negatively impact the demand for, and occupancies in, our commercial and retail projects. As a result, changes in consumer demand can subject and have subjected our revenues to significant volatility.

Changes in laws, government regulations and policies

Our business is subject to significant governmental regulation, particularly in relation to safety, health, environment, real estate and excise and labour laws. In connection with our ownership of resorts and development of properties, we are also subject to a variety of national, state and local laws and regulations relating to environmental laws. Under some of these laws, a current or former owner or operator of real estate property may be held liable for the costs of investigating or remediating hazardous or toxic substances or wastes on, under or in such real property, as well as third-party sites where the owner or operator sent wastes for disposal. The costs of investigating or remediating contamination, at our properties or at properties where we sent substances or wastes for disposal, may be substantial. We are also subject to laws and regulations governing relationships with employees in such areas as minimum wages and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits and maintenance of regulatory/ statutory records. For instance, the Government of India has introduced (i) the Code on Wages, 2019, (ii) the Code on Social Security, 2020, (iii) the Occupational Safety, Health and Working Conditions Code, 2020, and (iv) Industrial Relations Code, 2020 (collectively, the “Codes”). The aim of the Codes is to consolidate, subsume and replace various existing central labour legislation. We are also subject to regulations relating to the sale and service of food, alcoholic and non-alcoholic beverages and hosting of events and weddings at our resort properties. These regulations and policies can be extensive and amended periodically. The extensive regulatory structure within which we operate may constrain our flexibility to respond to market conditions, competition or changes in our cost structure, which could have an adverse effect on our business and prospects.

For risk associated with obtaining and renewing registrations, licenses and permits, refer risk factor number 10 on page 27 of this Draft Prospectus.

Other factors affecting our business are as follows:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national, and international economies;
2. Failure to successfully upgrade our product portfolio, from time to time;
3. Any change in government policies resulting in increases in taxes payable by us;
4. Our ability to retain our key management’s persons and other employees;
5. Changes in laws and regulations that apply to the industries in which we operate.
6. Our failure to keep pace with rapid changes in technology;
7. Our ability to grow our business;
8. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
9. General economic, political, and other risks that are out of our control;

10. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
11. Company's ability to successfully implement its growth strategy and expansion plans;
12. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
13. Inability to successfully obtain registrations in a timely manner or at all;
14. Occurrence of Environmental Problems and Uninsured Losses;
15. Conflicts of interest with affiliated companies, the promoter group, group Companies and other related parties;
16. Any adverse outcome in the legal proceedings in which we are involved; and
17. Concentration of ownership among our Promoter.
18. The performance of the financial markets in India and globally.

See also "Risk Factors – External Risk Factors" beginning on page 44 of this Draft Prospectus.

SIGNIFICANT ACCOUNTING POLICIES

For significant accounting policies, please refer significant accounting policies to the Restated Financial Statements, under Section titled "Financial Information" beginning on page 189 of this Draft Prospectus.

MAJOR ITEMS OF INCOME AND EXPENDITURE

INCOME

Revenue from operations

The Revenue from operations consist of revenue from Hotel Business including resorts managed by us and rental income from properties managed by third parties. It consists of Sales of services in the form of Room Revenue, Food and beverage revenue and Other Services and Other Operating Revenue in the form of Property management space rental, Management fees and License Income.

Room Revenue, Food and beverage revenue and Other Services are recognised at transaction price that is allocated to performance obligation. Room revenue is recognised once the room is occupied and food and beverages Revenue is recognised once the food and beverage are sold as per contract with customers.

Property Management Space Rental constitutes the lease rentals earned from resort properties given on lease. Management fee and License Income is realised as per the agreement entered into with parties for the same.

Other Income

Other Income comprises of Interest Income, Interest on Income Tax Refund and Other Indirect Income like losses and damages recovered, profit on sale of assets, miscellaneous income and sundry balances written back.

EXPENSES

Cost of food and beverages consumed

Cost of food and beverages consumed consists of consumption of food and beverages and consumption of stores and supplies.

Employee Benefit Expenses

Employee Benefit expenses include Salaries, Bonus and Allowances, Directors' Remuneration, Gratuity, Contribution to Provident Fund and Other Funds, Staff Medical Expenses and Staff Welfare Expenses.

Finance costs

Finance costs consist of interest expenses and other borrowing costs.

Depreciation and Amortization expenses

Depreciation and Amortization includes Depreciation on Tangible assets such as Hotel Building, Furniture and Fixtures, Motor Vehicles, Computers, Plant and Machinery and Leasehold Improvements.

Other Expenses

Other Expenses include expenses on account of Power and Fuel, Electricity, Up-keeping and service, Guest Entertainment, Repairs and Maintenance, Advertisement and Business Promotion Expenses, Commission and Discount, Insurance, Office, Communication, Traveling, Rent, Rates and taxes, Legal and professional services, Audit fee, Printing & Stationery, Donation, Diminution in Investment, Services charges, Royalty, Miscellaneous Expenses, Transportation and Sundry balances written off.

Exceptional Items

Exceptional items include gain/ (loss) on disposal of investment in subsidiaries.

Tax Expenses

- **Current tax**

Current tax is the amount of income tax payable on the taxable profits for the year as determined in accordance with provisions of Income Tax Act, 1961.

- **Deferred tax**

Deferred tax is recognised based on timing difference between tax calculated as per applicable tax rate on taxable income as per Income Tax Act, 1961 and book profits.

SUMMARY OF RESULTS OF OUR OPERATION

The following table sets forth financial data from restated profit and loss accounts for the ten-month period ended January 31, 2024 and financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 and the components of which are also expressed as a percentage of Total Income for such periods:

(Amount in ₹ Lakhs)

Particulars	Ten-month ended on		For the year ended March 31,					
	January 31, 2024	% of Total Income	2023	% of Total Income	2022	% of Total Income	2021	% of Total Income
Revenue from operations	1204.26	98.35	1271.37	99.16	1283.25	99.64	805.50	99.18
Other income	20.16	1.65	10.82	0.84	4.65	0.36	6.64	0.82
Total Income	1,224.42	100.00	1282.19	100.00	1287.90	100.00	812.14	100.00
Expenses								
Cost of Food and beverages consumed	95.80	7.82	180.08	14.04	217.80	16.91	148.27	18.26
Employee benefit expenses	242.98	19.84	316.96	24.72	316.97	24.61	220.94	27.21
Finance expenses	8.01	0.65	21.99	1.72	60.24	4.68	148.38	18.27
Depreciation and Amortization	185.05	15.11	232.26	18.11	145.83	11.32	150.80	18.57
Other expenses	275.24	22.48	451.90	35.24	336.23	26.11	257.32	31.68
Total expenses	807.08	65.92	1,203.19	93.84	1,077.07	83.63	925.71	113.98
Profit / (Loss) before exceptional items, Taxes and share in Profit / (Loss) of Associate concern	417.34	34.08	79.00	6.16	210.83	16.37	(113.57)	(13.98)
Exceptional items	-	-	370.00	28.86	-	-	-	-
Profit before tax	417.34	34.08	449.00	35.02	210.83	16.37	(113.57)	(13.98)
Tax expense								
i. Current tax	109.42	8.94	86.00	6.71	60.00	4.66	-	-
ii. Deferred tax	(5.47)	(0.45)	9.11	0.71	6.58	0.51	6.26	0.77
iii. (Excess) / Short provision of tax relating to earlier years	1.24	0.10	(1.87)	(0.15)	-	-	-	-
iv. Reversal of MAT credit	-	-	-	-	-	-	0.35	0.04
Total tax	105.19	8.59	93.24	7.27	66.58	5.17	6.61	0.81
Profit / (Loss) for the period / year before share in profit / (loss) of Associate concern	312.15	25.49	355.76	27.75	144.25	11.20	(120.18)	(14.80)
Share in Profit / (Loss) of Associate Concern	-	-	(7.77)	(0.61)	(12.23)	(0.95)	-	-
Total Profit / (Loss) for the period / year attributable to Owners of the Company	312.15	25.49	347.99	27.14	132.02	10.25	(120.18)	(14.80)
Total Profit / (Loss) for the period / year attributable to Minority Interest	-	-	-	-	-	-	-	-

For details regarding Key performance indicators, kindly refer the chapter titled “Basis for Issue Price” beginning on page 94 of this Draft Prospectus.

FINANCIAL INFORMATION FOR THE PERIOD ENDED JANUARY 31, 2024**REVENUE****Revenue from operations**

The Revenue from operations consist of revenue from resorts managed by us and rental income from properties managed by third parties. It consists of Sales of services in the form of Room Revenue, Food and beverage revenue, service charges from restaurants and other services and Other Operating Revenue i.e. property management space rental.

The total revenue from operations for the ten-month period ended January 31, 2024 amounts to ₹ 1204.26 Lakhs. The bifurcation of this revenue from operations under different heads is as follows:

Particulars	Amount in ₹ Lakhs	% of Total Revenue from operations
Revenue from Operations		
Sale of Services		
Room Revenue	523.26	43.45
Food and Beverage Revenue	232.55	19.31
Other Services	14.84	1.23
Total Sale of Services	770.65	63.99
Other Operating Revenue		
Property Management Space Rental	420.09	34.88
Management fees	6.32	0.52
License income	7.20	0.60
Total Revenue from operations	1204.26	100.00

As evident from the above table, our revenue from sales of services consists of Room Revenue, Food and Beverage sales in the restaurants and other Services revenue. The revenue from sale of services amounts to ₹ 523.26 Lakhs i.e. 43.45% of the total revenue from operations. The property management space rental received from leasing our property also consists of ₹ 420.09 Lakhs comprising 34.88% of the total revenue from operations.

The entire revenue is generated from domestic sale of services from the states of Maharashtra and Madhya Pradesh.

The bifurcation of our Revenue from operations from each resort property as on January 31, 2024 is as follows:

Particulars	Amount in ₹ Lakhs			% of Total Revenue from operations
	Sale of services	Other operating Revenue	Total Revenue from operations	
Saj on the Mountain, Mahabaleshwar	-	420.09	420.09	34.88
Saj by the Lake, Malshej	633.58	-	633.58	52.61
Saj in the Forest, Pench	137.07	-	137.07	11.38
Others	-	13.52	13.52	1.12
Total	770.65	433.61	1204.26	100.00

As evident form the above table, a significant portion of our revenue is derived from our properties located in Maharashtra. Further, Saj in the Forest, Pench has recently commenced operation.

Other Income

Other Income comprises of Interest Income, Interest on Income Tax Refund, Dividend Income and Other Indirect Income like losses and damages recovered, profit on sale of assets, miscellaneous income and sundry balances written back.

Total Other Income for the ten-month period ended January 31, 2024 amounts to ₹ 20.16 Lakhs i.e. 1.65% as a percentage of Total Income for the period ended January 31, 2024.

EXPENSES

Cost of Food and Beverages Consumed

Cost of food and beverages consumed consists of consumption of food and beverages and consumption of stores and supplies. This includes purchases done during the year adjusted for opening and closing inventory of food and beverages and stores and supplies.

The cost of food and beverages consumed during the ten-month period ended January 31, 2024 amounts to ₹ 95.80 Lakhs i.e. 7.82% as a percentage of Total Income for the period ended January 31, 2024.

Employee Benefit Expenses

Employee Benefit expenses include Salaries, Bonus and Allowances, Directors' Remuneration, Gratuity, Contribution to Provident Fund and Other Funds, Staff Medical Expenses and Staff Welfare Expenses.

Employee Benefit Expenses during the ten-month period ended January 31, 2024 amounts to ₹ 242.98 Lakhs i.e. 19.84% as a percentage of Total Income for the period ended January 31, 2024.

Finance Costs

Finance costs consist of interest expenses and other borrowing costs.

Finance costs during the ten-month period ended January 31, 2024 amounts to ₹ 8.01 Lakhs i.e. 0.65% as a percentage of Total Income for the period ended January 31, 2024.

Depreciation and Amortization

Depreciation and Amortization includes Depreciation on Tangible assets such as hotel building, furniture and fixture, motor vehicles, computers, plant and machinery and leasehold improvements.

Depreciation and amortization during the ten-month period ended January 31, 2024 amounts to ₹ 185.05 Lakhs i.e. 15.11% as a percentage of Total Income for the period ended January 31, 2024.

Other Expenses

Other Expenses includes expenses on account of Power and Fuel, Electricity, Up-keeping and service, Guest Entertainment, Repairs and Maintenance, Advertisement and Business Promotion Expenses, Commission and Discount, Insurance, Office, Communication, Traveling, Rent, Rates and taxes, Legal and professional services, Audit fee, Printing & Stationery, Donation, Diminution in Investment, Services charges, Royalty, Miscellaneous Expenses, Transportation and Sundry balances written off.

Other Expenses during the ten-month period ended January 31, 2024 amounts to ₹ 275.24 Lakhs i.e. as a percentage of Total Income was 22.48% for the period ended January 31, 2024.

Profit before Tax

Profit before tax during the ten-month period ended January 31, 2024 amounts to ₹ 417.33 Lakhs i.e. 34.08% as a percentage of Total Income for the period ended January 31, 2024.

Tax Expenses

- **Current tax**

Current tax is the amount of income tax payable on the taxable profits for the year as determined in accordance with provisions of Income Tax Act, 1961.

Current tax as a percentage of Total Income was 8.94% for the period ended January 31, 2024.

- **Deferred tax**

Deferred tax is recognised based on timing difference between tax calculated as per applicable tax rate on taxable income as per Income Tax Act, 1961 and book profits.

Deferred tax as a percentage of Total Income was (0.45%) for the period ended January 31, 2024.

Profit after Tax

Profit after tax during the ten-month period ended January 31, 2024 amounts to ₹ 312.15 Lakhs i.e. 25.49% as a percentage of Total Income for the period ended January 31, 2024.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2023 WITH FINANCIAL YEAR ENDED MARCH 31, 2022

REVENUE

Revenue from operations

Revenue from operations has decreased by 0.94% from 1,283.25 Lakhs in financial year ended March 31, 2022 to ₹1271.37 Lakhs in financial year ended March 31, 2023. The bifurcation of our revenue from operations under different heads is as follows:

Particulars	For the year ended on March 31, 2023		For the year ended on March 31, 2022	
	Amount in ₹ Lakhs	% of Total Revenue from operations	Amount in ₹ Lakhs	% of Total Revenue from operations
Revenue from Operations				
Sale of Services				
Room Revenue	433.24	34.08	411.54	32.07
Food and Beverage Revenue	293.14	23.06	407.24	31.74
Other Services	31.09	2.45	38.10	2.97
Total Sales of Services	757.47	59.58	856.88	66.77
Other Operating Revenue				
Property Management Space Rental	503.50	39.60	413.99	32.26
Management fees	10.40	0.82	12.38	0.96
License income	-	-	-	-
Total Revenue from operations	1,271.41	100.00	1,283.25	100.00

Other Income

Other Income comprises of Interest Income, Interest on Income Tax Refund, Dividend Income and Other Indirect Income like losses and damages recovered, profit on sale of assets, miscellaneous income and sundry balances written back.

Other Income amounts to ₹ 10.82 Lakhs i.e. 0.84% of total revenue and ₹ 4.65 Lakhs i.e. 0.36% of total Income for the financial years ended March 31, 2023 and March 31, 2022 respectively.

EXPENSES

Cost of Food and Beverages Consumed

Cost of food and beverages consumed consists of consumption of food and beverages and consumption of stores and supplies.

Cost of food and beverages consumed as a percentage of Total Income was 14.04% for the period ended March 31, 2023 and 16.91% for the period ended March 31, 2022, showing a decrease of (17.33%) in the financial year 2023 as compared to the financial year 2022.

Employee Benefit Expenses

Employee Benefit expenses include Salaries, Bonus and Allowances, Directors' Remuneration, Gratuity, Contribution to Provident Fund and Other Funds, Staff Mediclaim Expenses and Staff Welfare Expenses.

Employee Benefit Expenses as a percentage of Total Income was 24.72% for the period ended March 31, 2023 and 24.61% for the period ended March 31, 2022. While, in absolute terms it remained the same in both the financial years.

Finance Costs

Finance costs consist of interest expenses and other borrowing costs.

Finance costs as a percentage of Total Income was 1.72% for the period ended March 31, 2023 and 4.68% for the period ended March 31, 2022, resulting in a decrease of (63.50%) in the financial year 2023 as compared to the financial year 2022.

Depreciation and Amortization

Depreciation and Amortization includes Depreciation on Tangible assets such as hotel building, furniture and fixture, motor vehicles, computers, plant and machinery and leasehold improvements.

Depreciation and amortization as a percentage of Total Income was 18.11% for the period ended March 31, 2023 and 11.32% for the period ended March 31, 2022, an increase of 59.27% in the financial year 2023 as compared to the financial year 2022.

Other Expenses

Other Expenses includes expenses on account of Power and Fuel, Electricity, Upkeeping and service, Guest Entertainment, Repairs and Maintenance, Advertisement and Business Promotion Expenses, Commission and Discount, Insurance, Office, Communication, Traveling, Rent, Rates and taxes, Legal and professional services, Audit fee, Printing & Stationery, Donation, Diminution in Investment, Services charges, Royalty, Miscellaneous Expenses, Transportation and Sundry balances written off.

Other Expenses as a percentage of Total Income was 35.24% for the period ended March 31, 2023 and 26.11% for the period ended March 31, 2022, showing an increase of 34.39% in the financial year 2023 as compared to the financial year 2022.

Exception Items

Exceptional Items include Gain / (Loss) on disposal of investment in subsidiaries.

Exceptional Items as a percentage of Total Income was 28.86% for the period ended March 31, 2023 as compared to NIL for the period ended March 31, 2022.

Profit before Tax

Profit before Tax amounts to ₹ 449.00 Lakhs and ₹ 210.83 Lakhs i.e. 35.02% and 16.37% as a percentage of Total Income for the period ended March 31, 2023 and March 31, 2022 respectively. This signifies an increase of 113% in the financial year 2023 as compared to the financial year 2022. The gain on disposal of investment in subsidiaries led to an increase in the profit before tax figure. Although, if the exceptional item would not have been considered, the profit before tax would have decreased in the financial year 2023 as compared to the financial year 2022.

Tax Expenses

- **Current tax**

Current tax is the amount of income tax payable on the taxable profits for the year as determined in accordance with provisions of Income Tax Act, 1961.

Current tax as a percentage of Total Income was 6.71% for the period ended March 31, 2023 as compared with 4.66% for the period ended March 31, 2022.

- **Deferred tax**

Deferred tax is recognised based on timing difference between tax calculated as per applicable tax rate on taxable income as per Income Tax Act, 1961 and book profits.

Deferred tax as a percentage of Total Income was 0.71% for the period ended March 31, 2023 as compared with 0.51% for the period ended March 31, 2022.

Profit after Tax

Profit after Tax as a percentage of Total Income was 27.75% for the period ended March 31, 2023 and 11.20% for the period ended March 31, 2022, an increase of 146.68% in the financial year 2023 as compared to the financial year 2022. The gain on disposal of investment in subsidiary led to an increase in the profit before tax which in turn increased the profit after tax in the financial year 2023.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2022 WITH FINANCIAL YEAR ENDED MARCH 31, 2021

REVENUE

Revenue from operations

The Revenue from operations consist of revenue from resorts managed by us and rental income from properties managed by third parties. It consists of Sales of services in the form of Room Revenue, Food and beverage revenue (including liquor sales), service charges from restaurants and other services and Other Operating Revenue i.e. property management space rental.

Revenue from operations has increased by 59.32% from 805.50 Lakhs in financial year ended March 31, 2021 to ₹1,283.25 Lakhs in financial year ended March 31, 2022. The bifurcation of our revenue from operations under different heads is as follows:

Particulars	For the year ended on March 31, 2022		For the year ended on March 31, 2021	
	Amount in ₹ Lakhs	% of Total Revenue from operations	Amount in ₹ Lakhs	% of Total Revenue from operations
Revenue from Operations				
Sale of Services				
Room Revenue	411.54	32.07	208.45	25.88
Food and Beverage Revenue	407.24	31.74	319.94	39.72
Other Services	38.10	2.97	-	-
Total Sales of Services	856.88	66.77	557.51	69.22
Other Operating Revenue				
Property Management Space Rental	413.99	33.26	247.99	30.79
Management fees	12.38	0.96	6.66	0.83
License Fee				
Total Revenue from operations	1,283.25	100.00	805.44	100.00

Other Income

Other Income comprises of Interest Income, Interest on Income Tax Refund, Dividend Income and Other Indirect Income like losses and damages recovered, profit on sale of assets, miscellaneous income and sundry balances written back.

Other Income as a percentage of Total Income was 0.36% for the period ended March 31, 2022 as compared to 0.82% for the period ended March 31, 2021.

EXPENSES

Cost of Food and Beverages Consumed

Cost of food and beverages consumed consists of consumption of food and beverages and consumption of stores and supplies.

Cost of food and beverages consumed as a percentage of Total Income was 16.91% for the period ended March 31, 2022 as compared to 18.26% for the period ended March 31, 2021.

Employee Benefit Expenses

Employee Benefit expenses include Salaries, Bonus and Allowances, Directors' Remuneration, Gratuity, Contribution to Provident Fund and Other Funds, Staff Mediciam Expenses and Staff Welfare Expenses.

Employee Benefit Expenses as a percentage of Total Income was 24.61% for the period ended March 31, 2022 as compared to 27.21% for the period ended March 31, 2021.

Finance Costs

Finance costs consist of interest expenses and other borrowing costs.

Finance costs as a percentage of Total Income was 4.68% for the period ended March 31, 2022 as compared to 18.27% for the period ended March 31, 2021.

Depreciation and Amortization

Depreciation and Amortization includes Depreciation on Tangible assets such as hotel building, furniture and fixture, motor vehicles, computers, plant and machinery and leasehold improvements.

Depreciation and amortization as a percentage of Total Income are 11.32% for the period ended March 31, 2022 as compared to 18.57% for the period ended March 31, 2021.

Other Expenses

Other Expenses includes expenses on account of Power and Fuel, Electricity, Upkeeping and service, Guest Entertainment, Repairs and Maintenance, Advertisement and Business Promotion Expenses, Commission and Discount, Insurance, Office, Communication, Traveling, Rent, Rates and taxes, Legal and professional services, Audit fee, Printing & Stationery, Donation, Diminution in Investment, Services charges, Royalty, Miscellaneous Expenses, Transportation and Sundry balances written off.

Other Expenses as a percentage of Total Income was 26.11% for the period ended March 31, 2022 as compared to 31.68% for the period ended March 31, 2021.

Profit before Tax

Profit before Tax amounts to ₹ 210.83 Lakhs and ₹ (113.57) Lakhs i.e. 16.37% and (13.98%) as a percentage of Total Income for the period ended March 31, 2022 and March 31, 2021 respectively. This signifies an increase of 285.62% in the financial year 2022 as compared to the financial year 2021. An increase in the occupancy rate of our properties lead to an increase in profit after tax in the financial year 2022.

Tax Expenses

• Current tax

Current tax is the amount of income tax payable on the taxable profits for the year as determined in accordance with provisions of Income Tax Act, 1961.

Current tax as a percentage of Total Income was 4.66% for the period ended March 31, 2022 as compared to NIL for the period ended March 31, 2021.

• Deferred tax

Deferred tax is recognised based on timing difference between tax calculated as per applicable tax rate on taxable income as per Income Tax Act, 1961 and book profits.

Deferred tax as a percentage of Total Income was 0.51% for the period ended March 31, 2022 as compared to 0.77% for the period ended March 31, 2021.

Profit after Tax

Profit after Tax amounts to ₹ 132.02 Lakhs and ₹ (120.18) Lakhs i.e. 16.37% and (13.98%) as a percentage of Total Income for the period ended March 31, 2022 and March 31, 2021 respectively. This signifies an increase of 285.62% in the financial year 2022 as compared to the financial year 2021. An increase in the occupancy rate of our properties lead to an increase in profit after tax in the financial year 2022.

RELATED PARTY TRANSACTIONS

For information regarding Related Party Transactions, refer chapter titled “Related Party transactions” beginning on page 235 of this Draft Prospectus.

CONTINGENT LIABILITIES

For information regarding Contingent liabilities of our company, refer relevant chapter in chapter titled “Restated Financial Statement” beginning on page 189 of this Draft Prospectus.

DISCUSSION OF THE STATEMENT OF CASH FLOWS

The table below summarizes our cash flows from our Restated Consolidated Financial Information for the period ended January 31, 2024 and financial years ended March 31, 2023, March 31, 2022 and March 31, 2021

(Amount in ₹ Lakhs)

Particulars	Period ended January 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Net Cash (used in)/ generated from Operating activities	505.98	767.15	332.47	474.26
Net Cash (used in)/ generated from Investing activities	(72.55)	(598.14)	(440.68)	(95.37)
Net Cash (used in)/ generated from Finance activities	(410.58)	(174.70)	54.79	(320.14)
Net Increase/(Decrease) in Cash and Cash Equivalents	22.85	16.72	(53.42)	58.75

CASH FLOW FROM OPERATING ACTIVITIES

Ten-month Period Ended January 31, 2024

The Net cash (used in)/ Generated from operating activities is ₹ 505.98 Lakhs which consists of profit before tax of ₹ 417.34 Lakhs as adjusted primarily for:

- Depreciation and Amortization expenses amounting to ₹ 185.05 Lakhs.
- Interest expense, bank commission and charges amounting to ₹ 8.01 Lakhs.
- Interest Income amounting to ₹ 15.03 Lakhs and sundry balances written back amounting to ₹ 3.68 Lakhs
- Working capital changes primarily due to increase in Inventories amounting to ₹ 9.37 Lakhs, increase in Trade Receivables amounting to ₹ 18.30 Lakhs, increase in other assets amounting to ₹ 33.24 Lakhs, decrease in loans and advances amounting to ₹ 65.46 Lakhs, decrease in Trade Payables amounting to ₹ 15.09 Lakhs, decrease in Other Current Liability amounting to ₹ 37.16 Lakhs, Increase in Provisions such as provisions for employee benefits amounting to ₹ 8.46 Lakhs and other long term liabilities amounting to ₹ 40.00 Lakhs.
- Direct taxed paid (net of refund) amounting to ₹ 86.47 Lakhs.

For the financial year ended March 31, 2023

The Net cash (used in)/ Generated from operating activities is ₹ 767.15 Lakhs which consists profit before tax of ₹ 449.00 Lakhs as adjusted primarily for:

- Depreciation and amortization expenses amounting to ₹232.26 Lakhs.
- Interest expense, bank commission and charges amounting to ₹ 21.99 Lakhs.
- Interest Income amounting to ₹ 0.17 Lakhs, net gain on disposal of property, plant and equipment amounting to ₹ 2.05 Lakhs, sundry balances written back amounting to ₹ 0.62 Lakhs and net gain on disposal of subsidiary amounting to ₹ 118.50 Lakhs.
- Working Capital changes primarily due to increase in Inventories amounting to ₹ 8.54 Lakhs, decrease in Trade Receivables amounting to ₹ 3.06 Lakhs, increase in other assets amounting to ₹ 160.19 Lakhs, increase in loans and advances amounting to ₹ 25.06 Lakhs, increase in Trade Payables amounting to ₹ 52.84 Lakhs, increase in Other Current Liability amounting to ₹ 373.91 Lakhs, Increase in Provisions such as provisions for employee benefits amounting to ₹ 7.82 Lakhs and other long term liabilities amounting to ₹ 8.64 Lakhs.
- Direct taxed paid (net of refund) amounting to ₹ 67.23 Lakhs.

For the financial year ended March 31, 2022

The Net cash (used in)/ Generated from operating activities is ₹332.46 lakhs which consists of profit before tax of ₹210.81 lakhs as adjusted primarily for:

- Depreciation and Amortization expenses amounting to ₹145.83 lakhs.

- Interest expense, bank commission and charges amounting to ₹ 60.24 Lakhs.
- Interest Income amounting to ₹ 0.92 Lakhs and sundry balances written back amounting to ₹ 0.41 Lakhs
- Working Capital changes primarily due to decrease in inventory amounting to ₹ 6.74 lakhs, decrease in trade receivables amounting to ₹ 4.47 lakhs, increase in other assets amounting to ₹ 20.20 lakhs, increase in loans and advances amounting to ₹ 23.85 lakhs, increase in trade payables amounting to ₹ 1.29 lakhs, decrease in other current liabilities amounting to ₹ 13.67 lakhs, increase in provision amounting to ₹ 7.55 lakhs and increase in other long term liabilities of ₹ 2 lakhs.
- Direct taxed paid (net of refund) amounting to ₹ 47.42 Lakhs.

For the financial year ended March 31, 2021

The Net cash (used in)/ Generated from operating activities is ₹508.29 lakhs which consists of profit before tax of ₹ (113.57) lakhs as adjusted primarily for:

- Depreciation and Amortization expenses amounting to ₹150.80 lakhs.
- Sundry balances written off (net) amounting to ₹13.10 lakhs.
- Interest expense, bank commission and charges amounting to ₹ 148.38 Lakhs.
- Other provisions amounting to ₹ 3.27 Lakhs.
- Interest Income amounting to ₹ 0.57 Lakhs.
- Working Capital changes primarily due to increase in inventory amounting to ₹ 4.67 lakhs, decrease in trade receivables amounting to ₹ 2.03 lakhs, decrease in other assets amounting to ₹ 58.79 lakhs, decrease in loans and advances amounting to ₹ 164.76 lakhs, decrease in trade payables amounting to ₹ 15.49 lakhs, increase in other current liabilities amounting to ₹ 91.60 lakhs, increase in provision amounting to ₹ 9.41 lakhs and increase in other long term liabilities of ₹ 0.45 lakhs.
- Direct taxed paid (net of refund) amounting to ₹ 34.03 Lakhs.

CASH FLOW FROM INVESTING ACTIVITIES

Period Ended January 31, 2024

The Net cash outflow from Investing Activities is ₹ 72.55 Lakhs primarily due to

- Purchase of Property, Plant and Equipment and other intangible assets (including capital work-in-progress) amounting to ₹ 87.58 Lakhs.
- Interest received amounting to ₹ 15.03 Lakhs.

For the financial year ended March 31, 2023

The Net cash outflow from Investing Activities is ₹ 598.14 Lakhs primarily due to

- Purchase of Property, Plant and Equipment and other intangible assets (including capital work-in-progress) amounting to ₹ 652.80 Lakhs.
- Proceeds from sale of property, plant and equipment amounting to ₹ 3.49 Lakhs.
- Proceeds from sale of subsidiary amounting to ₹ 51 Lakhs.
- Interest received amounting to ₹ 0.17 Lakhs.

For the financial year ended March 31, 2022

The Net cash outflow from Investing Activities is ₹ 440.66 Lakhs primarily due to

- Purchase of Property, Plant and Equipment and other intangible assets (including capital work-in-progress) amounting to ₹ 421.59 Lakhs.
- Purchase of non-current investments amounting to ₹ 20 Lakhs.
- Interest received amounting to ₹ 0.92 Lakhs.

For the financial year ended March 31, 2021

The Net cash outflow from Investing Activities is ₹ 95.37 Lakhs primarily due to

- Purchase of Property, Plant and Equipment and other intangible assets (including capital work-in-progress) amounting to ₹ 94.94 Lakhs.
- Purchase of non-current investments amounting to ₹ 1 Lakhs.
- Interest received amounting to ₹ 0.57 Lakhs.

CASH FLOW FROM FINANCING ACTIVITIES

Period Ended January 31, 2024

The Net cash outflow from Financing Activities is ₹ 410.60 Lakhs primarily due to

- Repayment of non-current borrowings amounting to ₹ 1,839.35 Lakhs.
- Proceeds from borrowings amounting to ₹ 1,436.79 Lakhs.
- Interest paid amounting to ₹ 8.02 Lakhs.

For the financial year ended March 31, 2023

The Net cash outflow from Financing Activities is ₹ 174.72 Lakhs primarily due to

- Repayment of non-current borrowings amounting to ₹ 2,494.39 Lakhs.
- Proceeds from borrowings amounting to ₹ 2,341.66 Lakhs.
- Interest paid amounting to ₹ 21.99 Lakhs.

For the financial year ended March 31, 2022

The Net cash inflow from Financing Activities is ₹ 54.79 Lakhs primarily due to

- Repayment of non-current borrowings amounting to ₹ 2,165.51 Lakhs.
- Proceeds from borrowings amounting to ₹ 2,280.54 Lakhs.
- Interest paid amounting to ₹ 60.24 Lakhs.

For the financial year ended March 31, 2021

The Net cash outflow from Financing Activities is ₹ 320.14 Lakhs primarily due to

- Repayment of non-current borrowings amounting to ₹ 1,013.53 Lakhs.
- Proceeds from borrowings amounting to ₹ 841.77 Lakhs.
- Interest paid amounting to ₹ 148.38 Lakhs.

For risk associated with negative working capital, refer risk factor number 2 on page 22 of this Draft Prospectus.

CAPITAL EXPENDITURE IN THE LAST THREE YEARS

For details and ageing of Capital Expenditure and Capital Work-in-progress, refer chapter titled “Restated Financial Statements” beginning on page 189 of this Draft Prospectus.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Financial market Risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, to the extent possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Majority of the clients of the company are Government entities, with no history of defaults. Hence, credit risk on the trade receivables are negligible. The company takes adequate precaution in terms of evaluation of the creditworthiness of its direct clients. The track record of collection of Trade Receivables has been very healthy. The company also has a practice of obtaining confirmation on service provided from most of its clients before invoicing, and hence risk of subsequent non-collection is negligible.

OTHER FACTORS

Information required as per Item 11 (II) (C) (iv) of Part A of Schedule VI to the SEBI (ICDR) Regulation:

1. Unusual or infrequent events or transactions

There has not been any unusual trend on account of our business activity.

2. Significant economic changes that materially affected 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 arising from the trends identified above in “Factors Affecting our Results of Operations” and the uncertainties described in the section entitled “Risk Factors” beginning on page 22 of this Draft Prospectus. To our knowledge, except as we have described in this Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled “Risk Factors” beginning on page 22 of the Draft Prospectus, in our opinion, there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues

Other than as described in the section titled “Risk Factors” and chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 22, 135 and 238 of this Draft Prospectus respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. Material increase in net sales or revenue due to increased sales volume, introduction of new products and services and increased sales price

We have commenced operations in one of our resort properties i.e. Saj in the Forest, Pench recently and that has contributed to increase in revenue from operations. For further details, refer “Financial Information for the period ended January 31, 2024” above.

6. Turnover of each industry segment

The company is in the business of providing services relating to hospitality industry and has various resorts and other properties through which it generates revenue.

7. Status of any publicly announced New Products or Business Segment

Except as disclosed in the chapter titled “Our Business” beginning on page 135 of this Draft Prospectus, our Company has not announced any new product or service. Further, there is no publicly announced new products or business segment.

8. Seasonality of business

The hospitality industry in India is subject to seasonal variations. The periods during which our resorts experience higher revenues vary from property to property, depending principally upon location and the guests served. Our revenues are generally higher during the monsoons and winters. Seasonality affects leisure travel, including weddings, as well as inbound foreign leisure travel. However, business travel is generally more consistent throughout the year. Seasonality can be expected to cause quarterly fluctuations in our revenue, profit margins and earnings. See also “Significant Factors Affecting Our Results of Operations – Seasonality and cyclical nature of business” above.

9. Competitive conditions

The hospitality industry in India is highly competitive. There is competition from various organised and unorganised players around the globe. See also “Significant Factors Affecting Our Results of Operations – Competition from new and existing players” above.

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

OUTSTANDING LITIGATION

Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions or proceedings against our Company, our Directors, our Promoters and Group Companies before any judicial, quasi-judicial, arbitral or administrative tribunals or any disputes, tax liabilities, non-payment of statutory dues, over dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues towards instrument holders like debenture holders, fixed deposits, defaults in creation of full security as per terms of issue/ other liabilities, proceedings initiated for economic/ civil/ any other offences (including past cases where penalties may or may not have been imposed and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act, 1956 and/or paragraph (i) of Part I of Schedule V of the Companies Act, 2013) against our Company, our Directors, our Promoters and the Group Companies, except as mentioned in this chapter.

Further, there are no past cases in which penalties have been imposed on our Company, the Promoters, Directors, Associates and Group companies. Neither our Company nor its Promoters, members of the Promoter Group and Directors have been declared as wilful defaulters or fraudulent borrowers by the RBI or any other Governmental authority and there are no violations of securities laws committed by them in the past or pending against them.

Further, there are no show-cause notices/ claims served on our Company, the Promoters, the Directors or Group Companies from any statutory authority/ revenue authority that would have a material adverse effect on our business.

For the purpose of material litigation, our Board has considered and adopted the following policy on materiality in its Board Meeting held on December 1, 2023 regarding outstanding litigations to be disclosed by our Company in this Draft Prospectus.

"Identification of Material Litigation

Requirement:

As per the requirement of SEBI ICDR Regulations, the Company shall disclose all the litigation involving the Company, its subsidiaries, its promoters and directors related to:

- i. All criminal proceedings,
- ii. All actions by statutory/regulatory authorities
- iii. Claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount, and
- iv. Other material pending litigations - as per policy of materiality defined by the Board and disclosed in the Offer Documents.

Additionally, in terms of the SEBI ICDR Regulations, the Company is required to disclose (a) any disciplinary action (including a penalty) imposed by SEBI or any of the stock exchanges against any of the Promoters in the five financial years preceding the relevant Offer Document, including any outstanding action; and (b) outstanding litigation involving the Group Companies, which may have a material impact on the Company, as applicable.

Policy on materiality:

For the purpose of point no (iv) above, any other pending litigation (other than litigations covered in point (i) to (iii) above) involving the company, its subsidiaries, its promoters and directors shall be considered "material" for the purpose of disclosure in the Offer Documents if:

- a. The monetary amount of claim made by or against the entity or person in any such pending proceeding exceeds one per cent (1%) of the consolidated revenue from operations of the Company as per the last Restated Consolidated Financial Statements;
- b. wherein a monetary liability is not quantifiable for any other outstanding proceeding, or which does not fulfil the financial threshold as specified in (a) above, but the outcome of which could, nonetheless, have a material adverse impact on the business, operations, performance, prospects or reputation of the Company

Further, pre-litigation notices received by the Company, the Subsidiaries, the Promoters, Directors or a Group Company from third parties (excluding those notices issued by statutory/regulatory/tax authorities or notices threatening criminal action) shall, unless otherwise decided by the Board of Directors, not be considered a material litigation until such time that the Relevant Party is impleaded as a defendant in proceedings before any judicial / arbitral forum."

MATERIAL CREDITORS

Except as stated in this chapter, there are no outstanding material dues to creditors of our Company as on the date of this Draft Prospectus.

For the purpose of material creditors, our Board has considered and adopted the following policy on materiality in its Board Meeting held on December 1, 2023 regarding outstanding creditors to be disclosed by our Company in this Draft Prospectus.

“Identification of Material Creditors

Requirement:

As per the requirement of SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents for outstanding dues to creditors:

- (i) Based on the policy on materiality defined by the Board of Directors of the Company and as disclosed in the offer Document, disclosure for such creditors which include the consolidated number of creditors and the aggregate amount involved;
- (ii) Consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved; and
- (iii) Complete details about outstanding over dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto in the Offer Documents.

Policy on materiality:

For identification of material creditors, in terms of point (i) above, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if amounts due to such creditor exceeds 5% of the total consolidated Trade Payables.

Disclosures in the Offer Documents regarding material creditors:

- i. For creditors identified as 'material' based on the abovementioned Policy, information on outstanding dues to such material creditors shall be disclosed in the Offer Documents along with the details of the material creditors, which include the consolidated number of creditors and amount involved on an aggregate basis, as of the date of the latest restated financial statements included in the Offer Documents.
- ii. For outstanding dues to micro, small and medium enterprises (“MSMEs”), the disclosure will be based on information available with the Company regarding the status of the creditors as MSMEs as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report. Information for such identified MSMEs creditors shall be provided in the Offer Documents in the following manner:
 - a. Aggregate amounts due to such MSME creditors; and
 - b. Aggregate number of such MSME creditorsas on the date of the latest restated financial statements included in the Offer Document.
- iii. Complete details about outstanding over dues to the material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of our Company with a web link in the Offer Documents.”

Further in terms of the above Materiality Policy, a creditor shall be considered “material”, if the outstanding dues to such creditor is equal to or exceeds 1% of total consolidated Revenue of our Company as on the date of the Restated Consolidated Financial Information as disclosed in this Draft Prospectus. Accordingly, as on January 31, 2024, any outstanding dues exceeding ₹ 12.24 Lakhs have been considered as material outstanding dues for the purposes of identification of material creditors and related information in this chapter.

For outstanding dues to any party which is a micro, small or medium enterprise (“MSME”), disclosure will be based on information available with the Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder. It is clarified that the Company tracks the outstanding dues to micro and small enterprises and disclosures have been made in this chapter accordingly.

A. LITIGATION INVOLVING OUR COMPANY

I. PROCEEDINGS FILED AGAINST THE COMPANY

- a. **Criminal Proceedings against the Company - Nil**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against our Company.

b. Civil Proceedings against the Company - Nil

As on the date of this Draft Prospectus, there are no outstanding civil proceedings initiated against our Company.

c. Actions by Statutory/Regulatory Authorities - Nil

As on the date of this Draft Prospectus, there are no outstanding actions by Statutory/ Regulatory authorities initiated against our Company.

d. Other Pending Litigation against the Company – One (1)

Case 1: Our Company has filed an appeal bearing Appeal No: 328/ST/2017-18 against the Order-In-Original no: STR/STC/53/ADJ/2016-17 dated 28.02.2017 passed by the Deputy Commissioner, Central Excise & Service Tax, Kolhapur Commissionerate, Kolhapur stating an amount of demand of ₹ 25,21,933/- alongwith a penalty of an equivalent amount of ₹ 25,21,933/-. The said Order-In-Original has been set aside by the Commissioner (Appeal-I) Central Tax, Pune vide its order dated 19.02.2018. However, till now no personal hearing has been granted by the Deputy/Assistant Commissioner, Satara in the matter and the same is pending adjudication by the concerned authority.

II. PROCEEDINGS FILED BY THE COMPANY

a. Criminal Proceedings by the Company - Nil

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated by our Company.

b. Civil Proceedings by the Company – One (1)

Case 1: Our Company (hereinafter referred to as ‘the Plaintiff’) has filed a Regular Civil Suit bearing RCS No: 41/2019 against Sahyadri Constructions Limited and others. It is the case of the Plaintiff that it is the actual owner of the property situated at Metgutad Village, Panchgani Mahabaleshwar Road, Mahabaleshwar, Maharashtra- 412806, which vide order of the Commissioner of Revenue was allowed for Non-Agricultural use as per the sanctioned maps. As per the sanctioned map, an open space was reserved for use of parking and garden by the plaintiff for perpetuity. It is the case of the plaintiff that the respondent has wrongfully and clandestinely changed the revenue records and asserts its right of the open space as described in the plaint. The plaintiff through the suit has prayed that the respondent be warned that they should not obstruct or interfere with the plaintiff's open plot and not to transfer the property by sale, lease or any other means. As on the date, the matter is pending adjudication before the Hon'ble Civil Court Junior Division, Mahabaleshwar.

c. Other Pending Litigation by the Company– Nil

III. CLAIMS RELATING TO DIRECT AND INDIRECT TAXES – Three (3)

a. Direct Tax

As per the TRACES portal of Income Tax Department, there are certain amounts payable as TDS by our Company. The year-wise details regarding the same is as follows:

Financial Year	Outstanding Demand (Amount in ₹ Lakhs)
Previous Year	0.03
2023-2024	2.52

Further, as per the e-portal of Income Tax department, there are certain amounts payable as Income Tax and corresponding interest by our Company. The year-wise details regarding the same is as follows:

Assessment Year	Outstanding Demand (Amount in ₹ Lakhs)
2023-2024	0.01

Our Company is also in receipt of various other notices from Income Tax Department, wherein no demand has been determined as on the date of this Draft Prospectus.

b. Indirect Tax

As on the date of this Draft Prospectus, there are no indirect tax proceedings pending against the Company.

B. LITIGATION RELATING TO THE DIRECTORS AND PROMOTERS OF THE COMPANY

I. PROCEEDINGS FILED AGAINST OUR DIRECTORS AND/OR PROMOTERS

a. **Criminal Proceedings against Our Directors/Promoters – Nil**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against our Directors and/or Promoters.

b. **Civil Proceedings against Our Directors/Promoters - Nil**

As on the date of this Draft Prospectus, there are no outstanding civil proceedings initiated against our Directors and/or Promoters.

c. **Actions by Statutory/Regulatory Authorities - Nil**

As on the date of this Draft Prospectus, there are no outstanding actions by Statutory/Regulatory Authorities initiated against our Directors and/or Promoters.

d. **Disciplinary action including penalty imposed by SEBI or stock exchanges against promoters in last 5 years including outstanding action – Nil**

In the last 5 years from the date of this Draft Prospectus, there are no penalties imposed by SEBI or Stock Exchanges against promoters.

e. **Other Pending Litigation against our Directors/Promoters- Nil**

As on the date of this Draft Prospectus, there are no material other pending litigations initiated against our Directors and/or Promoters.

II. PROCEEDINGS FILED BY OUR DIRECTORS AND/OR PROMOTERS

a. **Criminal Proceedings by Our Directors/Promoters – Nil**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated by our Directors and/or Promoters.

b. **Civil Proceedings by Our Directors/Promoters - Nil**

As on the date of this Draft Prospectus, there are no outstanding civil proceedings initiated by our Directors and/or Promoters.

c. **Other Pending Litigation against our Directors/Promoters- Nil**

As on the date of this Draft Prospectus, there are no material other pending litigations initiated by our Directors and/or promoters.

III. CLAIMS RELATING TO DIRECT AND INDIRECT TAXES – Fifteen (15)

a. Direct Tax

- i. Our Directors and/or promoters are in receipt of Outstanding Demand Notices from the Income Tax Department. The brief description for the said demands raised are as follows:

Assessment Year	Date of Demand Raised	Demand Number	Reference	Outstanding Amount along with Interest (Amount in ₹ Lakhs)
Rahul Maganlal Timbadia (Director and Promoter)				
2002-2003	November 22, 2016	2009200251015376016T		0.24*
2007-2008	November 24, 2009	2016200237055407241T		0.19*
2008-2009	October 22, 2018	2010200810032093716T		1.82
2010-2011	December 6, 2012	2012201010013866685T		0.22*
2011-2012	April 4, 2012	2012201137001480482T		0.01*
2012-2013	October 22, 2018	2013201237019472884T		0.23
2018-2019	October 25, 2019	2019201837056335403T		1.01
Kartik Maganlal Timbadia (Director and Promoter)				
2001-2002	March 22, 2003	2009200151015374096T		0.18*
2002-2003	March 9, 2003	2009200251015374104T		0.20*
2008-2009	October 5, 2018	2010200810032093720T		1.49
2010-2011	October 5, 2018	2011201010044273935T		1.20

2011-2012	August 16, 2011	2011201110055689694T	0.07*
Karna Kartik Timbadia (Director and Promoter)			
2008-2009	October 6, 2010	2010200810040493252T	0.05*
2011-2012	November 16, 2012	2012201110012213562T	0.03*
2014-2015	June 30, 2015	2015201437021482415T	0.02*
TOTAL			8.15

**The demand status shows as 'Extinguished Demand' on the portal and, these amounts are not payable. Hence, the total outstanding demand payable by all the promoter/directors pertaining to Direct tax amounts to ₹ 5.75 Lakhs*

b. Indirect Tax

As on the date of this Draft Prospectus, there are no indirect tax proceedings pending against our Directors and/or Promoters.

C. LITIGATION RELATING TO GROUP COMPANIES OF THE COMPANY

I. PROCEEDINGS FILED AGAINST OUR GROUP COMPANIES

a. **Criminal Proceedings against the Group Company - Nil**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against our Group Companies.

b. **Litigation Involving Civil Laws - One (1)**

Case 1: A Special Civil Suit has been filed by Suresh Khandar (hereinafter referred to as 'the Plaintiff') against La-Tim Life Style and Resorts Limited (hereinafter referred to as 'the Defendants') bearing case number: Sp C S/485/2012 for claiming specific performance of contract in respect of the property situated at Office No. 401 to 408, admeasuring about 1,823.46 Sq. Ft. carpet area on the 4th Floor, in the building known as "SHUBHAM COMPLEX" constructed on Plot No. 1 & 3, Sector 11, situated at Node New Panvel East, Tal. Panvel, Dist. Raigad. As on the date, the matter is pending before the Hon'ble Civil Judge Senior Division, Panvel.

c. **Actions by Statutory/Regulatory Authorities - Nil**

As on the date of this Draft Prospectus, there are no outstanding actions by Statutory/Regulatory Authorities initiated against our Group Company.

d. **Other Pending Litigation against the Group Company - Nil**

As on the date of this Draft Prospectus, there are no material other pending litigations initiated against our Group Company.

II. PROCEEDINGS FILED BY OUR GROUP COMPANIES

a. **Criminal Proceedings by our Group Company – Two (2)**

Case 1: Our Group company, La Tim Sourcing (India) Private Limited (amalgamated with La Tim Metal & Industries Limited), has filed two separate complaint case bearing case number Summons Private cases SS/1091/2017 under Section 138 of Negotiable Instrument Act, 1881 against M/s Dilmax Traders and its Partners for an outstanding amount of two cheques of Rs. 6,00,000 [Rupees Six Lakhs] each aggregating to 12,00,000 [Rupees Twelve Lakhs]. As on date, the matter is pending adjudication before the Hon'ble Metropolitan Magistrate Court at Andheri, Mumbai and Non-Bailable Warrant issued against the Defendants has been cancelled by payment of Bail Surety.

Case 2: Our group company, La Tim Sourcing (India) Private Limited (amalgamated with La Tim Metal & Industries Limited) [hereinafter referred to as 'the Complainant'] has filed a complaint case against M/s Dilmax Traders and its partners [hereinafter referred to as 'the Defendants'] under Section 138 of the Negotiable Instruments Act 1881. The brief facts of the matter are such that the Defendants had placed an order for supply of the Roofing Sheets for an agreed amount of Rs 45,66,166 [Rupees Forty-Five Lakhs Sixty-Six Thousand One Hundred Sixty-Six]. In consideration of the said amount the defendants had issued 8 [Eight] cheques out of which 6 [Six] cheques when presented for payment were returned as dishonored. Thus, the complainant has instituted two different matters bearing CC No: 7461/SS/2016 and CC No. 1702/SS/2017 for amount of Rs 21,93,885 [Rupees Forty-Three Lakhs Eighty-Seven Thousand Seven Hundred Seventy Only] and ₹ 11,06,115 [Rupees Eleven Lakhs Six Thousand One Hundred Fifteen Only] respectively. Both the matters are pending adjudication before the Hon'ble Metropolitan Magistrate Court at Andheri, Mumbai and Non-Bailable Warrant issued against the Defendants has been cancelled by payment of Bail Surety.

b. Civil Proceedings by the Group Company – One (1)

Case 1: One of our group companies, La-Tim Life Style and Resorts Limited has filed a summary suit against Haresh Dharam Patil [Defendant] for recovery of amount of Rs.15,40,000 [Rupees Fifteen Lakhs Forty Thousand Only] along with interest @ 24% p.a till actual realization of payment. The brief facts of the matter are such that the Plaintiff was looking for the land on leave and licenses basis, near the area where the suit property is situated. The Defendant being the landlord of the suit property, contacted the Plaintiff and shown their willingness to give suit property on leave and licenses basis to the Plaintiff. After detailed discussion Plaintiff agreed to take the suit property for commercial use from defendant on leave and licenses for five years and accordingly an agreement was executed between the Plaintiff and Defendant. That it is the case of the Plaintiff that defendant has failed to comply and abide by the terms and conditions of the agreement and has not handed over the possession of the property. Thus, the present suit for recovery of amount. As on the date the suit is pending adjudication before the Hon'ble Bombay City Civil Court at Dindoshi, Borivali Division at Goregaon, Mumbai.

c. Other Pending Litigation by the Group Company – Nil

As on the date of this Draft Prospectus, there are no material other pending litigations initiated by our Group Companies.

For risks associated with the above pending litigations, refer risk factor number 4 on page 23 of this Draft Prospectus.

OUTSTANDING DUES TO CREDITORS

Details of outstanding dues (Trade Payables) owed to Micro, Small and Medium Enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors as at January 31, 2024 by the Company, are set out below:

Sr. No.	Particulars	Number of Creditors	Balance as on January 31, 2024 (Amount In ₹ Lakhs)
1.	Total Outstanding dues to Micro, Small and Medium Enterprises	11	11.20
2.	Total Outstanding dues to creditors other than Micro, Small and Medium Enterprises	66	21.19
	Total	77	32.39

MATERIAL DEVELOPMENTS AFTER BALANCE SHEET DATE

Except as stated in the chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 238 of this Draft Prospectus, no material developments have taken place since the date of the last Audited Financial Statements that would materially adversely affect the performance of the Company.

GOVERNMENT AND OTHER APPROVALS

Our Company is in receipt of the necessary consents, licenses, registrations, permissions and approvals from the Government of India and various governmental agencies required to undertake this Issue and carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals and licenses are valid as on the date of this Draft Prospectus and in case of licenses and approvals which have expired; we have either made application for renewal or are in the process of making an application for renewal. In order to operate our business, we require various approvals and/or licenses under various laws, rules and regulations.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities.

In view of the approvals listed below, the Company can undertake this Issue and its current business activities and no further major approvals from any governmental or regulatory authority except proposed activities of Company are required to undertake the Issue or continue its business activities.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities. For details in connection with the regulatory and legal framework within which the Company operates, see “Key Regulations and Policies” beginning on page 152 of this Draft Prospectus.

APPROVALS RELATED TO THE ISSUE

For approvals and authorizations obtained by our Company in relation to the Issue, see “Other Regulatory and Statutory Disclosures” beginning on page 268 of this Draft Prospectus.

APPROVALS RELATED TO THE BUSINESS OPERATIONS

(a) Business Related Approvals

As on the date of this Draft Prospectus, we have Three (3) resort properties, out of which Two (2) are operated and managed by us, while One (1) is given on lease to third party. The Two (2) properties operated and managed by us are situated in the states of Maharashtra and Madhya Pradesh.

We require various approvals, licenses and registrations under several central or state-level acts, rules and regulations to carry on our business operations. The licenses/approvals differ from state to state.

Details of various business related Registration/License received and/or applied for by the Company are as follows:

Sr. No.	Nature of Registration/ License	Registration/ License Number	Applicable Laws	Issuing Authority	Status/ Date of Expiry
Shop and Establishment License					
1	Registration Certificate	820321209/ KW Ward/ Commercial II	The Maharashtra Shops and Establishment Act, 2017	Government of Maharashtra	NA
2	Registration Certificate	221000316246943	The Maharashtra Shops and Establishment Act, 2017	Government of Maharashtra	Valid till cancelled
3	Registration Certificate	SEON240118SE013080	MP Shops and Establishment Act, 1958	Government of Madhya Pradesh	Applied
MSME					
4	UDYAM Registration Certificate	UDYAM-MH-19-0040203	MSME Development Act, 2006	Ministry of Micro, Small and Medium Enterprises	Valid till cancelled
Bar License					
5	License for sale of certain liquor*	2152144025B1AA5E/3048	Bombay Prohibition Act, 1949	Department of Excise, Maharashtra	March 31, 2024

FSSAI License					
6	State License	11522038000138	FSS Act, 2006	Food Safety & Standards authority of India	February 2, 2026
7	Registration Certificate	21419230000945	FSS Act, 2006	Food and Drugs Administration, Madhya Pradesh	May 14, 2029
Importer Exporter Code					
8	Registration Certificate	0309008506	Customs Act, 1962	Ministry of Commerce & Industry	Valid till cancelled
MPCB License					
9	MPCB License (Saj on the Mountain, Mahabaleshwar)	0000124827	Water Act, 1974 and Air Act, 1981	Maharashtra Pollution Control Board	December 31, 2027
10	MPCB License (Saj by the Lake, Malshej)	2110000776	Water Act, 1974 and Air Act, 1981	Maharashtra Pollution Control Board Regional Office, Pune	August 31, 2025
11	MPCB Consent	CTE-119154	Water Act, 1974 and Air Act, 1981	M.P. Pollution Control Board	NA
NOC for Ground Water Abstraction					
12	No Objection Certificate	CGWA/NOC/INF/OR IG/2021/11448	Environment Protection Act, 1986 and other regulatory requirement	Central Ground Water Authority (CGWA)	March 24, 2026

*in the name of promoter/Managing Director i.e. Karna Kartik Timbadia. Further, the said license is expired and application for renewal is pending.

Note: - All aforesaid Licenses/ Certificates/ Registrations are in the name of the Saj Hotels Private Limited except mentioned otherwise, our Company is in the process for updating name as Saj Hotels Limited on these Licenses/Certificates/Registrations.

For risk associated with obtaining and renewing registrations, licenses and permits, refer risk factor number 10 on page 27 of this Draft Prospectus.

(b) Labour Law Related Approvals

Details of various Labour Law related Registration/License received and/or applied for by the Company are as follows:

Sr. No.	Nature of Registration/ License	Registration/ License Number	Applicable Laws	Issuing Authority	Date of Expiry
1	Registration under Employees' Provident Fund	PUKOL0029486000	Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation	NA

Note: - All aforesaid Licenses/Certificates/Registrations are in the name of the Saj Hotels Private Limited, our Company is in the process for updating name as Saj Hotels Limited on these Licenses/Certificates/Registrations.

(c) Tax Related Approvals


Details of various tax related Registration/License received and/or applied for by the Company are as follows:

Sr. No.	Nature of Registration/ License	Registration/ License Number	Applicable Laws	Issuing Authority	Date of Expiry
Income Tax					
1	Permanent Account Number (PAN)	AAKCS7712E	Income Tax Act, 1961	Income Tax Department	NA
Tax Deducted at Source (TDS)					
2	Tax Deduction Account Number (TAN)	MUMS56803F	Income Tax Act, 1961	Income Tax Department	NA
Goods and Services Tax					
3	GST Registration Certificate (Maharashtra)	27AAKCS7712E1Z9	Central Goods and Services Tax Act, 2017	Government of India	NA
4	GST Registration Certificate (Madhya Pradesh)	23AAKCS7712E1ZH	Central Goods and Services Tax Act, 2017	Government of India	NA
5	GST Registration Certificate (Goa)	30AAKCS7712E2ZL	Central Goods and Services Tax Act, 2017	Government of India	NA
Professional Tax					
6	Registration for Professional Tax	27842097693P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Department	NA
Value Added Tax (VAT)					
7	Registration for Value Added tax	27842097693V	The Maharashtra Value Added Tax Act, 2002	Maharashtra Sales Department	NA

Note: - All aforesaid Licenses/Certificates/Registrations except Permanent Account Number (PAN) are in the name of the Saj Hotels Private Limited, our Company is in the process for updating name as Saj Hotels Limited on these Licenses/Certificates/Registrations.


(d) Intellectual Property Related Approvals

We have registered following Trade Marks with Trade Mark Registry under Trademark Act, 1999:

Sr No.	Particulars of Mark	Mark type	Trademark no/Applicati on No.	Class	Date of Filing	Valid up to	Status
1.	SAJ	Trade Mark (Word)	3239450	43	April 21, 2016	April 20, 2026	Registered
2.	SAJ	Trade Mark (Word)	3239449	41	April 21, 2016	April 20, 2026	Registered
3	MAATI BAANI (Logo) 	Trade Mark (Device)	3904057	43	August 1, 2018	August 1, 2028	Registered
4	MAATI BAANI LANGUAGE OF THE EARTH	Trade Mark (Word)	3904056	43	August 1, 2018	August 1, 2028	Registered
5	FOREST OF HOPE	Trademark (Word)	3904055	43	August 1, 2018	July 31, 2028	Registered

For risk associated with Intellectual properties, refer risk factor number 9 on page 27 of this Draft Prospectus.

(e) MATERIAL APPROVALS APPLIED FOR, INCLUDING RENEWAL APPLICATIONS BUT NOT RECEIVED BY OUR COMPANY

Sr. No.	Particulars of License/Approval	Registration/ Renewal	Authority	Date of Application/ Renewal	Status
1	SAJ Logo – Trademark (Device) 	Registration	Trade	January 8, 2024	Marked for Exam

For risk associated with pending approvals for registration of our logo, refer risk factor number 15 on page 29 of this Draft Prospectus.

SECTION IX - INFORMATION WITH RESPECT TO GROUP COMPANIES

GROUP ENTITIES OF OUR COMPANY

In terms of the SEBI ICDR Regulations, the term “group companies of our Company”, for the purpose of disclosure in this Draft Prospectus, shall include:

- 1) companies (other than the Promoter and the Subsidiaries of our Company) with which there were related party transactions, during the period for which financial information is disclosed in the Restated Consolidated Financial Information, as covered under the applicable Accounting Standard 18 Related Party disclosure and
- 2) Such other companies as considered material by the Board pursuant to the Materiality Policy.

With respect to (2) above, our Board in its meeting held on December 1, 2023, has adopted the Materiality Policy and has considered group companies of our Company to be such companies (other than the companies categorised under (1) above) that are a part of the Promoter Group (as defined in Regulation 2(1)(pp) of the SEBI ICDR Regulations) with which there were transactions with our Company during the most recent Financial Year, or the relevant stub period, included in the Restated Consolidated Financial Information, which individually or cumulatively in value, exceed 10% of the total restated consolidated revenue of our Company as derived from the Restated Consolidated Financial Information of the last completed full Financial Year.

Based on the parameters outlined above, our Group Companies are set forth below;

Pursuant to a Board resolution dated April 30, 2024 our Board has identified companies with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies, pursuant to which the following entities are identified as Group Companies of our Company:

1. Latim Metals and Industries Limited
2. Latim Sourcing (India) Private Limited (Amalgamated with La Tim Metal & Industries Limited pursuant to scheme of merger as sanctioned by Hon’ble National Company Law Tribunal (NCLT) vide its order dated August 4, 2023 with effect from appointed date April 1, 2019)
3. Perhaps Food Private Limited
4. Latim Lifestyle and Resorts Limited
5. My Own Rooms Dot In Private Limited
6. Sanctuary Designs and Developments Private Limited
7. Escabrahma Gourmet Private Limited*

*As on the date of this Draft Prospectus, there is no direct/indirect relationship/connection with Escabrahma Gourmet Private Limited and our Company. It has been identified as a group company only in accordance with Regulation 2(t) of SEBI ICDR Regulations. Further, as on the date, we have not received the requisite consent from Escabrahma to identify itself as a group entity of our company.

For risk associated with non-receipt of consent from group entity, refer risk factor number 40 on page 38 of this Draft Prospectus.

DETAILS REGARDING TOP 5 GROUP COMPANIES

Brief Corporate Information

1. LATIM METALS AND INDUSTRIES LIMITED

La Tim Metals and Industries Limited is a public limited company situated in India having its registered office at 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai, Maharashtra - 400056. The Company was incorporated on November 28, 1974, under the provisions of the Companies Act, 1956 applicable in India and its equity shares are listed on the Bombay Stock Exchange of India (BSE) Limited. La Tim Metals and Industries Limited is engaged in the business of trading in color coated coils and profile sheets.

The highest market price during preceding 6 months of the date of this Draft Prospectus was ₹ 23.50 as on December 29, 2023 and lowest market price during preceding 6 months was ₹14.55 as on January 2, 2024.

The details of capital issue made by La Tim Metal and Industries Limited during the last Three (3) years is as follows:

Particulars	Details
Year of Issue	2024

Type of Issue	Right Issue
Amount of Issue	₹ 37.53 Crores
Date of closure of Issue	January 29, 2024
Date of allotment and date of credit of securities to the demat account	Date of allotment: February 1, 2024 Date of credit to demat: February 10, 2024
Date of completion of the project, where object of the issue was financing the project	NA
Rate of dividend paid	NA

Further, Latim Sourcing (India) Private Limited has been amalgamated with La Tim Metal & Industries Limited pursuant to scheme of merger as sanctioned by Hon'ble National Company Law Tribunal (NCLT) vide its order dated August 4, 2023 with effect from appointed date April 1, 2019

2. PERHAPS FOOD PRIVATE LIMITED

Perhaps Food Private Limited is a private limited company situated in India having its registered office at 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai, Maharashtra – 400056. The company was incorporated on February 20, 2020, under the provisions of Companies Act, 2013.

3. LA-TIM LIFE STYLE AND RESORTS LIMITED

La-Tim Life Style Limited is a closely held unlisted public company situated in India having its registered office at 102 C.T.S. - 89,989/1-5, Bajaj Road Vile Parle (West), Opp Kapole Co-op Bank, F.P.104, Mumbai City, Mumbai, Maharashtra, India, 400056. The company was incorporated on April 16, 1987, under the provisions of Companies Act, 2013.

4. MY OWN ROOMS DOT IN PRIVATE LIMITED

My Own Rooms Dot In Private Limited is a private limited company situated in India having its registered office at 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai, Maharashtra – 400056. The company was incorporated on October 6, 2015, under the provisions of Companies Act, 2013.

5. SANCTUARY DESIGN AND DEVELOPMENTS PRIVATE LIMITED

Sanctuary Design and Development Private Limited is a private limited company situated in India having its registered office at 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai, Maharashtra – 400056. The company was incorporated on January 10, 2014, under the provisions of Companies Act, 2013.

6. ESCABRAHMA GOURMET PRIVATE LIMITED

Escabrahma Gourmet Private Limited is a private limited company situated in India having its registered office at 302, Lok Nirman Building, A-3, Dr. Ambedkar Road, Khar (West), Mumbai City, Mumbai, Maharashtra- 400052. The company was incorporated on February 26, 2018, under the provisions of Companies Act, 2013.

DISCLOSURE ON WEBSITE

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of Group Companies, for the last three years shall be hosted on the website of our Company i.e. www.sajresort.com:

- Reserves (excluding Revaluation Reserve)
- Sales
- Profit after tax
- Basic earnings per share
- Diluted earnings per share and
- Net asset value per share

PENDING LITIGATIONS

There is no pending litigation involving any of our group companies which has a material impact on our Company. However, for details of outstanding litigation against our Company and Group Company, refer chapter titled “Outstanding Litigations and Material Developments” beginning on page 255 of this Draft Prospectus.

COMMON PURSUITS

The details of common pursuits amongst the group companies along with reasoning and justification are as follows:

Group Company	Common Pursuits	Reason and Justification
Perhaps Food Private Limited	Engaged in Hospitality Industry	Past subsidiary company engaged in restaurant business, now disinvested by Saj
My Own Rooms Dot In Private Limited	Engaged in Hospitality Industry	Associate Company of Saj in similar line of business, Saj is currently invested 50% in the said company
Escabrahma Gourmet Private Limited	Engaged in Hospitality Industry	Past related party of subsidiary LLP, now disassociated with Saj

As on the date of this Draft Prospectus, as relevant from the table above, many promoter group entities of our Company are engaged in similar line of business as our Company.

We shall adopt any necessary procedure and practices as permitted by law to address any conflicting situation that may or may not arise in the future.

For risk associated with engagement of our promoters, directors and group companies in similar line of business as ours, refer risk factor number 29 on page 34 of this Draft Prospectus.

RELATED PARTY TRANSACTIONS

For details on related party transactions (as per the requirement under Accounting Standard 18 “Related Party Disclosure” issued by ICAI) of the Company during the restated audit period as mentioned in this Draft Prospectus i.e., for the period ended January 31, 2024, and financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021 as reported in Restated Consolidated Financial Information, see chapter titled ‘Related Party Transactions’ beginning on page 235 of this Draft Prospectus.

BUSINESS INTEREST AMONGST OUR COMPANY & GROUP COMPANIES/ ENTITIES/ ASSOCIATE COMPANIES

Other than the transactions disclosed in the chapter titled “Restated Financial Information” beginning on page 189, our Group Companies does not have any or propose to have any business interests in our Company.

GENERAL DISCLOSURE

- None of the above-mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies/Entities.
- Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- Our Group Company has not been identified as a wilful defaulter or fraudulent borrower.

SECTION X - OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Fresh Issue of Equity Shares in terms of this Draft Prospectus has been authorized by a resolution of the Board of Directors of the Company passed at their meeting held on April 9, 2024, pursuant to Section 62(1)(c) of the Companies Act, 2013.

The Fresh Issue of Equity Shares in terms of this Draft Prospectus has been authorized by a special resolution of the shareholders of the Company passed at the Extra-Ordinary General Meeting held on May 2, 2024, pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act, 2013.

The Company has received In-principal approval from NSE vide their letter dated [●] to use the name of NSE in this Prospectus for listing of the Equity Shares on Emerge Platform of NSE. Emerge Platform of NSE is the Designated Stock Exchange for the purpose of this Issue.

PROHIBITION BY SEBI, RBI OR ANY OTHER GOVERNMENTAL AUTHORITY

Our Company, our Promoter, Promoter Group, our directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters nor Group Companies/Entities have been identified as willful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

CONFIRMATIONS

- i. Our Company, our Promoters, Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable.
- ii. None of our Directors is in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as Promoter or directors.
- iii. None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.

ELIGIBILITY REQUIREMENT FOR THE ISSUE

Our Company is not ineligible in terms of Regulation 228 of SEBI ICDR Regulations, 2018 for this issue as:

- i. Neither the company, nor any of its Promoter, promoter group or directors or selling shareholders are debarred from accessing the capital market by the Board.
- ii. Neither the Promoter, nor any director of the company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- iii. Neither the Promoter nor any of its directors is declared as Fugitive Economic Offender under Fugitive Economic Offenders Act, 2018
- iv. Neither the Company, nor any of its Promoter, directors is a Wilful Defaulter or Fraudulent Borrower.

We confirm that:

- i. In terms of Regulation 246 of the SEBI (ICDR) Regulations, a copy of the Prospectus shall be filed with the SEBI through the Lead Manager immediately upon filing of the Issue document with the Registrar of Companies.

However, SEBI shall not issue any observation on the Issue document.

Further, the Lead Manager will also submit a Due Diligence Certificate as per format prescribed by SEBI along with the Prospectus to SEBI.

Further, the Draft Prospectus and the Prospectus will be displayed from the date of filing on the website of the Company, SEBI, Lead Manager and the Emerge Platform of NSE. Moreover, a soft copy of the Prospectus shall also be furnished to the SEBI.

- ii. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details, pertaining to said underwriting please refer to the chapter titled “General Information” beginning on page 53 of this Draft Prospectus.
- iii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or Equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.
- iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the EMERGE Platform of NSE (NSE EMERGE). For further details of the arrangement of market making please refer to chapter titled “General Information” beginning on page 53 of this Draft Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

NSE EMERGE ELIGIBILITY NORMS

Our Company is an ‘Unlisted Issuer’ in term of SEBI (ICDR) Regulations, 2018 and this Issue is an ‘Initial Public Issue’ in terms of such regulations.

Our Company is eligible for this Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of SEBI ICDR Regulations, as we are an issuer whose post issue capital is more than Ten (10) Crores Rupees and up to Twenty-Five (25) Crores Rupees, and we may hence issue Equity shares to public and propose to list the same on Small and Medium Enterprise Exchange [in this case being the EMERGE Platform of NSE i.e. NSE EMERGE]

In terms of Regulation 229 of the SEBI ICDR Regulations, 2018, we confirm that we have fulfilled eligibility criteria for Emerge Platform of NSE (NSE Emerge), which are as under:

1. The Company is incorporated under Companies Act, 2013.

The Company was incorporated as a Private Limited Company under the Companies Act, 1956 (substituted by Companies Act, 2013) on February 4, 1981.

2. The post-issue paid-up equity share capital of the company shall not be more than ₹ 25 Crore.

The present paid-up capital of our Company is ₹ 1,187.50 Lakhs and we are proposing an issue of 42,50,000 Equity shares of ₹ 10/- each at an Issue Price of [●]. The post issue paid up capital of the company will be ₹ 1,612.50 Lakhs (i.e. ₹ 16.13 Crores).

Hence, the Company has fulfilled the criteria of post-issue paid-up capital shall not be more than ₹ 25 Crores.

3. Track Record

Our Company was incorporated on February 4, 1981 and hence, our company is having track record of more than 3 years.

4. Positive Net Worth and Operating Profit

The details of Net Worth and Operating Profit of our Company for the period ending January 31, 2024 and for the financial years ending March 31, 2023, March 31, 2022 and March 31, 2021 as per restated financial statements are as follows:

(Amount in ₹ Lakhs)

Particulars	For the period ending January 31, 2024	For the Financial years ending March 31,		
		2023	2022	2021
Net Worth*	1,688.20	1,316.80	891.10	754.50
Operating Profit**	610.40	333.25	416.90	185.61

*Net Worth as per restated consolidated financial statements is the sum of Paid up share capital and reserves and surplus excluding Revaluation Reserve

**Operating Profit as per restated consolidated financial statements is the earnings before interest, depreciation, tax and exceptional items

As evident from the above table, our company has a positive Net Worth and has operating profit (earnings before interest, depreciation, tax and exceptional items) from operations for atleast 2 out of 3 financial years preceding the application.

5. Confirmation

We confirm that:

- i. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- ii. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- iii. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past Three (3) years against our company.
- iv. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past One (1) year in respect of Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting companies of the Company.
- v. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting Company(ies) during the past Three (3) years.

6. Website

Our Company has a live and operational website i.e. www.sajresort.com

GENERAL CONDITIONS

In terms of Regulation 230 of the SEBI ICDR Regulations, 2018, we confirm the following conditions:

- i. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, 2018, application is being made to EMERGE Platform of NSE and National Stock Exchange of India Limited is the Designated Stock Exchange for the purpose of this Issue.
- ii. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued. Our Company shall mandatorily facilitate trading in Dematerialised securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated May 18, 2018 and National Securities Depository Limited (NSDL) dated November 21, 2023 for establishing connectivity.
- iii. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully paid-up.
- iv. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the

promoters are already in dematerialised form.

- v. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, firm arrangements of finance through verifiable means towards 75% of the stated means of finance for the project proposed to be funded from the issue proceeds, excluding the amount to be raised through the proposed public offer or through identifiable internal accruals to be made, is not applicable to the Company.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (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 THE ISSUE DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, CORPWIS ADVISORS PRIVATE LIMITED HAS FURNISHED TO SEBI AND STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE ISSUE DOCUMENT.

DISCLAIMER FROM THE COMPANY AND THE LEAD MANAGER

The Company and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or in the advertisements or any other material issued by or at the Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

CAUTION

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the Lead Manager and the Company on May 14, 2024, and the Underwriting Agreement dated [●] entered into between the Underwriters and the Company and the Market Making Agreement dated [●] entered into among the Market Maker, Lead Manager, and the Company.

All information shall be made available by the Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, the Company, its Promoter Group, or its affiliates or associates in the ordinary course of business and have engaged, or may be engaged in the future, in commercial banking and investment banking transactions with the Company, its Promoter Group, Group Entities, and its affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to the Company and 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 Equity Shares of the Company and will not Issue, sell, pledge or transfer the Equity Shares of the Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of the Company. The Company, 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 the Equity Shares in the Issue.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of Rs. 2,500.00 Lakh and pension funds with a minimum corpus of Rs. 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. This Draft Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Mumbai, India only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose.

Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGE (NSE)

As required, a copy of this Issue Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE).

NSE has given vide its letter [●] permission to the Issuer to use the Exchange's name in this Issue Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized Draft Issue document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the Issue document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Issue document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1933

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulations of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur. The Equity Shares have not been, and will not be, registered, listed, or

otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING

The Draft Prospectus has been filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.

After getting in-principal approval from NSE, a copy of the prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies, Mumbai and also through the electronic portal at <http://www.mca.gov.in/mcafoportal>.

A copy of the prospectus shall be filed with SEBI immediately upon filing of the Issue Document/Prospectus with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations through SEBI Intermediary portal at <https://siportal.sebi.gov.in>. However, SEBI shall not issue any observation on the Prospectus.

LISTING

Application will be made to the NSE for obtaining permission to deal in and for an official quotation of the Equity Shares.

NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized. The Emerge Platform of NSE has given its in-principal approval for using its name in our Issue documents vide its letter [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE Limited, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Draft Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days forms the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

The Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within six Working Days from the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- a. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable to action under Section 447 of the Companies, Act 2013.

CONSENTS

Consents in writing of

(a) The Directors, The Promoter, The Company Secretary & Compliance Officer, Chief Financial Officer, The Statutory Auditor, Key Managerial Personnel, The Peer Review Auditor,

(b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue

to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for filing with the Registrar of Companies.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, Dhirubhai Shah & Co. LLP, Chartered Accountants the Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Prospectus for filling with Registrar of Companies.

EXPERTS OPINION

Except for the reports in the Chapter, “Statement of Tax Benefits” and “Financial Statement as Restated” on page no 103 and page no 189 of this Draft Prospectus from the Peer Review Auditors and Statutory Auditor respectively; the Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

Except as stated under Chapter titled “Capital Structure” beginning on page 61 of this Draft Prospectus, our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, amended from time to time and the Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS

Since this is the Initial Public Issue of the Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since the incorporation.

PARTICULARS IN REGARD TO THE COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

The details of capital issue made by the company or other listed group company during the last Three (3) years is as follows:

Particulars	Details
Name of the Company	La Tim Metal & Industries Limited
Year of Issue	2024
Type of Issue	Right Issue
Amount of Issue	₹ 37.53 Crores
Date of closure of Issue	January 29, 2024
Date of allotment and date of credit of securities to the demat account	Date of allotment: February 1, 2024 Date of credit to demat: February 10, 2024
Date of completion of the project, where object of the issue was financing the project	NA
Rate of dividend paid	NA

For further details, refer the chapter titled “Information with respect to Group Companies” beginning on page 264 of this Draft Prospectus.

PERFORMANCE VIS-A-VIS OBJECTS–PUBLIC/RIGHT ISSUE OF THE COMPANY

Except as stated under Chapter titled “Capital Structure” beginning on page 61 of this Draft Prospectus, the Company has not undertaken any previous public or rights issue.

PERFORMANCE VIS-A-VIS OBJECTS - LAST ISSUE OF LISTED SUBSIDIARIES/LISTED PROMOTER

We don't have any listed subsidiaries or any listed Promoter as on date of this Draft Prospectus.

PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by **Corpwis Advisors Private Limited**, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, and the website of Lead Manager at <https://corpwis.com/>.

Disclosure of Price Information of Past Issues Handled by Corpwis Advisors Private Limited

Sr. No.	Issue Name	Issue Size (₹ in Cr)	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	Aluwind Architectural Limited (SME Platform of NSE – EMERGE)	29.70	45.00	April 9, 2024	45.00	+14.71%, (+9.91%)	NA	NA

Note:

- The Nifty SME Emerge is considered as the Benchmark.
- “Issue Price” is taken as “Base Price” for calculating % Change in Closing Price of the respective Issues on 30th/ 90th/180th Calendar days from listing.
- “Closing Benchmark” on the listing day of respective scripts is taken as “Base Benchmark” for calculating % Change in Closing Benchmark on 30th/ 90th/180th Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
- In case 30th/ 90th/180th day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

Summary Statement of Disclosure- Mainboard IPO

Financial year	Total no. of IPO	Total funds Raised (₹ in Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30 th Calendar day from listing date			Nos of IPOs trading at discount on 180 th Calendar day from listing date			Nos of IPOs trading at premium on 180 th 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%
2024-2025														
2023-2024														
2022-2023														

Summary Statement of Disclosure- SME IPO

Financial year	Total no. of IPO	Total funds Raised (₹ in Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30 th Calendar day from listing date			Nos of IPOs trading at discount on 180 th Calendar day from listing date			Nos of IPOs trading at premium on 180 th 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%
2024-2025	1	29.70	NA	NA	NA	NA	NA	1	NA	NA	NA	NA	NA	NA
2023-2024														
2022-2023														

Note:

- Listing date is considered for calculation of total number of IPO's in the respective financial year.

STOCK MARKET DATA OF THE EQUITY SHARES

Since the Equity Shares of the Company are not listed on any Stock Exchange, this will be an Initial Public Issue for the Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed **Satellite Corporate Services Private Limited** as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The MOU dated April 30, 2024 amongst the Registrar to the Issue and the Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection centre of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

DISPOSAL OF INVESTOR GRIEVANCES BY THE COMPANY

Our Company estimates that the average time required by the Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, the Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

Name of Director	Designation in Committee	Nature of Directorship
Biren Parekh	Chairperson	Non-Executive Independent Director
Almitra Ballal Chandrachud	Member	Non-Executive Woman Director
Kartik Timbadia	Member	Non-Executive Director

Our Company has appointed CS Harsha Darshan Mandora, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for the Company Secretary and the Compliance Officer are as follows:

CS Harsha Darshan Mandora Company Secretary & Compliance Officer

Saj Hotels Limited
Office no. 102, 1st Floor, Navkar Plaza,
Bajaj Road, Vile Parle (West),
Mumbai, Maharashtra - 400056

Tel No: 022-26203434

Email: secretarial@sajresort.in

Website: www.sajresort.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system SCORES. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY

As on the date of this Draft Prospectus, there is no pending investor grievance by any listed subsidiaries or any listed Promoter under the same Management.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

The Company has not sought for any exemptions from complying with any provisions of securities laws.

SECTION XI - ISSUE INFORMATION

TERMS OF THE ISSUE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (“General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the website of the Stock Exchange and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

AUTHORITY FOR THE ISSUE

The present public Issue of up to 42,50,000 Equity Shares has been authorized by a resolution of Board of Directors of our Company at their meeting held on April 9, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the General Meeting. The shareholders have authorized the Issue by a Special Resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of our Company held on May 2, 2024.

RANKING OF THE EQUITY SHARES

The Equity Shares being issued and allotted pursuant to the Issue shall be subject to the provisions of the Companies Act 2013, our Memorandum of Association and our Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares, including in respect of the right to receive dividend, voting and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees, upon Allotment of Equity Shares under the Issue, will be entitled to receive dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, refer section titled “Main Provisions of the Articles of Association” beginning on page 325 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors.

For further details in relation to dividends, refer sections titled “Dividend Policy” and “Main Provisions of the Articles of Association” beginning on pages 188 and 325 of this Draft Prospectus respectively.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of ₹10/- each are being offered in terms of this Draft Prospectus at the price of ₹ [●] per equity Share (including premium of ₹ [●] per share). The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “Basis for Issue Price” beginning on page 94 of this Draft Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, as amended from time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to receive Annual Reports and notices to members;
- 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 and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights Equity Shares and be allotted bonus Equity Shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any rules and regulations prescribed by the RBI; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI (LODR) Regulations, our Articles of Association, and other applicable laws.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture, and lien and/or consolidation/splitting, etc., please refer to the section titled "Main Provisions of Articles of Association" beginning on page 325 of this Draft Prospectus.

ALLOTMENT ONLY IN DEMATERIALIZED FORM

In terms of Section 29 of Companies Act, 2013 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, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

- a. Tripartite agreement dated November 21, 2023 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- b. Tripartite agreement dated May 18, 2018 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.
- c. The Company's shares bear ISIN INE00MT01014.

MINIMUM APPLICATION VALUE, ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM, MARKET LOT, AND TRADING LOT

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by the Emerge Platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh per application.

MINIMUM NUMBER OF ALLOTTEES

In accordance with Regulation 268 (1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked within 4 Working Days of closure of Issue.

JURISDICTION

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Maharashtra, India.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the 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, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, 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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE AND ISSUE PROGRAMME

ISSUE OPENS ON	[●]
ISSUE CLOSES ON	[●]

- In terms of regulation 265 of SEBI (ICDR) Regulation, the issue shall be open after at least three working days from the date of filing the Prospectus with the Registrar of Companies.
- In terms of regulation 266(1) of SEBI (ICDR) Regulation, except as otherwise provided in these regulations, the public issue shall be kept open for at least three working days and not more than ten working days.
- In terms of regulation 266(2) of SEBI (ICDR) Regulation, in case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the Prospectus for a minimum period of three working days, subject to the provisions of sub-regulation (1). However, the same is not applicable to our company as this is a Fixed Price Issue.
- In terms of regulation 266(3) of SEBI (ICDR) Regulation, in case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the issue period disclosed in the Prospectus for a minimum period of three working days, subject to the provisions of sub-regulation 266(1).

An indicative timetable in respect of the Issue is set out below:

EVENT	INDICATIVE DATE
Finalization of Basis of Allotment with NSE	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account*	On or about [●]
Credit of Equity Shares to demat account of the Allottees	On or about [●]
Commencement of trading of Equity shares on the Stock Exchange	On or about [●]

*In case of

- a. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation / withdrawal / deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked.
- b. any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock;
- c. any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock;
- d. any delay in unblocking of non-allotted / partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the

Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking.

The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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/2021/570 dated June 2, 2021, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. While 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 NSE is taken within three (3) Working Days from the Issue Closing Date, the time table may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Application Forms and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Investors on Issue Closing Date maybe extended in consultation with the Lead Manager, Registrar and Share Transfer Agent and NSE Emerge platform of NSE taking into account the total number of Applications received up to the closure of timings.

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 Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the Lead Manager to the Stock Exchange

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ 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 Lead Manager and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and are advised to submit their Bids no later than prescribed time on the Bid/Offer Closing Date. Any time mentioned in this Draft Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer 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 Offer. Bids will be accepted only during Working Days, during the Bid/Offer Period. Investors may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Investors can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, allocation in the Issue will be on a proportionate basis.

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

MINIMUM SUBSCRIPTION

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten, so this issue is not restricted to any minimum subscription level. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1.00 Lakhs (Rupees One Lakh) per application.

As per section 39 of the new Companies Act, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of Draft Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of [●] equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI (ICDR) Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE Platform of NSE Limited (NSE EMERGE).

RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue, as detailed in the Chapter titled “Capital Structure” beginning on page 61 of this Draft Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation/splitting of Equity Shares. For further details, please refer to the Section titled, “Main Provisions of the Articles of Association” beginning on page 325 of this Draft Prospectus

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

MIGRATION TO MAIN BOARD

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulations, the migration to the Main board of NSE from the EMERGE platform of NSE on a later date shall be subject to the following:

If the Paid up Capital of our Company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two time the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

If the Paid-up Capital of the company is more than Rs. 10 crore but below Rs.25 crore, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Parameter	Migration policy from NSE EMERGE Platform to NSE Main Board
Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 Crores and the capitalisation of the applicant's equity shall not be less than 25 Crores** ** Explanation- For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Other Listing conditions	The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies. The company has not received any winding up petition admitted by a NCLT. The net worth* of the company should be at least 50 crores *Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:	The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner. Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. Redressal mechanism of Investor grievance PAN and DIN no. of Director(s) of the Company Change in Control of a Company/Utilisation of funds raised from public

Parameter	Migration Policy for companies listed on SME platform of other nationwide stock exchange, and desirous for listing on the NSE Mainboard.
Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 Crores and the capitalisation of the applicant's equity shall not be less than 25 Crores** ** Explanation For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.
Other Listing conditions	The applicant Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies. The company has not received any winding up petition admitted by a NCLT. The network* of the company should be at least 50 crores *Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the	The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner. Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. Redressal mechanism of Investor grievance PAN and DIN no. of Director(s) of the Company

Exchange on the following:	Change in Control of a Company/Utilisation of funds raised from public
Track record	Track record of atleast three years of either the applicant seeking listing; or the promoters****/promoting company, incorporated in or outside India or Proprietary / Partnership firm and subsequently converted into a Company (not in existence as a Company for three years) and approaches the Exchange for listing. ****Promoters mean one or more persons with minimum 3 years of experience in the same line of business and shall be holding at least 20% of the post issue equity share capital individually or severally
Due Diligence Certificate	<ol style="list-style-type: none"> 1. The applicant shall submit to the Exchange an independent due diligence certificate not older than 3 months from the date of application. 2. The independent due diligence certificate from Independent Peer reviewed Auditors / SEBI registered Credit rating agency/ Independent Registered Valuers shall inter-alia cover the below aspects- 3. Brief snapshot of Entity. 4. Profile of Promoter, Management & Ownership Structure. (To include details of litigation cases, serious criminal cases etc in the last one year) 5. Business Profile Analysis, Operations Overview with a peer analysis and Project Details (If any). 6. Due Diligence with Lender, Auditors, Customer and Suppliers. 7. Profitability Analysis & Debt track record (period 3 years) 8. Status of utilization of IPO proceeds or any funds raised thereafter 9. Compliance track record (including LODR , ICDR, PIT, SAST) 10. Investor grievance redressal mechanism

APPLICATION BY ELIGIBLE NRI'S, FPI'S/FII'S REGISTERED WITH SEBI, VCF'S REGISTERED WITH SEBI AND QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft

Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as Deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Emerge platform of NSE.

MARKET MAKING

The Equity Shares issued through this Issue are proposed to be listed on the Emerge Platform of NSE, wherein [●] is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the NSE Emerge for a minimum period of three (3) years from the date of listing on the Emerge Platform of NSE Limited.

For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Chapter titled, “General Information- Details of the Market Making Arrangements for this Issue” beginning on page 53 of this Draft Prospectus.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations section, whereby, an issuer whose post issue face value capital is more than ten crore rupees and up to twenty-five crore rupees, shall issue shares to the public and propose to list the same on the EMERGE Platform of NSE Limited. For further details regarding the salient features and terms of such this Issue, please refer to Chapters titled “Terms of the Issue” and “Issue Procedure” beginning on pages 278 and 289 of this Draft Prospectus, respectively.

The present Issue of up to 42,50,000 Equity Shares of face value of ₹10/- each fully paid for cash at an issue price of ₹ [●] each aggregating to ₹ [●] by our Company.

The present issue comprises a reservation of 2,14,000 Equity Shares of face value of ₹ 10/- each fully paid for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] for subscription by the designated Market Maker (Market Maker Reservation Portion) and a Net Issue to Public of 40,36,000 Equity Shares of face value of ₹ 10.00 each fully paid for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] (the Net Issue).

The Issue and the Net Issue will constitute 26.36% and 25.03% respectively of the post issue paid up equity share capital of the Issuer Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	40,36,000 Equity Shares	2,14,000 Equity Shares
Percentage of Issue Size available for allocation	26.36% of the Issue Size	25.03% of the Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to “Basis of Allotment” under Chapter titled “Issue Procedure” beginning on page 289 of this Draft Prospectus	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through ASBA Process including through UPI mode (up to ₹ 5.00 Lakhs through UPI for Individual Investors)	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Minimum Application Size	For Other than Retail Individual Investors: Such number of Equity Shares in multiple of [●] Equity Shares at an Issue Price of ₹ [●] each such that the Application Value exceeds ₹2 Lakhs For Retail Individuals: [●] Equity Shares at Issue price of ₹ [●] each.	[●] Equity Shares at ₹ [●] per equity share
Maximum Application Size	For Other than Retail Individual Investors: [●] Equity shares (The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.) For Retail Individuals Investors: [●] Equity Shares at Issue price of ₹ [●]/- each.	[●] Equity Shares at ₹ [●] per equity share
Trading Lot	[●] Equity Shares	[●] Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations.

Terms of Payment	The Applicant shall have sufficient balance in the ASBA account at the time of submitting application and the amount will be blocked anytime within two days of the closure of the issue. In case of UPI as an alternate mechanism, Application amount shall be blocked at the time of confirmation of mandate collection request by applicant.
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*Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations shall be made as follows:

- a) Minimum fifty per cent to retail individual investors; and
- b) Remaining to:
 - i. individual applicants other than retail individual investors; and
 - ii. other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for.

Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

Explanation- If the retails individual investor category is entitled to more than fifty per cent of the issue size on a proportionate basis, the retails individual investors shall be allocated that higher percentage.

For further information on the Allocation of Net Issue to Public, please refer to chapter titled “The Issue” beginning on page 49 of this Draft Prospectus.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserves the right to not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof. If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs and Sponsor Bank (in case of RII’s using the UPI Mechanism) to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final Registrar of Companies approval of the Prospectus.

JURISDICTION

Exclusive jurisdiction for the purpose of this issue is with the competent courts/ authorities at Mumbai.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. The investors should note that the details and process provided in the General Information Document should be read along with this chapter.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/ the Prospectus before investing in the Issue.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this chapter, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Prospectus.

The lists of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbroker, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that has been notified by NSE act as intermediaries for submitting Application Forms are provided on <https://www.nseindia.com>.

SEBI through its 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 and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (—UPI I) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), issued by SEBI, 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 will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). The applicability of UPI Phase II was extended from time to time. Thereafter, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) was implemented by SEBI, voluntarily for all public issues opening on or after September 1, 2023 and has been made mandatory for all public issues opening on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Draft Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹5.00 lakhs shall use the UPI Mechanism. For details, please refer to “Interest in case of delay in allotment or Refund” on page 310 of this Draft Prospectus.

Please note that the information stated/covered in this chapter may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and the General Information Document. Applicants are advised to make

their independent investigations and ensure that their applications 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 this Draft Prospectus and the Prospectus.

This chapter applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE (UPI)

SEBI has issued circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual had the option to submit the Application 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 continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“T+3 Notification”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

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, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Offer will be made under UPI Phase III of the UPI Circular.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers 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 Retail Individual Applicants into the UPI payment mechanism.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through 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. Subsequently, pursuant to SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Reg. 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non-Retail Category i.e., QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at Issue Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange. However, if the retail individual investor category is entitled to more than fifty per cent of the net Issue on a proportionate basis, the retail individual investors shall be allocated that higher percentage

Applicants are required to submit their Applications to the Application collecting intermediaries i.e., SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. An electronic copy of the Application Form will also be available for download on the websites of the National Stock Exchange of India Limited (NSE) i.e., www.nseindia.com, the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants (other than Applicants using the UPI mechanism) must provide either (i) the bank account details and authorisation to block funds their respective ASBA Form, or (ii) the UPI ID (in case of RIIs), as applicable, in the relevant space provided in the Application Form and the Application Forms that do not contain such details will be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) shall be required to apply using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Application Form. Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) failed to mention UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the syndicate member/ SCSBs/ RTA/ DPs/ stock brokers, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID were liable for rejection.

The prescribed color of the Application Form for various categories is as follows:

Category	Color of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

*Excluding electronic Application Forms.

Designated Intermediaries (other than SCSBs) shall submit / deliver the Application Form (except the Application Form from a RII bidding using the UPI Mechanism) to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchange. Stock Exchange 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 Exchange. Stock Exchange shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Application details already uploaded.

For RIIs using UPI Mechanism, the Stock Exchange shall share the Application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, 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 Exchange applying platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Banks and the Bankers to the Issue. The LM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability. 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/2021/570 dated June 2, 2021.

ELECTRONIC REGISTRATION OF APPLICATIONS

The Designated Intermediary may register the Applications using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Issue on a regular basis before the closure of the Issue.

On the Issue Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchanges and as disclosed in the Prospectus.

Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation / Allotment. The Designated Intermediaries are given till 1:00 pm on the next working day following the Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank

Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – “Designated Intermediaries”):

Sr. No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4	A depository participant (“DP”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)
5	A registrar to an issuer and share transfer agent (“RTA”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), shall enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the applicants has a bank account and shall not submit it to any non-SCSB Bank.

For applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of Stock Exchange. Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Issue. However, in case of electronic forms, “printouts” of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors (other than Retail Individual Investors) to intermediaries other than SCSBs without use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.

	Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor shall accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.
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WHO CAN APPLY?

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- a. Indian Nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
- c. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d. QIBs;
- e. Mutual Funds registered with SEBI;
- f. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- g. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- h. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- i. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- j. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- k. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- l. Foreign Venture Capital Investors registered with the SEBI;
- m. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- n. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- o. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- p. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

- r. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- s. Insurance funds set up and managed by army, navy or air force of the Union of India;
- t. Multilateral and bilateral development financial institution;
- u. Eligible QFIs;
- v. Insurance funds set up and managed by army, navy or air force of the Union of India;
- w. Insurance funds set up and managed by the Department of Posts, India;
- x. Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

- a. Minors (except under guardianship)
- b. Partnership firms or their nominees
- c. Foreign Nationals (except NRIs)
- d. Overseas Corporate Bodies

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

MAXIMUM AND MINIMUM APPLICATION SIZE

For Retail Individual Applicants:

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000. As the application price payable by the Retail Individual Applicants cannot exceed ₹ 2,00,000 they can make Application only for maximum 1 lot i.e., for [●] Equity Shares.

For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1000 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Minimum Bid Lot: [●] Equity Shares

BASIS OF ALLOTMENT

Allotment will be made in consultation with the Designated Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- a. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for)
- b. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c. For applications where the proportionate allotment works out to less than [●] Equity Shares the allotment will be made as follows:
- d. Each successful applicant shall be allotted [●] Equity Shares;
- e. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- f. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares.
- g. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the issued specified under the Capital Structure mentioned in this Draft Prospectus.
- h. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
 - As per Regulation 253(2) of the SEBI (ICDR) Regulations, as the Retail Individual Investor category is entitled to minimum fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - Remaining to Individual applicants other than retail individual investors and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
 - The unsubscribed portion in either of the categories specified in (i) or (ii) above may be available for allocation to the applicants in the other category, if so required.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the designated stock exchange.

The Executive Director/Managing Director of the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

PARTICIPATION BY ASSOCIATES/ AFFILIATES OF THE LEAD MANAGER AND THE SYNDICATE MEMBERS

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, in the Non-Institutional Category 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 associates or affiliates of Lead Manager and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the Lead Manager or any associates of the Lead Manager, except Mutual Funds sponsored by entities which are associates of the Lead Manager or insurance companies promoted by entities which are associate of Lead Manager or AIFs sponsored by the entities which are associate of the Lead Manager or FPIs (other than individuals, corporate bodies and family offices), sponsored by the entities which are associates of the Lead Manager nor; (ii) any “person related to the Promoter and members of the Promoter Group” shall apply in the Issue under the Anchor Investor Portion.

For the purposes of this chapter, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoter and members of the Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoter and members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Promoters and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

OPTION TO SUBSCRIBE IN THE ISSUE

(a) As per Section 29 (1) of the Companies Act, 2013, allotment of Equity Shares shall be dematerialized form only. Investors will not have the option of getting of specified securities in physical form.

(b) The Equity Shares, on Allotment, shall be traded on stock exchange in demat segment only.

(c) A single application from any investor shall not exceed the investment limit/ minimum number of specified securities that can be held by him/her/ it under the relevant regulations/ statutory guidelines and applicable laws.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

INFORMATION FOR THE APPLICANTS

1) Our Company will file the Prospectus with the Registrar of Companies at least 3 (three) days before the Issue Opening Date.

2) Our Company shall, after registering the Prospectus with the RoC, make a pre-issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-issue advertisement, our Company and the Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement shall be in the prescribed format as per ICDR Regulations.

3) Copies of the Application Form and the abridged Prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange.

4) Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.

5) Applicants who are interested in subscribing for the Equity Shares should approach the Designated Intermediaries to register their applications.

6) Applications made in the Name of Minors and/or their nominees shall not be accepted.

7) The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account

or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected.

8) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor. Applications submitted directly to the SCSBs or other Designated Intermediaries (Other than SCSBs), the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

9) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account or UPI linked account number is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

10) The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company.
Provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds.
- No mutual fund under all its schemes should own more than 10% of any Company’s paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications, provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATION BY HUFs

Applications by HUFs Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Applications by HUFs may be considered at par with Applications from individuals.

APPLICATIONS BY ELIGIBLE NRIS ON REPATRIATION BASIS

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicants making application on a repatriation basis by using the Non-Resident Forms, should authorize their SCSB or should confirm / accept the UPI Mandate Request (in case of RIIs using the UPI Mechanism) to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm / accept

the UPI Mandate Request (in case of RIIs applying using the UPI Mechanism) to block their Non-Resident External (NRE) accounts, or Foreign Currency Non-Resident (FCNR) or ASBA Accounts for the full Application Amount, at the time of the submission of the Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA regulations. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such Application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

For details of investment by NRIs, see “Restrictions on Foreign Ownership of Indian Securities” beginning on page 263 of this Draft Prospectus. Participation of eligible NRIs shall be subject to NDI Rules

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATIONS BY ELIGIBLE FPIs INCLUDING FIIs ON REPATRIATION BASIS

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA Rules, the total holding by each FPI shall be less than 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs could be up to 100%, being the sectoral cap, of the paid-up Equity Share capital of our Company on a fully diluted basis.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (blue in colour).

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified 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.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Applications from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (“MIM Structure”), provided such Applications have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Applications received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Applications, FPIs making multiple Applications 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 Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications are liable to be rejected.

Further, in the following cases, the Applications by FPIs will not be considered as multiple Applications: involving the MIM Structure and indicating the name of their respective investment managers in such confirmation; offshore derivative instruments

(“ODI”) 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.

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- a. such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
- b. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Issue shall be subject to the FEMA Rules

APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI (Venture Capital Funds) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Further, the SEBI, AIF Regulations prescribes, among others, the investment restrictions on AIFs.

The holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re- registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of AIFs, VCFs and FVCIs was subject to the FEMA Rules

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicants on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all such Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIP

In case of applications 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 Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The “IRDA Investment Regulations”), are broadly set forth below:

- a. Equity shares of a Company: the least of 10% of the investee Company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b. The entire group of the investee Company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c. The industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

** The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹ 2,500,000 million.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (“IRDA Investment Regulations”).

APPLICATION BY PROVIDENT FUNDS/PENSION FUNDS

In case of applications made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹ 25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION BY BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders in consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (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, whichever is less.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if:

- a. the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or
- b. the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company.

The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make

- a. investment in excess of 30% of the paid-up share capital of the investee company,
- b. investment in a subsidiary(ies) and a financial services company that is not a subsidiary(ies) (with certain exception prescribed), and
- c. investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Further, the aggregate investment by a banking company in subsidiary(ies) and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves.

APPLICATION BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by systemically important non-banking financial companies registered with RBI, 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 certificates from its statutory auditor(s), and such other approval as may be required by the Systemically Important NBFCs must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

APPLICATION BY SCSB'S

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSB's 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 applications.

The information set out above is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in this Draft Prospectus and the Prospectus.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of 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 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million (subject to applicable laws), 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 with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2500 Lacs and pension funds with minimum corpus of ₹ 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the LM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company in consultation with the LM, may deem fit.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable investments limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus or the Prospectus .

In accordance with RBI regulations, OCBs cannot participate in the Issue.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

INDICATIVE PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE

ASBA PROCESS

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this chapter.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link:

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

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

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

CHANNELS OF SUBMISSION OF APPLICATION FORMS

From July 1, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	Not Applicable	RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds.
Non-institutional Investor (NII) including Qualified institutional Buyer (QIB)	For such applications the existing process of uploading the Application and blocking of funds in the RIIs account by the SCSB would continue.		Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds. For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	Not Applicable

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such Applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each Application into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be.

Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY RETAIL INDIVIDUAL INVESTOR

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a RII would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 1, 2019.

The detailed process in this regard is as detailed hereunder:

Application and validation process

- a. submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- b. RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.
- c. The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform.
- d. Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.
- e. Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- f. SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

The Block Process

- a. Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.
- b. The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date (“**Cut-Off Time**”). Accordingly, RIIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
- c. The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his/ her mobile no. / Mobile app, associated with UPI ID linked bank account.
- d. The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.
- e. Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs’ bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.

f. The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.

g. The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.

h. RIIs would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.

Post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

NUMBER OF APPLICATIONS PER BANK ACCOUNT

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

HOW TO APPLY?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

MODE OF PAYMENT

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and all related circulars issued thereafter, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

In case of applications made by using any of channels under UPI Payments Mechanism, post closure of the Offer, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from stock exchange, would undertake reconciliation of the Applications data and block confirmation corresponding to the Applications by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public issue account, shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.

UNBLOCKING OF ASBA ACCOUNT

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

In case of applications made by using any of channels under UPI Payments Mechanism, Registrar to the Issue will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

INFORMATION FOR THE APPLICANTS

- a. The Company will file the Prospectus with the Registrar of Companies at least 3 (three) working days before the Issue Opening Date.
- b. The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c. Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.

- d. Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e. Applications made in the name of Minors and/or their nominees shall not be accepted.

NUMBER OF APPLICATIONS PER BANK ACCOUNT

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account

INFORMATION FOR THE APPLICANTS

In addition to the instructions provided to the Applicants in the General Information Document for Investing in Public Issues, Applicants are requested to note the following additional information in relation to the Issue.

- a. The Issue Period shall be for a minimum of three Working Days and shall not exceed ten working days. The Issue Period may be extended, if required, by an additional three working days, subject to the total Issue Period not exceeding ten working days
- b. The relevant Designated Intermediary will enter each Application into the electronic bidding system as a separate Application and generate an acknowledgement slip (“Acknowledgement Slip”), for each price and demand option and give the same to the Applicant. Therefore, an Applicant can receive up to three Acknowledgement Slips for each Application Form. It is the Applicant’s responsibility to obtain the TRS from the relevant Designated Intermediary. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When an Applicant revises his or her Application (in case of revision in the Price), he / she shall surrender the earlier Acknowledgement Slip and may request for a revised TRS from the relevant Designated Intermediary as proof of his or her having revised the previous Application.
- c. In relation to electronic registration of Applications, 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 Lead Manager are 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 Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
- d. In the event of an upward revision in the Price, Retail Individual Applicants could either (i) revise their Application or (ii) shall make additional payment based on the revised Price (such that the total amount i.e., original Application Amount plus additional payment does not exceed ₹ 2 Lakhs. The revised Applications must be submitted to the same Designated Intermediary to whom the original Application was submitted. If the total amount (i.e., the original Application Amount plus additional payment) exceeds ₹ 2 Lakhs, the Applicant will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Applicant does not either revise the Application or make additional payment the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Applicant and the Retail Individual Applicant is deemed to have approved such revised Application.
- e. In the event of a downward revision in the Price, Retail Individual Applicant may revise their application; otherwise, the excess amount paid at the time of Application would be unblocked after Allotment is finalised.
- f. Any revision of the Application shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Application.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English national daily newspaper and one widely circulated Hindi national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre- Issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the [●] on [●]. For terms of the Underwriting Agreement please see chapter titled “General Information” beginning on page 53 of this Draft Prospectus.

FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES

The Company will file a copy of the Prospectus with the Registrar of Company in terms of Section 26 and 32 of Companies Act, 2013.

COMPLETION OF FORMALITIES FOR LISTING AND COMMENCEMENT OF TRADING

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Issue Closing Date, would be ensured. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

NON-RECEIPT OF LISTING PERMISSION

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalized.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within seven days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within eight days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of issue of the Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this Draft Prospectus including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

MODE OF REFUND

Within four (4) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Applications by RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Issue.

LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCSBS

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Issue Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 6 Working Days of the Issue Closing Date.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

- a. Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
- b. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- c. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their application(s) or lower the size of their application(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their application(s) during the Issue Period and withdraw their application(s) until Issue Closing Date.

Do's:

- a. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their bids through the ASBA process only;
- b. Ensure that you have applied within the Issue Price;
- c. Read all the instructions carefully and complete the Application Form in the prescribed form;
- d. Ensure that you have mentioned the correct ASBA Account number if you are not an RII bidding using the UPI Mechanism in the Application Form and if you are an RII using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;
- e. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
- f. RIIs Applying in the Issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for RIIs 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;

- g. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
- h. In case of joint Applications, ensure that first applicant is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Application Form;
- i. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
- j. Ensure that you request for and receive a stamped acknowledgement of the Application Form;
- k. Ensure that the name(s) given in the 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 Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Applicant is included in the Application Forms. PAN of the First Applicant is required to be specified in case of joint Applications;
- l. Ensure that you submit the revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- m. Retail Individual Investors not using the UPI Mechanism, should submit their Application Form directly with SCSBs and not with any other Designated Intermediary;
- n. Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market (ii) submitted by investors who are exempt from the requirement of obtaining /specifying their PAN for transacting the securities market including without limitation, multilateral / bilateral institutions, and (iii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants 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;
- o. 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;
- p. Ensure that the correct investor category and the investor status is indicated in the Application Form;
- q. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- r. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- s. Application by Eligible NRIs for an Amount of less than ₹ 2 Lakhs would be considered under the Retail Category for the purposes of allocation and Applications for an Amount exceeding ₹ 2 Lakhs would be considered under the Non-Institutional Category for allocation in the Issue;
- t. Since the allotment will be in dematerialised form only, ensure that the Applicant’s depository account is active, the correct DP ID, Client ID , PAN and UPI ID, if applicable, are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID , PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange 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;
- u. In case of ASBA Applicants (other than Retail Individual Applicants using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Applying 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 <http://www.sebi.gov.in>);

- v. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date;
- w. Once the Sponsor Bank issues the UPI Mandate Request, the Retail Individual Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;
- x. Ensure that you have correctly signed the authorisation / undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application. Bid In case of RIIs submitting their applications and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Issue Amount and subsequent debit of funds in case of Allotment;
- y. Ensure that you have correctly signed the authorization / undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- z. Retail Individual Applicants using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, a Retail Individual Applicant shall be deemed to have verified the attachment containing the application details of the Retail Individual Applicant in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
- aa. However, Applications received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
- bb. FPIs making MIM Applications using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Applications 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 Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Applications shall be rejected;
- cc. Retail Individual Applicants using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner and
- dd. Ensure that the Demographic Details are updated, true and correct in all respects;

The Application Form were liable to be rejected if the above instructions, as applicable, were not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 were liable to be rejected.

Don'ts:

- a. Do not apply for lower than the minimum Application size;
- b. Do not submit an application using UPI ID, if you are not a RII;
- c. Do not make Application for Application Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants);
- d. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- e. Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- f. Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- g. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process

- h. Do not submit the Applications for an amount more than funds available in your ASBA account
- i. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- j. In case of ASBA Applicants, do not submit more than one ASBA Forms per ASBA Account;
- k. If you are a Retail Individual Applicant and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
- l. If you are a Retail Individual Applicant and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
- m. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
- n. Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- o. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net Issue Size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- p. Do not submit the General Index Register number instead of the PAN;
- q. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- r. 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;
- s. Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- t. Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- u. Do not make Application 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);
- v. Do not submit Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.
- w. Do not submit an application / revise an Issue Amount, with a price less than the Issue Price;
- x. Do not submit your Apply after 3.00 pm on the Issue Closing Date;
- y. If you are a QIB, do not submit your application after 3:00 pm on the QIB Issue Closing Date
- z. Do not apply for shares more than specified by respective Stock Exchanges for each category;
- aa. Do not apply, if you are an OCB;
- bb. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by RIIs using the UPI Mechanism;
- cc. Do not apply on another Application Form after you have submitted an application to any of the Designated Intermediaries; and
- dd. Do not submit Applications to a Designated Intermediary at a location other than Specified Locations. If you are a Retail Individual Applicant and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs.;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates / demat credit / refund orders / unblocking etc., investors can reach out to our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see “General Information” beginning on page 53 of this Draft Prospectus

For helpline details of the Lead Manager, pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “General Information” beginning on page 53 of this Draft Prospectus.

APPLICANT’S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details or UPI ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant’s name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code, occupation (hereinafter referred to as ‘Demographic Details’) or UPI ID (in case of Retail Individual Investors). These Bank Account or UPI ID details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants’ sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

OTHER INSTRUCTIONS

Joint applications in the case of individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple applications

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- a. All applications are electronically strung on first name, address (1st line) and applicant’s status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband’s name to determine if they are multiple applications
- b. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

- c. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of “know your client” norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application or Application through UPI Mechanism either in physical or electronic mode, an Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected.

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

- a. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub- accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
- b. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUNDS FOR REJECTION

In addition to the grounds for rejection of Application on technical grounds as provided in the “General Information Document for Investing in Public Issue”, applicants are requested to note that applications may be rejected on the following additional technical grounds.

- a. Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;

- b. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and not firm as such shall be entitled to apply;
- c. Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- d. PAN not mentioned in the Application Form; GIR number furnished instead of PAN;
- e. Applications for lower number of Equity Shares than specified for that category of investors.
- f. Applications at a price other than the Fixed Price of the Issue;
- g. Applications for number of Equity Shares which are not in multiples of 1,600; Category not ticked;
- h. Multiple Applications as defined in the Prospectus;
- i. In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- j. Applications accompanied by Stock invest/ money order/ postal order/ cash; Signature of sole Applicant is missing;
- k. Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- l. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- m. Applications for amounts greater than the maximum permissible amounts prescribed by the regulations; Applications by OCBs;
- n. Applications by US persons other than in reliance on Regulations for "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- o. Applications not duly signed;
- p. Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- q. Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- r. Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- s. Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- t. Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹2,00,000, received after 3.00 pm on the Issue Closing Date;
- u. Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- v. Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- w. Where no confirmation is received from SCSB for blocking of funds; Applications by Applicants not submitted through ASBA process; Applications not uploaded on the terminals of the Stock Exchanges;
- x. Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- y. ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;

- z. Submission of Application Form(s) using third party ASBA Bank Account;
- aa. Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- bb. In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third-party bank account;
- cc. The UPI Mandate is not approved by Retail Individual Investor; and
- dd. The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and vice versa.

INSUANCE OF CONFIRMATION OF ALLOCATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE

- a. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
- b. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

DESIGNATED DATE AND ALLOTMENT

- a. Our Company will ensure that the Allotment and credit to the successful Applicants’ depository account will be completed within four Working Days, or such period as may be prescribed by SEBI, of the Issue Closing Date or such other period as may be prescribed.
- b. Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.
- c. Allottees will have the option to re-materialise the Equity Shares so allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CSDL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Tripartite agreement dated November 21, 2023 between our Company, NSDL and the Registrar to the Issue.
 - b. Tripartite agreement dated May 18, 2018 between our Company, CDSL and the Registrar to the Issue.
 - c. The Company’s shares bear an ISIN: INE00MT01014
1. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
 2. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant’s Identification number) appearing in the Application Form or Revision Form.
 3. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant’s beneficiary account (with the Depository Participant).
 4. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
 5. Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
 6. If incomplete or incorrect details are given under the heading ‘Applicants Depository Account Details’ in the Application Form or Revision Form, it is liable to be rejected.
 7. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.



8. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.

9. The trading of the Equity Shares of our Company would be only in dematerialized form.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any Pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses:

COMPANY SECRETARY AND COMPLIANCE OFFICER	REGISTRAR TO THE ISSUE
 <p>Harsha Darshan Mandora <i>Company Secretary & Compliance Officer</i></p> <p>Address: Saj Hotels Limited Office no. 102, 1st Floor, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai, Maharashtra - 400056</p> <p>Contact No: + 22 6287 5252 Email ID: secretarial@sajresort.in Website: www.sajresorts.com</p>	 <p>SATELLITE CORPORATE SERVICES PRIVATE LIMITED CIN: U65990MH1994PTC077057 A-106/107 Dattani Plaza, East West Indl. Compound Andheri Kurla Road, Safed Pool, Sakinaka Mumbai, Maharashtra - 400072 Contact Person: Michael Monteiro Contact Number: 022-28520461/462 E-mail: service@satellitecorporate.com Investor Grievance E-Mail: investorservice@satellitecorporate.com Website: www.satellitecorporate.com SEBI Registration No.: INR000003639</p>

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 3 (three) working days of closure of the issue.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a. **‘Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b. **Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c. **Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.**

Section 447 of the Companies Act, 2013, is reproduced as below:

Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

In addition to the instructions for completing the Application Form provided in the sub-section “General Information Document for Investing in Public Issue – Applying in the Issue – Instructions for filing the Application Form / Application Form” Applicants are requested to note the additional instructions provided below.

1. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Applications must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).
2. Applications must be made in a single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant), and completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Prospectus and in the Application Form.
3. Applications on a repatriation basis shall be in the names of FIIs or FPIs but not in the names of minors, OCBs, firms or partnerships and foreign nationals.

BASIS OF ALLOTMENT IN CASE OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in chapter titled as “General Information” beginning on page 53 of this Draft Prospectus shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the Emerge Platform of NSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

NAME 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 LM 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.

METHODS 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 through the Offer Document except in case of over-subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Applicants 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 Applicants shall not be less than the minimum Application lot, subject to the availability of shares in Retail Individual Applicants portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

UNDERTAKING BY OUR COMPANY

Our Company undertakes the following:

1. If our Company does not proceed with the Issue after the Issue Closing Date but before allotment, then the reason thereof shall be given as a public notice within two days of the 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;
2. That the complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily;
3. That all steps 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 are taken within 3 (three) Working Days of the Issue Closing Date or such other period as may be prescribed;
4. If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within the time prescribed under applicable law or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15.00% per annum for the delayed period;
5. That 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 the amount and expected date of electronic credit for the refund;
6. That the Promoters' contribution in full, if applicable, shall be brought in advance before the Issue opens for subscription;
7. That funds required for making refunds to unsuccessful applicants as per mode(s) disclosed shall be made available to the Registrar to the Issue by the Company;
8. No further Issue of Equity Shares shall be made until the Equity Shares Issued through the Draft Prospectus are listed or until the Application monies are unblocked in the ASBA Accounts on account of non-listing, under- subscription etc.;
9. That if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh Offer document with the SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;
11. That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time;
12. That adequate arrangements shall be made to collect all Application Forms from Applicants; and
13. That our Company shall not have recourse to the Issue Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges.
14. That none of the promoters or directors of the company is wilful defaulter or a fraudulent borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors certifies that:

1. 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 2013;
2. Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;

3. Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
4. Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue;
5. Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received; and
6. That the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FEMA, the Consolidated FDI Policy and the circulars and notifications issued thereunder. Unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy, subject to certain applicable pricing and reporting requirements. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy 2020 (“FDI Policy 2020”), which is effective from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment, as updated from time to time by RBI and Master Direction– Foreign Investment in India (updated up to March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT, all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy.

As per the existing policy of the Government, OCBs were not permitted to participate in this issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge, or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include:

- 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 Takeover Regulations;
- ii. the non-resident shareholding is within the sectoral limits under the FDI policy; and
- iii. the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

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 (“Restricted Investors”), 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 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 of fund in India. 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 to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

INVESTMENT CONDITIONS/RESTRICTIONS FOR OVERSEAS ENTITIES

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule I to X of Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment up to aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non- resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

INVESTMENT BY FPIS UNDER PORTFOLIO INVESTMENT SCHEME (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall be less than 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this aggregate limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

INVESTMENT BY NRI OR OCI ON REPATRIATION BASIS

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule III of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

INVESTMENT BY NRI OR OCI ON NON-REPATRIATION BASIS

As per current FDI Policy 2020, Investment by NRIs under Schedule IV of Foreign Exchange Management (Non- Debt Instruments) Rules, 2019 will be deemed to be domestic investment at par with the investment made by residents– Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur.

Further, no Issue to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Draft Prospectus Directive except for any such Issue made under exemptions available under the Draft Prospectus Directive, provided that no such Issue shall result in a requirement to publish or supplement a Draft prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION XII - MAIN PROVISION OF ARTICLES OF ASSOCIATION

* New set of article of association adopted vide special resolution passed at the meeting of members of the company held at its Extra ordinary general meeting held on October 5, 2023 for conversion from private limited to public limited

DESCRIPTION OF EQUITY SHARES RELATED TERMS OF THE ARTICLES OF ASSOCIATION

**ARTICLES OF ASSOCIATION
OF
SAJ HOTELS LIMITED***

Sr. No.	Particulars	
1	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	Table F Not Applicable.
	INTERPRETATION CLAUSE	
2	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) "The Company" shall mean " SAJ HOTELS LIMITED "	
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words importing the masculine gender also include the feminine gender.	Gender
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j) The marginal notes hereto shall not affect the construction thereof.	Marginal notes
	(k) "Meeting" or "General Meeting" means a meeting of members.	Meeting or General Meeting
	(l) "Month" means a calendar month.	Month
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(q) "Office" means the registered Office for the time being of the Company.	Office
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	"Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy

	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	Register of Members
	(v) "Seal" means the common seal for the time being of the Company.	Seal
	(w) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.	Special Resolution
	(x) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(y) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(z) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(aa) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation
	(bb) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	Expressions in the Act to bear the same meaning in Articles
	CAPITAL	
3	a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	Authorized Capital.
4	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	Increase of capital by the Company how carried into effect
5	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
6	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non Voting Shares
7	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	Redeemable Preference Shares
8	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares
9	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and (e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital	Provisions to apply on issue of Redeemable Preference Shares

10	The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	Reduction of capital
11	Any debentures, debenture-stock or other securities may be issued at a discount, 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, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	Debentures
12	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	Issue of Sweat Equity Shares
13	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	ESOP
14	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy Back of shares
15	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division And Cancellation
16	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
17	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities
MODIFICATION OF CLASS RIGHTS		
18	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	Modification of rights
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
19	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit 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 Director think fit, and may issue and allot shares in the capital of the company 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 and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	Shares at the disposal of the Directors.
20	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.

21	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbeforementioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
22	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares 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 purposes of these Articles, be a Member.	Acceptance of Shares.
23	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or 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 in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as full paid-up
24	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	Deposit and call etc. to be a debt payable immediately.
25	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
26	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT		
27	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Section 39 of the Act	
CERTIFICATES		
28	<p>(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a 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 of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	Share Certificates.

29	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding ₹50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	Issue of new certificates in place of those defaced, lost or destroyed.
30	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	The first named joint holder deemed Sole holder.
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
31	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognise any interest in share other than that of registered holders.
32	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalment, every such instalment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Instalment on shares to be duly paid.
	UNDERWRITING AND BROKERAGE	
33	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
34	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
	CALLS	
35	<p>(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.</p> <p>(2) A call may be revoked or postponed at the discretion of the Board.</p> <p>(3) A call may be made payable by instalments.</p>	Directors may make calls
36	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
37	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
38	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
39	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 any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time.

40	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he 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 not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
41	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or instalment accordingly.	Sums deemed to be calls.
42	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 shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	Proof on trial of suit for money due on shares.
43	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	Judgment, decree, partial payment motto proceed for forfeiture.
44	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective 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 exceeds the amount of the 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 member 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 Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits. (b) No Member 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. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.	Payments in Anticipation of calls may carry interest
	LIEN	
45	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	Company to have Lien on shares.
46	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfilment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	As to enforcing lien by sale.
47	The net 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 of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale.
	FORFEITURE AND SURRENDER OF SHARES	

48	If any Member fails to pay the whole or any part of any call or instalment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or instalment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or instalment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non- payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or instalment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or instalment not paid, notice maybe given.
49	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or instalment and such interest thereon as the Directors shall determine from the day on which such call or instalment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.	Terms of notice.
50	If the 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 but before payment of all calls or instalments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
51	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member
52	Any shares 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 in such manner as the Board in their absolute discretion shall think fit.	Forfeited shares to be property of the Company and may be sold etc.
53	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
54	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
55	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	Evidence of Forfeiture.
56	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to 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 to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
57	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Cancellation of share certificate in respect of forfeited shares.
58	In the meantime and until any share so forfeited shall be sold, re- allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.

59	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	Validity of sale
60	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.
TRANSFER AND TRANSMISSION OF SHARES		
61	Subject to provisions of Article 82, the instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	Execution of the instrument of shares.
62	Subject to provisions of Article 82, the instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	Transfer Form.
63	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository and shares under transfer are in dematerialized form and a proper instrument of transfer is delivered through depository participant. Provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	Transfer not to be registered except in dematerialized form and on production of instrument of transfer.
64	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register any transfer of shares on which the company has a lien. That registration of transfer shall however 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;	Directors may refuse to register transfer.
65	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.
66	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
67	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	Closure of Register of Members or debenture holder or other security holders.
68	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
69	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
70	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.

71	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case maybe, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	Recognition of legal representative.
72	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	Titles of Shares of deceased Member
73	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	Notice of application when to be given
74	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	Registration of persons entitled to share otherwise than by transfer (transmission clause).
75	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register nominee.
76	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
77	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding 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 the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred 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 Directors shall so think fit.	Company not liable for disregard of a notice prohibiting registration of transfer.
78	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
79	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
NOMINATION		

80	<p>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	Nomination
81	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	Transmission of Securities by nominee
DEMATERIALIZATION OF SHARES		
82	<p>Subject to the provisions of the Act and Rules made thereunder the Company will offer its members facility to hold securities issued by it in dematerialized form.</p> <p>All the fresh securities to be issued by the company will be in dematerialized form.</p> <p>Any person seeking transfer of shares, shall first get his / her shares dematerialized before execution of instrument of transfer.</p>	Dematerialisation of Securities
JOINT HOLDER		
83	<p>Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.</p>	Joint Holders
84	<p>(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.</p>	Joint and several liabilities for all payments in respect of shares.
	<p>(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;</p>	Title of survivors.
	<p>(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and</p>	Receipts of one sufficient.
	<p>(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall be deemed to be service on all the holders.</p>	Delivery of certificate and giving of notices to first named holders.
SHARE WARRANTS		
85	<p>The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on</p>	Power to issue share warrants

	receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	
86	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	Deposit of share warrants
87	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>	Privileges and disabilities of the holders of share warrant
88	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
CONVERSION OF SHARES INTO STOCK		
89	The Company may, by ordinary resolution in General Meeting. <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>	Conversion of shares into stock or reconversion.
90	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.	Transfer of stock.
91	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of stockholders.
92	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	Regulations.
BORROWING POWERS		
93	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	Power to borrow.
94	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges.
95	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company 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 mortgage, charge, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.
96	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the

		control of the Directors.
97	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
98	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given.
	MEETINGS OF MEMBERS	
99	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM and EGM.
100	(a) The Directors may, whenever they think fit, convene an Extra- Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the Members	Extra-Ordinary General Meeting by Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an ExtraOrdinary General Meeting
101	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
102	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
103	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
104	The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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.	Chairman with consent may adjourn meeting.
	Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	
105	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
106	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
107	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
	VOTES OF MEMBERS	
108	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.

109	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
110	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
111	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.	Vote of member of unsound mind and of minor
112	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	Postal Ballot
113	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
114	(a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joint holders thereof. (b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Votes of joint members.
115	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
116	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
117	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable. (b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members paying money in advance. Members not prohibited if share not held for any specified period.
118	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
119	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.

120	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.	Appointment of a Proxy.
121	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
122	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy Notwithstanding death of a member.
123	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.	Time for objections to votes.
124	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
DIRECTORS		
125	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special Resolution	Number of Directors
126	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
127	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to deputee observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	Nominee Directors.
128	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
129	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only up to the date of the next Annual General Meeting.	Additional Director
130	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, 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, who shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Director's power to fill casual vacancies.
131	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.
132	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.

PROCEEDING OF THE BOARD OF DIRECTORS		
133	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Meetings of Directors.
134	(a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. (b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	Chairperson
135	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
136	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
137	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	Directors may appoint committee.
138	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meeting show to be governed.
139	(a) A committee may elect a Chairperson of its meetings. (b) 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.	Chairperson of Committee Meetings
140	(a) A committee may meet and adjourn as it thinks fit. (b) 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.	Meetings of the Committee
141	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
RETIREMENT AND ROTATION OF DIRECTORS		
142	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	Power to fill casual vacancy
POWERS OF THE BOARD		
143	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	Powers of the Board
144	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board

	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	To acquire any property , rightsetc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of theCompany.
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
	(7) To secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	To invest and deal with money ofthe Company.
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security byway ofindemnity.
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.

	<p>(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p>	<p>Transfer to Reserve Funds.</p>
	<p>(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p>	<p>To appoint and remove officers and other employees.</p>
	<p>(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>	<p>To appoint Attorneys.</p>
	<p>(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p>	<p>To enter into contracts.</p>
	<p>(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company, its Officers and employees.</p>	<p>To make rules.</p>
	<p>(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.</p>	<p>To effect contracts etc.</p>
	<p>(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.</p>	<p>To apply & obtain concessions licenses etc.</p>
	<p>(25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.</p>	<p>To pay commissions or interest.</p>
	<p>(26) To redeem preference shares.</p>	<p>To redeem preference shares.</p>
	<p>(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.</p>	<p>To assist charitable or benevolent institutions.</p>
	<p>(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.</p>	
	<p>(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by</p>	

	building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re- purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	MANAGING AND WHOLE-TIME DIRECTORS	
145	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, 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.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	Powers to appoint Managing/ Whole Time Directors.
146	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	Remuneration of Managing or Whole Time Director.

147	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit. Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	Powers and duties of Managing Director or Whole-Time Director.
	CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER	
148	<p>a) Subject to the provisions of the Act—</p> <p>i. A chief executive officer, manager, company secretary or 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 or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer
	THE SEAL	
149	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	The seal, its custody and use.
150	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 authorized 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.	Deeds how executed.
	DIVIDEND AND RESERVES	
151	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of call shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	Division of profits.
152	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.

153	<p>a) 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, think fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	Transfer to reserves
154	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
155	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
156	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
157	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 dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportionate amount paid-up.
158	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles.
159	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
160	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
161	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
162	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.	Dividends how remitted.
163	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
164	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
	CAPITALIZATION	
165	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize 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</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) 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; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p>	Capitalization.

	(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	
166	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(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 capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	Fractional Certificates.
167	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of ₹10 per page or any part thereof.</p>	Inspection of Minutes Books of General Meetings.
168	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	Inspection of Accounts
	FOREIGN REGISTER	
169	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
	DOCUMENTS AND SERVICE OF NOTICES	
170	Any document or notice to be served or given by the Company besigned by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	Signing of documents & notices to be served or given.
171	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
	WINDING UP	
172	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	
	INDEMNITY	

173	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	Directors' and others right to indemnity.
174	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	Not responsible for acts of others
SECRECY		
175	(a) 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.	Secrecy
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	Access to property information etc.

SECTION XIII – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of the filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of the Draft Prospectus delivered to the Registrar of Company (RoC) for filing, and also the documents for inspection referred to hereunder, may be inspected at our Corporate Office at Saj Hotels Limited, Office no. 102, 1st Floor, Navkar Plaza Premises Co-op Society Ltd, Bajaj Road, Vile Parle (W), Mumbai from 10.00 am to 5.00 pm on all Working Days from the date of this Draft Prospectus until the Issue Closing Date.

MATERIAL CONTRACTS TO THE ISSUE

1. Issue Agreement dated May 14, 2024, entered into among our Company and the Lead Manager.
2. MOU dated April 30, 2024, entered into among our Company and the Registrar to the Issue (Transfer Agent).
3. Tripartite Agreement dated November 21, 2023, entered into among our Company, NSDL and the Registrar to the Company.
4. Tripartite Agreement dated May 18, 2018, entered into among our Company, CDSL and the Registrar to the Company.
5. Banker to the Issue Agreement dated [●] among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated [●] between our Company, the Lead Manager, and the Market Maker.
7. Underwriting Agreement dated [●] between our Company and the Lead Manager.
8. Registrar Agreement dated [●] between our Company and the Lead Manager.

MATERIAL DOCUMENTS

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificates of Incorporation of our Company dated February 4, 1981, issued by Registrar of Companies, Maharashtra at Bombay and Certificate of Incorporation dated November 3, 2024 issued by Registrar of Companies, Pune
3. Resolutions of the Board of Directors of our Company and Equity Shareholders of our Company dated April 9, 2024, and May 2, 2024 respectively, authorizing the Issue and other related matters.
4. Independent Auditor's Examination Report on Restated Financial Statement dated April 30, 2024, alongwith Restated Consolidated Financial Statements of our Company for the ten- months period ended January 31, 2024 and financial year ended March 31, 2023, March 31, 2022 and March 31, 2021.
5. Independent Auditor's Report on Audited Financial Statements of our Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 alongwith Audited Consolidated Financial Statement of our Company for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021.
6. Certificate of Statement of Tax Benefits dated May 9, 2024 from the Peer Review Auditor included in this Draft Prospectus.
7. Copy of Certificate of Key Performance Indicators (KPI) dated May 9, 2024, from the Peer Review Auditor included in this Draft Prospectus.
8. Consents of Promoters, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Banker to the Company, Lead Manager and Registrar to the Issue to include their names in the Draft Prospectus to act in their respective capacities.
9. Consent letter issued by Dhirubhai Shah & Co. LLP., Chartered Accountants, the Statutory Auditor to include their names as experts in relation to (i) Independent Auditor's Examination Report dated April 30, 2024 on our Restated Consolidated

Financial Statements; and (ii) Certificate on the Possible Special Tax Benefits available to the Company and its Shareholders dated May 9, 2024 (iii) Certificate for KPI dated May 9, 2024 (iv) in respect to various other certificates issued by them.

10. Due Diligence certificate from Lead Manager dated [●] addressing SEBI and NSE EMERGE as the case may be.
11. In-principal listing approval dated [●] from the NSE for listing the Equity Shares on the Emerge Platform of NSE.

Any of the contracts or documents mentioned in this Draft 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 with the provisions contained in the Companies Act, SEBI (ICDR) Regulations and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Prospectus are true and correct.

Signed by the Director of Saj Hotels Limited

Sd/-

Karna Kartik Timbadia

DIN: 01753308

Managing Director

Place: Mumbai

Date: May 22, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Prospectus are true and correct.

Signed by the Director of Saj Hotels Limited

Sd/-

Rahul Maganlal Timbadia

DIN: 00691457

Non-Executive Director and Chairman

Place: Mumbai

Date: May 22, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Prospectus are true and correct.

Signed by the Director of Saj Hotels Limited

Sd/-

Kartik Maganlal Timbadia

DIN: 00473057

Non-Executive Director

Place: Mumbai

Date: May 22, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Prospectus are true and correct.

Signed by the Director of Saj Hotels Limited

Sd/-

Almitra Ballal Chandrachud

DIN: 06959741

Non- Executive Woman Director

Place: Mumbai

Date: May 22, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Prospectus are true and correct.

Signed by the Director of Saj Hotels Limited

Sd/-

Biren Kishore Parekh

DIN: 10354396

Non- Executive Independent Director

Place: Mumbai

Date: May 22, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Prospectus are true and correct.

Signed by the Director of Saj Hotels Limited

Sd/-

Dhruti Kashyap Shah

DIN: 10568762

Non- Executive Woman Independent Director

Place: Mumbai

Date: May 22, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Prospectus are true and correct.

Signed by the Chief Financial Officer (CFO) of Saj Hotels Limited

Sd/-

Usha Manish Ghelani
Chief Financial Officer

Place: Mumbai

Date: May 22, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Prospectus are true and correct.

Signed by the Company Secretary and Compliance Officer of Saj Hotels Limited

Sd/-

Harsha Darshan Mandora
Company Secretary and Compliance Officer

Place: Mumbai

Date: May 22, 2024