



**AA PLUS TRADELINK LIMITED**  
CIN: U74900MH2016PLC274726

Our Company was originally incorporated as a public limited company under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra, Mumbai dated March 21, 2016 with the name 'AA Plus Tradelink Limited'. The Corporate Identification Number of Our Company is U74900MH2016PLC274726. For further details refer to the section titled 'about the Company' beginning on Page 53 of this Letter of Offer.

**Registered Office:** B/702 Divine Jalpa, Gomati Bhuvan, Near Jain Temple, JambliGali, Borivali (West) Mumbai  
Bandra Suburban MH 400092 IN;  
**Contact Details:** +91 22 2898 0308; **Contact Person:** Mrs. PurnimaBadola, Company Secretary & Compliance Officer;  
**Email-ID:** [aaplustradelinklimited@gmail.com](mailto:aaplustradelinklimited@gmail.com) **Website:** [www.aaplustradelink.com](http://www.aaplustradelink.com)

**FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF OUR COMPANY THE PROMOTERS OF THE COMPANY ARE ASHOK AMRITLAL SHAH,RAJKUMAR MAHENDRA SINGH**

RIGHTS ISSUE OF 1,63,29,600 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹10.00/- (RUPEE TEN ONLY) ('EQUITY SHARES') EACH AT A PRICE OF ₹18/- (RUPEES EIGHTEEN ONLY) PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹8/- (RUPEES EIGHT ONLY) PER EQUITY SHARE) ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT AGGREGATING UP TO ₹29,39,32,800 (RUPEES TWENTY NINE CRORE THIRTY NINE LAKH THIRTY TWO THOUSAND EIGHT HUNDRED ONLY) ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS OF AA PLUS TRADELINK LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 2 RIGHTS SHARES FOR EVERY 1 EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, 05<sup>TH</sup> APRIL 2024 ('ISSUE'). FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' BEGINNING ON PAGE 114 OF THIS LETTER OF OFFER.  
\*Assuming full subscription.

**PAYMENT METHOD OF THE ISSUE**

The entire amount of the Issue Price of ₹ 18 per Rights Equity Share ( including a premium of ₹. 8/-) shall be payable at the time of Application.

**WILFUL DEFAULTERS OR FRAUDULENT BORROWERS**

Neither our Company, nor our Promoters, or Directors are or have been categorized as wilful defaulters or fraudulent borrowers 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.

**GENERAL RISK**

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 our Company and this Issue including the risks involved. The Right Shares have not been recommended or approved by Securities and Exchange Board of India ('SEBI') nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Investors are advised to refer 'Risk Factors' beginning on Page 21 of this Letter of Offer before investing in the Issue.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares offered through this letter of offer to be listed on the SME Platform of BSE Limited ("BSE"). Our Company has received the approval letter dated March 01, 2024 Ref.No. LOD/RIGHT/DA/FIP/1348/2023024 from BSE for using its name in the offer document for listing of our shares on the SME Platform of BSE (BSE Emerge) . Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange will be BSE.

**REGISTRAR TO THE ISSUE**



**Purva Shareregistry (India) Private Limited**

**Registrar to the Rights Issue**

**Address :** 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg,

**Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai – 400011, Maharashtra**

**Contact Details:** +91 22 3522 0056 / 4961 4132;

**E-mail ID/ Investor grievance e-mail:** [newissue@purvashare.com](mailto:newissue@purvashare.com)

**Website:** [www.purvashare.com](http://www.purvashare.com)

**Contact Person:** Deepali Dhuri, Compliance Officer

**SEBI Registration Number:** INR000001112;

**Validity:** Permanent

**ISSUE PROGRAMME**

| ISSUE OPENING DATE    | LAST DATE FOR MARKET RENUNCIATION* | ISSUE CLOSING DATE** |
|-----------------------|------------------------------------|----------------------|
| Monday April 22, 2024 | Tuesday, April 30, 2024            | Monday May 6, 2024   |

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

\*\*This Issue will remain open for a minimum 07 (Seven) days. However, the Board of Directors will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

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**DEFINITIONS**

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

This Letter of Offer uses the definitions and abbreviations set forth below, which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, or policies shall be to such legislation, act, regulation, rules, guidelines, or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

In this Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to ‘the/our Company’, ‘we’, ‘our’, ‘us’ or similar terms are to AA Plus Tradelink Limited as the context requires, and references to ‘you’ are to the Eligible Shareholders and/ or prospective Investors in this Issue.

The words and expressions used in this Letter of Offer, but not defined herein, shall have the same meaning (to the extent applicable) ascribed to such terms under the SEBI (ICDR) Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in section titled ‘**Industry Overview**’, ‘**Statement of Tax Benefits**’, ‘**Financial Information**’, ‘**Outstanding Litigations, Defaults, and Material Developments**’ and ‘**Terms of the Issue**’ on page 53, 49, 67, 105 and 114 respectively, shall have the meaning given to such terms in such sections.

**CONVENTIONAL/ GENERAL TERMS**

| Term   | Description  |
|--|--|
| AA Plus Tradelink Limited / the Company/ our Company | AA Plus Tradelink Limited, a public limited company incorporated under the provisions of the Companies Act, 2013, as amended from time to time   |
| We/ us/ our  | Unless the context otherwise indicates or implies, refers to AA Plus Tradelink Limited   |
| ASBA   | Application Supported by Blocked Amount;   |
| AoA/ Articles of Association                         | The Articles of Association of AA Plus Tradelink Limited, as amended from time to time;  |
| Audit Committee                                      | The committee of the Board of Directors constituted as our Company’s audit committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013; |
| Audited Financial Statements                         | The audited financial statements of our Company prepared in accordance with Indian Accounting Standards for the Financial Years ending March 31, 2023;   |
| Auditors/ Statutory Auditors/ Peer Review Auditor    | The current statutory auditors of our Company M/S Jain Anil & Associates Chartered Accountants;  |
| Board of Directors/ Board                            | Board of Directors of our Company;   |
| Company Secretary and Compliance Officer             | The Company Secretary and Compliance Officer of our Company, being Mrs Purnima Badola;   |
| Chief Financial Officer/ CFO                         | The Chief Financial Officer of our Company, being Mr.Devjeet Chakraborty.  |
| Depositories Act                                     | The Depositories Act, 1996 and amendments thereto;   |
| DP/ Depository Participant                           | Depository Participant as defined under the Depositories Act;  |
| Eligible Shareholder(s)                              | Eligible holder(s) of the Equity Shares of AA Plus Tradelink Limited as on the Record Date;  |
| Equity Shares  | Equity shares of the Company having face value of ₹10.00 (Rupee Ten only);   |
| Independent Director                                 | Independent directors on the Board and eligible to be appointed as an Independent Director   |

| Term  | Description   |
|---|---|
|   | under the provisions of Companies Act and SEBI (LODR) Regulations. For details of the Independent Directors, please refer to section titled <b>'Our Management'</b> beginning on page 63 of this Letter of Offer;   |
| ISIN  | International Securities Identification Number being INE0C5901014;  |
| Key Management Personnel /KMP                 | Key management personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer to section titled <b>'Our Management'</b> beginning on page 63 of this Letter of Offer; |
| MoA/ Memorandum of Association                | The Memorandum of Association of AA Plus Tradelink Limited, as amended from time to time;   |
| Nomination and Remuneration Committee         | The committee of the Board of directors reconstituted as our Company's Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI (LODR) Regulations and Section 178 of the Companies Act, 2013;  |
| Promoters                                     | Ashok Amritlal Shah, Rajkumar Mahendra Singh.   |
| Promoter Group                                | Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations and as disclosed by our Company in the filings made with the BSE Limited under the SEBI (LODR) Regulations;         |
| Registered Office                             | B/702 Divine Jalpa, Gomati Bhuvan, Near Jain Temple, JambliGali, Borivali (West) Mumbai Bandra Suburban MH 400092 In  |
| Stakeholders' Relationship Committee          | The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI (LODR) Regulations Section 178 of the Companies Act, 2013;   |
| Stock Exchange/ Designated Stock Exchange     | BSE SME Limited( BSE Emerge)  |
| Unaudited Limited Review Financial Statements | The unaudited financial statements of our Company for the quarter and half year ending September 30, 2023, prepared in accordance with Indian Accounting Standards.   |

#### ISSUE RELATED TERMS

| Term                     | Description   |
|--------------------------|---|
| Abridged Letter of Offer | Abridged Letter of Offer to be sent to the Eligible Shareholders with respect to the Issue in accordance with the provisions of the SEBI (ICDR) Regulations and the Companies Act;  |
| Additional Right Shares  | The Right Shares applied or allotted under this Issue in addition to the Rights Entitlement;  |
| Allot/Allotment/Allotted | Unless the context requires, the allotment of Right Shares pursuant to this Issue;  |
| Allotment Account        | The account opened with the Banker to the Issue, into which the Application Money lying to the credit of the escrow account(s) and Application amounts by ASBA blocked in the ASBA Account, with respect to successful Investors will be transferred on the Transfer Date in accordance with Section 40 (3) of the Companies Act; |
| Allotment Advice         | Note, advice, or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Right Shares pursuant to this Issue;   |
| Allotment Date           | Date on which the Allotment is made pursuant to this Issue;   |

| Term  | Description  |
|---|--|
| Allottees                                       | Person(s) who are Allotted Rights Equity Shares pursuant to the Allotment;   |
| Applicant(s)/ Investor(s)                       | Eligible Shareholder(s) and/or Renounee(s) who make an application for the Right Shares pursuant to this Issue in terms of the Letter of Offer, including an ASBA Investor;  |
| Application                                     | Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch(es) of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Equity Shares at the Issue Price;  |
| Application Form                                | Unless the context otherwise requires, an application form (including online application form available for submission of application using the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Investor to make an application for the Allotment of Equity Shares in the Issue;   |
| Application Money                               | Aggregate amount payable at the time of Application ₹ 18 (Rupees Eighteen Only) in respect of the Right Shares applied for in this Issue at the Issue Price;   |
| Application Supported by Blocked Amount or ASBA | Application (whether physical or electronic) used by ASBA Investors to make an application authorizing the SCSB to block the Application Money in the ASBA Account maintained with such SCSB;  |
| ASBA Account                                    | Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Shareholders, as the case may be;   |
| ASBA Applicant /ASBA Investor                   | As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including Renounees) shall make an application for an Issue only through ASBA facility;   |
| ASBA Bid  | Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations;   |
| ASBA Circulars                                  | Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, and SEBI circular bearing reference number SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022.  |
| Bankers to the Issue/ Refund Bank               | Collectively, the Escrow Collection Bank and the Refund Bank to the Issue, in this case being HDFC BANK;   |
| Bankers to the Issue Agreement                  | Agreement dated February 9, 2024 entered into by and amongst our Company and the Registrar to the Issue, and the Bankers to the Issue for collection of the Application Money from Investors making an application through the ASBA facility, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts collected from Investors and providing such other facilities and services as specified in the agreement; |
| Basis of Allotment                              | The basis on which the Right Shares will be Allotted to successful Applicants in the Issue, and which is described in the section titled ' <i>Terms of the Issue</i> ' beginning on page 114 of this Letter of Offer;  |
| Common Application Form / CAF                   | The application form used by Investors to make an application for Allotment under the Issue.   |
| Consolidated certificate                        | The certificate that would be issued for Rights Shares Allotted to each folio in case of   |

| Term  | Description   |
|---|---|
|   | Eligible Shareholders who hold Equity Shares in physical form   |
| Controlling Branches /Controlling Branches of the SCSBs | Such branches of the SCSBs which co-ordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> ;  |
| Demographic Details                                     | Details of Investors including the Investor's address, name of the Investor's father/husband, investor status, occupation and bank account details, where applicable;   |
| Designated SCSB Branches                                | Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time;   |
| Depository(ies)   | NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996;  |
| Letter of Offer/ DLoF                                   | This letter of offer dated April 2,2024, filed with BSE SME Limited (BSE Emerge) on December 5,2024 as draft letter of offer, in accordance with the SEBI (ICDR) Regulations, for their observations and in-principle approval;   |
| Eligible Equity Shareholders                            | Existing Equity Shareholders as on the Record Date i.e. 05 <sup>th</sup> April 2024. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders  |
| Escrow Account(s)                                       | One or more no-lien and non-interest bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident Investors making an Application through the ASBA facility;  |
| Escrow Collection Bank                                  | Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being HDFC BANK LTD;  |
| Issue/ Rights Issue                                     | Rights Issue of up to 1,63,29,600 Equity Shares of our Company for cash at a price of ₹ 18 (Rupees Eighteen Only) per Right Shares including premium of Rs. 8(Eight) aggregating upto ₹29,39,32,800 ( Rupees Twenty Nine Crore Thirty Nine Lakh Thirty Two Thousand Eight Hundred only) on a rights basis to the Eligible Shareholders of our Company in the ratio of 2 (Two) Right Shares for every 1 (One) Equity Shares held by the Eligible Shareholders of our Company on the Record Date i.e. 05 <sup>th</sup> April 2024;<br><br>On Application, Investors will have to pay entire amount of ₹ 18 (Rupees Eighteen Only) per Rights Equity Share which constitutes 100% ( Hundred percent) of the Issue Price; |
| Issue Closing Date                                      | Monday, May 6,2024  |
| Issue Material  | Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter or any offering materials, corrigendum, or advertisements in connection with this Issue  |
| Issue Opening Date                                      | Monday, April 22,2024   |
| Issue Period  | The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/ Investors can submit their Applications, in accordance with the SEBI (ICDR) Regulations;   |
| Issue Price   | ₹ 18 per Equity Share (including a premium of ₹ 8 per Equity Share)   |
| Issue Proceeds  | The proceeds of the Issue that are available to our Company;  |

| Term  | Description  |
|---|--|
| Issue Size                                  | Amount aggregating up to ₹29,39,32,800/- [Rupees Twenty Nine Crore Thirty Nine Lakh Thirty Two Thousand Eight Hundred Only];   |
| Letter of Offer/ LoF                        | The final letter of offer to be filed with the BSE SME Limited(BSE Emerge) after incorporating the observations received from the BSE Limited on the Draft Letter of Offer;  |
| Multiple Application Forms                  | Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application;                                     |
| Net Proceeds                                | Issue Proceeds less the Issue related expenses. For further details, please refer to the section titled ' <i>Objects of the Issue</i> ' beginning on page 42of this Letter of Offer;   |
| Non-ASBA Investor/ Non-ASBA Applicant       | Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees;  |
| Non-Institutional Investors/ NIIs           | An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI (ICDR) Regulations;  |
| Offer Document                              | The Letter of Offer, Letter of Offer, Abridged Letter of Offer including any notices, corrigendum thereto;   |
| Off Market Renunciation                     | The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws;  |
| On Market Renunciation                      | The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before Tuesday April 30,2024; |
| Payment Schedule                            | Payment schedule under which 100 % (Hundred percent) f the Issue Price is payable on Application, i.e., ₹ 18 (Rupees Eighteen Only) per Right Shares.  |
| QIBs or Qualified Institutional Buyers      | Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations;  |
| Record Date                                 | Designated date for the purpose of determining the Equity Shareholders eligible to apply for Right Shares, being 05 <sup>th</sup> April 2024;  |
| Refund through electronic transfer of Funds | Refunds through NECS, Direct Credit, RTGS, NEFT or ASBA process, as applicable;  |
| Refund Bank                                 | The Bankers to the Issue with whom the refund account will be opened, in this case being HDFC Bank Ltd.  |
| Registrar to the Issue                      | Purva Shareregistry (India) Pvt. Ltd   |
| Registrar Agreement                         | Agreement dated 16 <sup>th</sup> March 2024 entered into between our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue, including in relation to the ASBA facility;   |
| Renouncees                                  | Any persons who have acquired Rights Entitlements from the Equity Shareholders through renunciation;   |

| Term                                    | Description   |
|---|---|
| Renunciation Period                     | The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date i.e. April 22,2024. Such period shall close on Tuesday April 30,2024 in case of On Market Renunciation. Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date i.e. May 6,2024;  |
| Rights Entitlement (s)/ RES             | The number of Right Shares that an Investor is entitled to in proportion to the number of Equity Shares held by the Investor on the Record Date, in this case being 2 Equity Shares for every 1 Equity Shares held by an Eligible Equity Shareholder;<br><br>The Rights Entitlements with a separate ISIN '[INE0C5920014]' will be credited to your demat account before the date of opening of the Issue, against the Equity Shares held by the Equity Shareholders as on the Record Date, pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date;  |
| Rights Entitlement Letter               | Letter including details of Rights Entitlements of the Eligible Shareholders. The Rights Entitlements are also accessible through the ASBA and the link for the same will be available on the website of our Company;   |
| Right Shares                            | Equity Shares of our Company to be Allotted pursuant to this Issue  |
| Self-Certified Syndicate Banks/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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time; |
| Transfer Date                           | The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange;  |
| Wilful Defaulter or Fraudulent Borrower | A Company or person categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any Company whose director or promoter is categorized as such, as defined under Regulation 2 (1) (III) of the SEBI (ICDR) Regulations;  |
| Working Day(s)                          | In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Indore are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Indore are open for business. Furthermore, the time period between the Issue Closing Date and the listing of the Right Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI;  |

#### Technical and Industry Related Terms

| Term Description | Description                                  |
|------------------|--|
| ASSOCHAM         | The Associated Chambers of Commerce of India |

|         |  |
|---------|--|
| BCG     | Boston Consulting Group                                    |
| GDP     | Gross Domestic Product                                     |
| GVA     | Gross Value Added  |
| IBEF    | Indian Brand Equity Foundation                             |
| M&A     | Mergers and Acquisitions                                   |
| MT      | Million Tonnes   |
| MUDRA   | Micro Units Development and Refinance Agency               |
| NALCO   | National Aluminium Company                                 |
| NASSCOM | The National Association of Software and Service Companies |

#### ABBREVIATIONS

| Term                    | Description   |
|-------------------------|---|
| AIF                     | Alternative Investment Fund as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012             |
| AS                      | Accounting Standards issued by the Institute of Chartered Accountants of India  |
| CAF                     | Common Application Form   |
| CDSL                    | Central Depository Services (India) Limited   |
| CFO                     | Chief Financial Officer   |
| CIN                     | Corporate Identification Number   |
| CIT                     | Commissioner of Income Tax  |
| CLRA                    | Contract Labour (Regulation and Abolition) Act, 1970  |
| Companies Act, 2013     | Companies Act, 2013 along with rules made thereunder  |
| Companies Act, 1956     | Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)    |
| Consolidated FDI Policy | Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India  |
| COVID-19                | A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020                          |
| CSR                     | Corporate Social Responsibility   |
| Depository              | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018   |
| Depositories Act        | The Depositories Act, 1996, including subsequent amendments thereto   |
| DIN                     | Director Identification Number  |
| DP                      | Depository Participant  |
| DP-ID                   | Depository Participant's Identification   |
| DR                      | Depository Receipts   |
| EBITDA                  | Profit/(loss) after tax for the year adjusted for income tax expense, finance costs, depreciation, and amortization expense, as presented in the statement of profit and loss |

| Term                         | Description  |
|------------------------------|--|
| EGM                          | Extraordinary General Meeting  |
| EEA                          | European Economic Area   |
| EPC Services                 | Engineering, Procurement, and Construction services  |
| EPS                          | Earning per Equity Share   |
| FCNR Account                 | Foreign Currency Non-Resident Account  |
| FDI                          | Foreign Direct Investment  |
| FEMA                         | Foreign Exchange Management Act, 1999 read with rules and regulations made thereunder  |
| FEMA Rules                   | Foreign Exchange Management (Non-debt Instruments) Rules, 2019   |
| FII(s)                       | Foreign Institutional Investors registered with SEBI under applicable laws   |
| FIPB                         | Foreign Investment Promotion Board   |
| FPIs                         | Foreign Portfolio Investors  |
| Fugitive Economic Offender   | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018   |
| FVCI                         | Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI |
| FY/ Financial Year           | Period of 12 months ended March 31 of that particular year, unless otherwise stated  |
| GAAP                         | Generally Accepted Accounting Principles   |
| GDP                          | Gross Domestic Product   |
| GDR                          | Global Depository Receipt  |
| GNPA                         | Gross Net Performing Assets  |
| GoI / Government             | The Government of India  |
| GST                          | Goods and Services Tax   |
| HUF                          | Hindu Undivided Family   |
| Ind AS                       | Indian Accounting Standards  |
| ICAI                         | The Institute of Chartered Accountants of India  |
| ICSI                         | The Institute of Company Secretaries of India  |
| IFRS                         | International Financial Reporting Standards  |
| Indian GAAP/ I-GAAP          | Generally Accepted Accounting Principles In India  |
| Income Tax Act/ IT Act       | The Income Tax Act, 1961 and amendments thereto  |
| Insider Trading Regulations  | Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  |
| Insolvency Code              | Insolvency and Bankruptcy Code, 2016, as amended   |
| INR / ₹ / Rs./ Indian Rupees | Indian Rupee, the official currency of the Republic of India   |
| IST                          | Indian Standard Time   |
| IT                           | Information Technology   |
| MCA                          | The Ministry of Corporate Affairs, Government of India   |
| Mn / mn                      | Million  |
| Mutual Funds                 | Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996  |
| N.A. or NA                   | Not Applicable   |
| NAV                          | Net Asset Value  |
| NCT                          | National Capital Territory, Delhi  |

| Term   | Description   |
|--|---|
| NCLT   | National Company Law Tribunal   |
| NCLAT  | National Company Law Appellate Tribunal   |
| NEFT   | National Electronic Fund Transfer.  |
| BSE  | Bombay Stock Exchange of India  |
| Net Worth  | The aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account, and debit or credit balance of the profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure, and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation |
| Notified Sections  | The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect  |
| NR/ Non- Resident  | A person resident outside India, as defined under the FEMA and includes an NRI, FPIs registered with SEBI and FVCIs registered with SEBI  |
| NRE  | Account Non-resident external account   |
| NRI  | Non-resident Indian   |
| NSDL   | National Securities Depository Limited  |
| BSE  | Bombay Stock Exchange of India Limited  |
| OCB  | Overseas Corporate Body   |
| p.a.   | Per annum   |
| P/E Ratio  | Price/Earnings Ratio  |
| PAN  | Permanent account number  |
| PAT  | Profit after Tax  |
| RBI  | Reserve Bank of India   |
| RBI Act  | Reserve Bank of India Act, 1934   |
| RoNW   | Return on Net Worth   |
| SCORES   | SEBI Complaints Redress System  |
| SCRA   | Securities Contracts (Regulation) Act, 1956   |
| SCRR   | Securities Contracts (Regulation) Rules, 1957   |
| SEBI   | Securities and Exchange Board of India  |
| SEBI Act   | Securities and Exchange Board of India Act, 1992  |
| SEBI AIF Regulations   | Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012   |
| SEBI FPI Regulations   | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019  |
| SEBI (LODR) Regulations  | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time  |
| SEBI (ICDR) Regulations  | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments thereto  |
| SEBI Rights Issue Circulars / SEBI Right IssueCirculars / SEBI Rights Issue Circular | SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and SEBI circular, bearing reference no. SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022.  |
| SEBI (SAST) Regulations  | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto   |
| Securities Act   | United States Securities Act of 1933, as amended  |
| STT  | Securities transaction tax  |
| Trade Mark Act   | Trade Marks Act, 1999 and the rules thereunder, including subsequent amendments thereto   |
| VCF  | Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be  |

## NOTICE TO INVESTORS

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

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

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

**THE CONTENTS OF THIS LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.**

### NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Letter of Offer relates is not, and under no

circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and this Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement

Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

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

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

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

**PRESENTATION OF FINANCIAL INFORMATION AND USE OF MARKET DATA****CERTAIN CONVENTIONS**

Unless otherwise specified or the context otherwise requires, all references to “India” contained in this Letter of Offer are to the Republic of India and the “Government” or “GoI” or the “Central Government” or the “State Government” are to the Government of India, Central or State, as applicable.

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

Unless otherwise specified, all references in this Letter of Offer are in Indian Standard Time. Unless indicated otherwise, all references to a year in this Letter of Offer are to a calendar year.

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

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

**FINANCIAL DATA**

Unless stated or the context requires otherwise, our financial data included in this Letter of Offer is derived from the Audited Financial Statements of our Company as of and for the financial year ended March 31, 2023 and Financial Results for the six months period ended September 30, 2023.

We have prepared our Audited Financial Statements of our Company as of and for the financial year ended March 31, 2023 and Unaudited Financial Results for the six months period ended September 30, 2023 in accordance with Indian Accounting Standard (Ind AS), Companies Act, and other applicable statutory and / or regulatory requirements. Our Company publishes its financial statements in Indian Rupees.

For details of the Audited Financial Statements for the financial year ended March 31, 2023 and the Unaudited Financial Results for the half year ended September 30, 2023, please refer to the section titled “*Financial Statements*” beginning on page 69 of this Letter of Offer.

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

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

**CURRENCY OF PRESENTATION**

All references in this Letter of Offer to ‘Rupees’, ‘Rs.’, ‘₹’, ‘Indian Rupees’ and ‘INR’ are to Rupees, the official currency of the Republic of India.

All references to ‘U.S. \$’, ‘U.S. Dollar’, ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America.

**Please Note:**

One lakh is equal to 100 thousand;  
One crore is equal to 10 million/100 lakhs;  
One million is equal to 1,000,000/10 lakhs;  
One billion is equal to 1,000 million/100 crores;

**INDUSTRY AND MARKET DATA**

Unless stated otherwise, industry data used throughout this Letter of Offer 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 this Letter of Offer is reliable, it has not been independently verified.

The industry data used in this Letter of Offer has not been independently verified by our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey.

The extent to which market and industry data used in this Letter of Offer is meaningful depends on the reader's familiarity with and understanding of methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which our business is conducted, 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 "*Risk Factors*" on page 21 of this Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

**FORWARD LOOKING STATEMENTS**

We have included statements in this Letter of Offer which contain words or phrases such as ‘will’, ‘may’, ‘aim’, ‘is likely to result’, ‘believe’, ‘expect’, ‘continue’, ‘anticipate’, ‘estimate’, ‘intend’, ‘plan’, ‘contemplate’, ‘seek to’, ‘future’, ‘objective’, ‘goal’, ‘project’, ‘should’, ‘pursue’ and similar expressions or variations of such expressions, that are ‘forward looking statements’.

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

1. Uncertainty of the continuing impact of the pandemic on our business and operations;
2. General economic and business conditions in India and in the markets in which we operate and in the local, regional, and national economies;
3. Changes in laws and regulations relating to the sectors and industry in which we operate;
4. Realization of Contingent Liabilities;
5. Occurrence of uninsured losses;
6. Factors affecting the industry in which we operate;
7. Our ability to meet our capital expenditure requirements;
8. Our ability to successfully implement our growth strategy and expansion plans and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
9. Fluctuations in operating costs;
10. Our ability to attract and retain qualified personnel;
11. Our failure to keep pace with rapid changes in technology;
12. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
14. Any adverse outcome in the legal proceedings in which we/our group companies are involved;
15. Other factors beyond our control;
16. Our ability to manage risks that arise from these factors;
17. Changes in Government policies and Regulatory actions that apply to or affect our business;
18. Conflicts of interest with affiliated companies, the promoter group and other related parties;
19. The performance of the financial markets in India and globally.

For a further discussion of factors that could cause the actual results to differ, please refer to the section titled ‘*Risk Factors*’ beginning on page 21 of this Letter of Offer. By their nature, certain market risk disclosures are only estimates and could materially differ from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance. Our Company or advisors does not have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI and BSE’s requirements, our Company shall ensure that Investors in India are informed of material developments until the time of the grant of listing and trading permission by the BSE.

## SECTION II – SUMMARY OF THE LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to prospective Investors. This summary should be read in conjunction with and is qualified by, the more detailed information appearing in this Letter of Offer, including the sections titled '*Risk Factors*', '*Objects of the Issue*', '*Business Overview*' and '*Outstanding Litigations, Defaults and Material Developments*' beginning on pages 21,4257, 105 and 105 of this Letter of Offer, respectively.

### SUMMARY OF OUR BUSINESS

Our Company was originally incorporated as a public limited company under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra, Mumbai dated March 21, 2016 with the name 'AA Plus Tradelink Limited'. The Corporate Identification Number of Our Company is U74900MH2016PLC274726.

Our Company is listed on the BSE SME Limited( BSE Emerge) effective from July22,2021 bearing Symbol 'AAPLUSTRAD'. The ISIN of our company is INE0C5901014.And the Scrip code is 543319.

We are currently engaged in the business of trading of products made of iron & steel, aluminium, graphite and other alloy products. We are a multi-product trading company with a diverse product portfolio. We are also in the business of supplying Epoxy Floor Coating, Industrial Epoxy Floor Coating, Epoxy Floor Coating Marine, PU Floor Coating, Epoxy Coating, Epoxy Primer, Epoxy High Build Coating, Epoxy Heat Resistance Coating. Further we intend to take the contracts from builders for the end to end supply and fitting of aluminium windows along with the glass..

### SUMMARY OF OUR INDUSTRY

India holds a fair advantage in production and conversion costs in steel and alumina. Its strategic location enables export opportunities to develop as well as fast-developing Asian markets. India is home to 1,531 operating mines. The country has large reserves of iron ore, bauxite, chromium, manganese ore, baryte, rare earth and mineral salts. The country produces 95 minerals 4 fuel-related minerals, 10 metallic minerals, 23 non-metallic minerals, 3 atomic minerals and 55 minor minerals (including building and other minerals). Rise in infrastructure development and automotive production are driving growth. Power and cement industries are also aiding growth for the sector. Demand for iron and steel is set to continue given the strong growth expectations for the residential and commercial building industry.

### OBJECTS OF THE ISSUE

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

| Particulars                            | Amount(In Rs.)         |
|--|------------------------|
| Gross Proceeds from the Issue#*        | 29,39,32,800.00        |
| Less: Estimated Issue related Expenses | 75,00,000.00           |
| <b>Net Proceeds from the Issue</b>     | <b>28,64,32,800.00</b> |

# assuming full subscription and allotment

\*The Issue size will not exceed ₹29,39,32,800. (Rupees Twenty Nine Crore Thirty Nine Lakh Thirty Two Thousand Only) If there is any reduction in the amount on account of or at the time of finalization of Issue Price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose

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

| Sr. No. | Particulars                  | Amount (In Rs.)        |
|---------|------------------------------|------------------------|
| 1.      | Working Capital requirements | 23,39,32,800.00        |
| 2.      | General Corporate purposes#  | 5,25,00,000.00         |
|         | <b>Total Net Proceeds</b>    | <b>28,64,32,800.00</b> |

#To be finalized on determination of the Issue Price and updated in the Letter of Offer prior to filing with the Stock Exchanges. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

For further details, please refer to the chapter titled '*Objects of the Issue*' beginning on page 42 of this Letter of Offer.

#### INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTER AND PROMOTER GROUP

Pursuant to the letter dated August 4,2023, Ashok Amritlal Shah, RajkumarMahendra Singh, Vinodchandra Mehta, Jyotsana V Mehta, Kalpesh V Mehta, Ashok A Shah, And Mehta Kumarpal Vbelonging to the Promoter and Promoter group, has undertaken that they will (a) subscribe, jointly and / or severally to the extent of their Rights Entitlements. (b) subscribe to the extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or Member(s) of the Promoter Group of our Company; and (c) subscribe to, either individually or jointly and / or severally with any other Promoters or Member(s) of the Promoter Group, for additional Rights Equity Shares, including subscribing to the unsubscribed portion (if any) in this Issue.

The aforementioned subscription of Rights Equity Shares and Additional Equity Shares by our Promoter shall not result in a change of control of the management of our Company and shall not result in an obligation on our Promoter to make an open offer to the public shareholders of our Company in terms of the SEBI Takeover Regulations. Further, as on the date of this Letter of Offer, our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable laws, pursuant to this Issue.

#### FINANCIAL INFORMATION

The following table sets forth the summary financial information derived fromthe Audited Financial Statements, for Financial Years and quarter ended March 31, 2023 and March 31, 2022 and quarter and half year ended September 30,2023 prepared in accordance with Ind (AS) and the Companies Act, 2013.

(In ₹)

| Particulars               | Financial Statements for the Financial Year ending |                |                |
|---------------------------|--|----------------|----------------|
|                           | September 30,2023                                  | March 31, 2022 | March 31, 2023 |
| Equity Share Capital      | 8,16,48,000  | 8,16,48,000    | 8,16,48,000    |
| Net Worth                 | 13,20,00,000                                       | 12,70,80,334   | 12,91,76,022   |
| Total Income              | 9,47,00,000  | 11,53,67,540   | 17,17,29,552   |
| Profit / (loss) after tax | 27,00,000  | 18,58,147      | 20,53,789      |
| Basic and diluted EPS     | 0.00   | 0.23           | 0.25           |
| Total borrowings          | 2,00,00,000  | 3,39,21,714    | 1,96,89,110    |

#### Qualifications of the Auditors

There are no qualifications, reservations and adverse remarks made by our Statutory Auditors in their report which requires any adjustment to audited financial statements of the Company for the last 3 financial years, i.e. FY 2022-23 and FY 2021-22 and for half yearly ending September 30, 2023

#### Summary of Contingent Liabilities

For details regarding our contingent liabilities for FY 2023, FY 2022 and FY 2021

#### OUTSTANDING LITIGATIONS

| Nature of cases  | Number of cases | Amount involved (₹) |
|--|-----------------|---------------------|
| <b>Litigations involving our Company</b>                         |                 |                     |
| Litigation Involving Actions by Statutory/Regulatory Authorities | NIL             | NIL                 |
| Litigation involving Tax Liabilities                             | NIL             | NIL                 |

| Nature of cases   | Number of cases | Amount involved (₹) |
|---|-----------------|---------------------|
| Proceedings involving issues of moral turpitude or criminal liability on the part of our Company  | NIL             | NIL                 |
| Proceedings involving Material Violations of Statutory Regulations by our Company   | NIL             | NIL                 |
| Matters involving economic offences where proceedings have been initiated against our Company   | NIL             | NIL                 |
| Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company | NIL             | NIL                 |
| <b>Litigation involving our Directors, Promoters and Promoter Group</b>   | NIL             | NIL                 |
| <b>Litigation involving our Group Companies</b>   | NIL             | NIL                 |

For further details, please refer to section titled '*Outstanding Litigations, Defaults and Material Developments*' beginning on page 105 of this Letter of Offer.

#### RISK FACTORS

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares, material litigations which impact the business of the Company and other economic factors, please refer to the section titled '*Risk Factors*' beginning on page 21 of this Letter of Offer.

#### CONTINGENT LIABILITIES

For details of the contingent liabilities, as reported in the Financial Statements, please refer to the section titled '*Financial Statements*' beginning on page 67 of this Letter of Offer.

#### RELATED PARTY TRANSACTIONS

For details of the related party transactions, as reported in the Financial Statements, please refer to the section titled '*Financial Statements*' beginning on page 67 of this Letter of Offer.

#### FINANCING ARRANGEMENTS

There are no financing arrangements wherein the Promoters, Promoter Group, the Directors of our Company and the irrelatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of the Letter of Offer

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

Our Company has not issued any Equity Shares for consideration other than cash during the last 1 (One) year immediately preceding the date of filing this Letter of Offer.

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## SECTION II – RISK FACTORS

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*An investment in equity shares involves a high degree of risk. Prospective Investors should carefully consider all the information disclosed in this Letter of Offer, including the risks and uncertainties described below and the “Financial Statements” on page 67 before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition. In order to obtain a complete understanding about us, investors should read this section in conjunction with “Our Business”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 57, 53 and 97, respectively, as well as the other financial information included in this Letter of Offer. If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.*

*However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.*

*This Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of Offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, see “Forward Looking Statements” on page 17.*

*Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Financial Statements included in this Letter of Offer. For further information, see “Financial Statements” on page 69. In this section, unless the context otherwise requires, a reference to “our Company” on a standalone basis.*

### INTERNAL RISK FACTORS

***1. 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 our business operations.***

Our business operations require us 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 will be applying for certain approvals relating to our business. If we fail to maintain such registrations and licenses or comply with applicable conditions, or a regulatory authority claims we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, 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.

***2. We have not entered into any long-term contracts with any of our clients.***

We do not have any long-term contracts with our clients and any change in the business pattern of our existing clients could adversely affect the business of our Company. As a result, our customers can terminate their relationships with us due to a change in preference or any other reason on immediate basis, which could materially and adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand for our products. Our Company's customers have no obligation to place order with us and may either cancel, reduce, or delay orders. The orders placed by our Company's customers are dependent on factors such as the customer satisfaction with the level of service that our Company provides, fluctuation in demand for our Company's products, customer's inventory management, amongst others. Although we have satisfactory business relations with our clients and have received continued business from them in the past, there is no certainty that the same will continue in the years to come and may affect our profitability.

***3. We have referred to the data derived from internal Company reports and industry and government publications, publicly available information, and sources.***

Unless stated otherwise, industry and market data used throughout this letter of offer has been obtained or derived from internal Company reports and 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 this letter of offer is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in this Letter of Offer is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

***4. Our business is geographically located in one area, Mumbai. Any loss or shutdown of operations at any of our facilities in Mumbai may have an adverse effect on our business and results of operations***

Majority of our business is based Mumbai. As a result, if there is any localized social unrest, natural disaster or breakdown of services and utilities in this area, it may affect our business adversely. Further our manufacturing activities are subject to operating risks, such as breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, labour disputes, strikes, continued availability of services of our external contractors, earthquakes and other natural disasters, industrial accidents etc. We have not experienced any of these operating risks in the past. We cannot assure we will be adequately able to mitigate all of our operating risks.

***5. Our success depends largely upon the services of our Promoters, Managing Directors and other key managerial personnel and our ability to attract and retain them..***

We are dependent on our Promoters, Managing Director and Key Managerial Personnel for setting our strategic direction and managing our businesses. Our Promoter has over past years built relations with suppliers, customers and other persons who are connected with us. Accordingly, our Company's performance is dependent upon the services of our Promoters, our Managing Director, and other key managerial personnel. Our future performance will depend upon the continued services of these persons. Demand for key managerial personnel in the industry is intense and our inability to attract and retain key managerial personnel may affect the operations of our Company..

***6. We and our Promoters have no experience in the contracting business or the execution of end to end supply and fitting of aluminium windows along with the glass. If we are not successful in managing our new line of business, our business may be disrupted, and our profitability may be reduced.***

We and our Promoters have no experience in the contracting business or the execution of end to end supply and fitting of aluminium windows along with the glass. There may be many unforeseen challenges in the business, and they may pose bigger risk due to our inexperience. Our business and financial position may be adversely affected to the extent we are not able to deal with these business challenges in a timely and effective manner. Although, we plan to continue to expand our scale of operations, we may not grow at a rate comparable to our growth rate in the past or the growth of the industry, either in terms of income or profit.

Our future growth is subject to risks arising from a rapid increase in order volume, and inability to retain and recruit skilled staff. Our future growth may place significant demands on our management and operations and require us to continuously evolve and improve our financial, operational, and other internal controls. In particular, continued expansion may pose challenges in:

- maintaining high levels of client satisfaction;
- recruiting, training, and retaining sufficient skilled management and trained personnel;

- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control, and other internal systems;
  - making accurate assessments of the resources we will require;
  - adhering to the standards of quality and process execution to meet clients' expectations;
  - operating in business segments where we have limited experience;
  - preserving a uniform culture, values, and work environment;
  - strengthening internal control and ensuring compliance with legal and contractual obligations;
  - managing relationships with clients, suppliers, investors, lenders, and service providers; and
- If we are not successful in managing our growth, our business may be disrupted, and profitability may be reduced. Our business, prospects, financial condition, and results of operations may be adversely affected.

***7. Our inability to manage growth could disrupt our business and reduce our profitability.***

A principal component of our strategy is to continue to grow by expanding the size and geographical scope of our businesses, as well as the development of our new products portfolio. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial, and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values, and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition, and adversely affect our results of operations.

***8. We have high working capital requirements. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.***

Our business requires a high amount of working capital. For further details of our working capital borrowings, please see the section entitled "Financial Information" on page 69. To finance such capital requirements, we have availed certain loan facilities including over facilities, working capital demand loans and bank guarantees. We cannot assure you that we will be able to raise debt to meet our working capital requirements on commercially acceptable terms in a timely manner or at all. If we have to fund our working capital requirements from infusion of equity, it may result in dilution of shareholding of our existing Shareholders. Further, our Company proposes to utilize the Net Proceeds for its working capital requirements. Any delay in the Offer may have an adverse effect on our business, results of operation, cash flows and financial condition. For further details of the proposed objects of the Offer, please see the section entitled "Objects of the Issue" on page 42.

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

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

***10. Our construction material supply business is subject to seasonal and other fluctuations that may affect our cash flows and business operations..***

Our business and operations are affected by seasonal factors and in particular, the monsoon season in the second quarter of each Fiscal Year may restrict our ability to carry on activities related to our supply and trading of construction material and fully utilize our resources. During periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses, but our project related activities may be delayed or reduced. Such fluctuations may adversely affect our cash flows and business operations related to the toll roads operated and managed by us.

***11. Substantial portion of our revenues has been dependent upon our few clients. The loss of any one or more of our major clients would have a material adverse effect on our business operations and profitability.***

For the financial year ended March 31, 2023 our top 5 customers contributed of our sales. The loss of our major customers or a decrease in the volume of products sourced from us may adversely affect our revenues and profitability. We cannot assure you that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our operations and profitability.

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

For the financial year ended March 31, 2023 our top 5 suppliers contributed of our purchases. Any problems faced by our supplier resulting in delays or non-adherence to quality requirements could adversely impact our ability to meet our customer's

requirements in time and our operations would be affected to the extent we are unable to line up supplies from alternate suppliers.

***13. Our Company is dependent on third party transportation providers for the supply of materials and delivery of our products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations***

Our Company uses third party transportation providers for the supply of our materials and delivery of our products to our domestic customers. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on the supplies from our suppliers and deliveries to our customers. These transportation facilities may not be adequate to support our existing and future operations. In addition, the materials, and products maybe lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of raw materials and products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our products to our customers may have an adverse effect on our business and results of operations. Further, disruptions of transportation services due to weather-related problems, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair our ability to supply our products to our customers. Any such disruptions could materially and adversely affect our business, financial condition, and results of operations. We face intense competition in our businesses, which may limit our growth and prospects.

***14. We face intense competition in our businesses, which may limit our growth and prospects.***

Our Company faces significant competition from other manufacturers and traders. In particular, we compete with other traders operating in the markets in which we are present. Our competitors may have advantages over us, including, but not limited to: • Substantially greater financial resources; • Longer operating history than in certain of our businesses; • Greater brand recognition among consumers; • Larger customer bases in and outside India; or • More diversified operations which allow profits from certain operations to support others with lower profitability. These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

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

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

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

All of these factors, in combination or alone could negatively impact our revenues and may cause significant fluctuations in our results of operations. This variability and unpredictability could materially and adversely affect our results of operations and financial condition.

***16. We have in the past 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.***

We cannot assure you that we will be able to maintain the terms of such transactions or in the event that we enter future transactions with related parties, that the terms of the transactions will be favorable to us. Additionally, while it is our belief that all our related party transactions have been conducted on an arm's-length basis, we cannot provide assurance that we could have achieved more favorable terms had such transactions been entered with third parties. We may also enter related party transactions in the future, which could involve conflicts of interest, although going forward, all related party transactions that we may enter will be subject to audit committee or board or shareholder approval, as applicable, as under the Companies Act, 2013 and the SEBI (LODR) Regulations. As such, we can provide no assurance that these transactions will not adversely affect our business, results of operation, cash flows and financial condition.

**17. As the securities of our Company are listed on Stock Exchanges in India, our Company is subject to certain obligations and reporting requirements under the SEBI Listing Regulations.**

Any non-compliances/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties. The Equity Shares of our Company are listed on SME Platform of BSE Limited, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI Listing Regulations. [•]

Our Company endeavours to comply with all such obligations/reporting requirements, there may be nondisclosures/delayed/erroneous disclosures and/or any other violations which might have been committed by us, and the same may result into Stock Exchanges and/or SEBI imposing penalties, issuing warnings and show cause notices against us and/or taking actions as provided under the SEBI Act and Rules and Regulations made there under and applicable SEBI Circulars. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

**18. Our Company has not registered the trademark. Our ability to use the trademark may be impaired if the same is not registered under our name.**

We have not registered the trademark and logo of our Company which we use. The registration for the said trademark in our name is important to retain our brand equity. If we do not register our trademark, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. We are unable to assure that the future viability or value of any of our intellectual. Our Company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not enjoy the statutory protections accorded to a trademark registered in India and may not prohibit the use of such name and logo by anybody by means of statutory protection until it is registered.

**19. Our Company has not taken insurance cover hence we may not be able to protect ourselves from all losses and may in turn adversely affect our financial condition.**

Our Company has not taken any insurance cover at present. Hence, we may not be able to protect ourselves from any damage or loss suffered by us. To the extent that we suffer loss or damage, our results of operations or cash flow may be affected.

**20. Our Company has availed certain unsecured loans that are callable by the lenders at any time.**

As on March 31, 2023, our Company has availed certain unsecured loans that are callable on demand by our lenders. The total amount of outstanding as on March 31, 2023 is ` 196.89 Lakhs. This loan has been provided to us by our Promoter, Ashok A. Shah. For further details of these unsecured loans, refer "Financial Indebtedness" In case of any demand from our lenders for repayment of such unsecured loans, the resultant cash outgo, may adversely affect our business operations and financial position of our Company.

**21. Our Company has not registered the trademark. Our ability to use the trademark may be impaired if the same is not registered under our name.**

We have not registered the trademark and logo of our Company which we use. The registration for the said trademark in our name is important to retain our brand equity. If we do not register our trademark, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. We are unable to assure that the future viability or value of any of our intellectual. Our Company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not enjoy the statutory protections accorded to a trademark registered in India and may not prohibit the use of such name and logo by anybody by means of statutory protection until it is registered.

**24. We have experienced negative cash flows in the past. Any such negative cash flows in the future could adversely affect our business, results of operations and prospects.**

The following table sets forth our cash flow for the periods indicated:

| Particulars                        | For the Financial year ended March 31, 2023 | For the Financial year ended March 31, 2022 |
|------------------------------------|---|---|
| Net Cash from Operating Activities | 1,12,70,271                                 | (8,41,56,820)                               |
| Net cash from Financing Activities | (1,42,32,604)                               | 873,36,091                                  |

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents. Any negative cash flow in future could adversely affect our operations and financial conditions and the trading price of our Equity Shares.

**25. We do not own our Registered Office from which we operate.**

We do not own the premises on which our Registered Office is situated. Our Company has taken the registered office on leave & license basis. If the owner of the premises revokes the arrangements under which we occupy the premises or imposes terms and conditions that are unfavorable to us, we may suffer a disruption in our operations or have to pay increased rent, which could have a material adverse effect on our business, prospects, results of operations and financial condition.

**26. Our Company's management will have flexibility in utilizing the Net Proceeds. There is no monitoring agency appointed by our Company and the deployment of funds is at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.**

As the Issue size is not more than ₹10,000 lakhs, under Regulation 82 of the SEBI (ICDR) Regulations it is not required that a monitoring agency be appointed by our Company, for overseeing the deployment and utilisation of funds raised through this Issue. Therefore, the deployment of the funds towards the Objects of this Issue is entirely at the discretion of our Board of Directors and is not subject to monitoring by external independent agency. Our Board of Directors along with the Audit Committee will monitor the utilisation of Issue proceeds and shall have the flexibility in applying the proceeds of this Issue. However, the management of our Company shall not have the power to alter the objects of this Issue except with the approval of the shareholders of the Company given by way of a special resolution in a general meeting, in the manner specified in Section 27 of the Companies Act. Additionally, the dissenting shareholders being those shareholders who have not agreed to the proposal to vary the objects of this Issue,. For further details, please refer to the section titled 'Objects of the Issue' on page 42 of this Letter of Offer.

**ISSUE SPECIFIC FACTORS****1. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.**

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renounee will not be able to apply in this Issue with respect to such Rights Entitlements.

**2. The Rights Entitlement of Physical Shareholders may lapse in case they fail to furnish the details of their demat account to the Registrar.**

In accordance with the SEBI Circular bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13' dated January 22, 2020, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least 1 (One) day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 03, 2018 issued by the SEBI, with effect from April 01, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

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

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI Rights Issue Circulars and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see 'Terms of the Issue' on page 114 of this Letter of Offer.

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialized form only. Prior to the Issue Opening Date,

our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely being AA PLUS TRADELINK –ESCROW ACCOUNT) opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:

- (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
  - (b) Equity Shares held in the account of IEPF authority; or
  - (c) The demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or details of which are unavailable with our Company or with the Registrar on the Record Date; or
  - (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in the physical form on the Record Date the details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or
  - (e) Credit of the Rights Entitlements returned/reversed/failed; or
  - (f) The ownership of the Equity Shares currently under dispute, including any court proceedings.
4. ***Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoter or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

5. ***You may be subject to Indian taxes arising out of capital gains on the sale of the Right Shares and Rights Entitlement.***

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

Further, the Finance Act, 2019, which has been notified with effect from April 01, 2019, stipulates the sale, transfer and issue of securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, and the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have been notified on December 10, 2019 and have come into effect from July 01, 2020.

The Finance Act, 2020 has also provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident.

6. ***Investors will be subject to market risks until our Equity Shares credited to the investor's demat account are listed and permitted to trade.***

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

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

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

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

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

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

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

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

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

11. ***Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoters 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.

12. ***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.

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

Following the Issue, we will be subject to a daily "circuit breaker" imposed by BSE, 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 on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The BSE may 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 will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can 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.

Furthermore, prior trading prices may not be indicative of future trading values for the Rights Equity Shares. A stock exchange may halt secondary market trading in our Equity Shares due to market conditions or other reasons. Furthermore, an exchange or market may close or issue trading halts on specific securities, or the ability to buy or sell certain securities or financial instruments may be restricted, all of which may have an adverse impact on our Shareholders' ability to sell their Equity Shares or the price at which Shareholders may be able to sell their Equity Shares at any given time.

## EXTERNAL RISK FACTORS

**1. Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, cash flows and financial condition.**

India is our key market. For Fiscal 2023, entire of our Company's revenue from operations was from India. In addition, an increase in India's trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could increase interest rates and adversely affect liquidity, which could adversely affect the Indian economy and our business, results of operations, cash flows and financial condition.

**2. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, in the jurisdictions in which we operate may adversely affect our business and results of operations.**

Our business is subject to various laws and regulations, which are evolving and subject to change. We are also subject to corporate, taxation and other laws in effect in India, which require continued monitoring and compliance. These laws and regulations and the way in which they are implemented and enforced may change. There can be no assurance that future legislative or regulatory changes will not have any adverse effect on our business, results of operations, cash flows and financial condition.

**3. Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.**

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as , acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India, or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

**4. Significant differences exist between Ind AS and Indian GAAP and other accounting principles, such as IFRS and US GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.**

Our financial statements for Fiscals 2019, 2018 and 2017 included in this offer documents are prepared and presented in conformity with Indian GAAP and restated in accordance with the requirements the SEBI (ICDR) Regulations and the Guidance Note on "Reports in Company Offer Documents (Revised 2016)" issued by the ICAI. Ind AS differs from Indian GAAP and other accounting principles with which prospective investors may be familiar in other countries, such as IFRS and U.S. GAAP. Accordingly, the degree to which the Financial Statements included in this Offer Documents will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices.

## SECTION III – INTRODUCTION

## THE ISSUE

This Issue has been authorised by way of a resolution passed by our Board of Directors on December 05, 2023, in pursuance of Section 62 of the Companies Act, 2013 and other applicable provisions. The terms of the Issue including the Record Date and Rights Entitlement Ratio have been determined by Rights Issue Committee formed by the Board of Directors at their meeting held on March 28, 2024.

The following is a summary of the Issue, which should be read in conjunction with, and is qualified in its entirety by, more detailed information in '*Terms of the Issue*' on page 114 of this Letter of Offer.

|  |  |
|--|--|
| Equity Shares outstanding prior to the Issue   | 81,64,800 Equity Shares;   |
| Right Shares offered in the Issue  | 1,63,29,600 Right Shares;*   |
| Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Entitlement) | 2,44,94,400 Equity Shares;   |
| Rights Entitlement   | 2 Equity Shares for every 1 Equity Shares held on the Record Date;   |
| Record Date  | 05 <sup>th</sup> April 2024  |
| Fractional Entitlement   | As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. In terms of present ratio, there will no fractional shares. |
| Face Value per Equity Share  | ₹10.00/- (Rupee Ten Only) each;  |
| Issue Price per Equity Share   | ₹ 18/- (Rupees Eighteen Only) including a premium of ₹ 8/- (Rupees Eight Only) per Rights Equity Share   |
| Issue Size   | ₹ 29,39,32,800 (Rupees Twenty Nine Crore Thirty Nine Lakh Thirty Two Thousand Eight Hundred Only)  |
| Terms of the Issue   | Please refer to the section titled ' <i>Terms of the Issue</i> ' beginning on page 114 of this Letter of Offer.                                |
| Use of Issue Proceeds  | Please refer to the section titled ' <i>Objects of the Issue</i> ' beginning on page 42 of this Letter of Offer.                               |
| Security Code/ Scrip Details   | ISIN: INE0C5901014;<br>BSE Scrip ID: AAPLSTRAD and BSE Scrip Code: 543319;<br>ISIN for Rights Entitlements: [INE0C5920014]                     |

## TERMS OF PAYMENT

The entire amount of the Issue Price of ₹ 18/- (Rupees Eighteen Only) including a premium of ₹ 8/- (Rupees Eight Only) per Rights Equity Share shall be payable at the time of Application.

## ISSUE SCHEDULE

|  |                |
|--|----------------|
| Issue Opening Date                             | April 22, 2024 |
| Last date for On Market Renunciation of Rights | April 30, 2024 |
| Issue Closing Date                             | May 6, 2024    |

**GENERAL INFORMATION**

Our Company was originally incorporated as a public limited company under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra, Mumbai dated March 21, 2016 with the name 'AA Plus Tradelink Limited'.

Registered Office: B-702, Divine Jalpa, Gomati Bhuvan, Near Jain Temple, JambliGali, Borivali (West), Mumbai - 400092, Maharashtra, India

Tel: +91 22 2898 0308; Website: [www.aaplustradelink.com](http://www.aaplustradelink.com), E-mail: [contact@aaplustradelink.com](mailto:contact@aaplustradelink.com)

Contact Person: PurnimaBadola, Company Secretary and Compliance Officer, Our Company is listed on the BSE SME Limited (BSE Emerge) effective from July 22, 2021 bearing Symbol 'AAPLUSTRAD'. The ISIN of our company is INE0C5901014

We are currently engaged in the business of trading of products made of iron & steel, aluminium, graphite and other alloy products. We are a multi-product trading company with a diverse product portfolio. We are also in the business of supplying Epoxy Floor Coating, Industrial Epoxy Floor Coating, Epoxy Floor Coating Marine, PU Floor Coating, Epoxy Coating, Epoxy Primer, Epoxy High Build Coating, Epoxy Heat Resistance Coating. Further we intend to take the contracts from builders for the end to end supply and fitting of aluminium windows along with the glass.

**REGISTERED OFFICE AND CORPORATE OFFICE OF OUR COMPANY**

|  |  |
|--|--|
| <b>Company</b>                         | AA Plus Tradelink Limited;   |
| <b>Registered Office Address</b>       | B-702, Divine Jalpa, Gomati Bhuvan, Near Jain Temple, JambliGali, Borivali (West), Mumbai - 400092, Maharashtra, India |
| <b>Contact Details</b>                 | +91 22 2898 0308   |
| <b>Email-ID</b>                        | <a href="mailto:contact@aaplustradelink.com">contact@aaplustradelink.com</a>   |
| <b>Website</b>                         | <a href="http://www.aaplustradelink.com">www.aaplustradelink.com</a>   |
| <b>Corporate Identification Number</b> | U74900MH2016PLC274726  |
| <b>Registration Number</b>             | 274726   |

**ADDRESS OF THE REGISTRAR OF COMPANIES**

**Registrar of Companies, Mumbai,**  
Registrar Of Companies, 100, Everest,  
Marine Drive, Mumbai- 400002, Maharashtra.

**BOARD OF DIRECTORS**

| <b>Name</b>            | <b>Designation</b>     | <b>DIN</b> | <b>Address</b>   |
|------------------------|------------------------|------------|--|
| Ashok Amritlal Shah    | Non-Executive Director | 07427185   | D 3/8, Bhadran Nagar, S.V. Road, Malad West, Mumbai – 400064, Maharashtra, India                                   |
| RajkumarMahendra Singh | Managing Director      | 08670982   | 1301, Satyam Majestic, Plot No. 28, Lakhani Whistle, Sector 18, Ulwe, Panvel - 410206, Raigarh, Maharashtra, India |
| Jay VijaykumarMehra    | Independent Director   | 07843326   | 4/91, Sudharai Colony, Akota, Vadodara   |
| NilamHimanshukumarSoni | Independent Director   | 07777282   | DalaITekra,padhrai Mata MandirpasePadra ,Vadodara,Gujrat-391440  |

For further details of our Board of Directors, please refer to the section titled **'Our Management'** beginning on page 63 of this Letter of Offer.

| Company Secretary   | Chief Financial Officer   |
|---|---|
| <p><b>Mrs. PurnimaBadola</b></p> <p><b>Address:</b> B-702, Divine Jalpa, Gomati Bhuvan, Near Jain Temple, JambliGali, Borivali (West), Mumbai - 400092, Maharashtra, India</p> <p><b>Contact Details:</b>+91 22 2898 0308;</p> <p><b>Email-ID:</b> <a href="mailto:contact@aaplustradelink.com">contact@aaplustradelink.com</a></p>   | <p><b>Mr.DevjeetChakraborty</b></p> <p><b>Address:</b> B-702, Divine Jalpa, Gomati Bhuvan, Near Jain Temple, JambliGali, Borivali (West), Mumbai - 400092, Maharashtra, India</p> <p><b>Contact Details:</b> +91 22 2898 0308;</p> <p><b>Email-ID:</b>cfo@aaplustradelink.com</p>   |
| Registrar to the Issue/<br>Registrar and Share Transfer Agent   | Banker to our Company   |
| <p><b>PurvaSharegistry (India) Private Limited</b></p> <p><b>Address :</b>9, Shiv Shakti Industrial Estate, J. R. BorichaMarg, Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai – 400011, Maharashtra</p> <p><b>Contact Details:</b>+91 22 2301 2518 / 8261;</p> <p><b>E-mail ID/ Investor grievance e-mail:</b>support@purvashare.com</p> <p><b>Website:</b>www.purvashare.com</p> <p><b>Contact Person:</b>DeepaliDhuri, Compliance Officer;</p> <p><b>SEBI Registration Number:</b>INR000001112;</p> <p><b>Validity:</b> Permanent</p>  | <p>UCO Bank Limited</p> <p><b>Address:</b> JashodaNiwas, Nehru Road, Vile Parle East, Mumbai – 400057, Maharashtra, India</p> <p><b>Contact Person:</b> Mr. Vasudev Reddy Dunnuthala</p> <p><b>E-mail ID:</b> <a href="mailto:vilepa@ucobank.co.in">vilepa@ucobank.co.in</a></p> <p><b>Contact Details:</b> +91 22 26125757</p> |
| <p><b>HDFC Bank Limited</b></p> <p><b>Address:</b> HDFC Bank House, Lower Parel ,Senapati Bapat Marg ,Mumbai- 400013</p> <p><b>Contact Person:</b> Mayuresh Dinesh Sankhe;</p> <p><b>website:</b> <a href="http://www.hdfcbank.com">www.hdfcbank.com</a></p> <p><b>Contact Details:</b> 8591405750</p>  |   |
| STATUTORY & PEER REVIEW AUDITOR   |   |
| <p><b>JAIN ANIL &amp; ASSOCIATES</b><br/><b>CHARTERED ACCOUNTANTS</b><br/>(Upto FY 2023-2024)</p> <p><b>Address :</b> 1063,Gaurav Heights Dahanukarwadi, kandivali west, Mumbai-400067</p> <p><b>Contact name :</b>Anil Jain</p> <p><b>Membership no.</b> 039803</p> <p><b>Firm Regn No.</b> 0115987W</p> <p><b>For FY 2023-2024</b></p> <p><b>M/s C.P. Lodha&amp; Co, Chartered Accountants</b></p> <p><b>Address :</b> 7,Indus Apartment , Near VedMandir Trimbak Road, MICO Circle, Nashik-422002</p> <p><b>Contact Details:</b> 9860684800</p> <p><b>Email id :</b>calaukikgaidhani@gmail.com</p> |   |

**Contact name :LaukikKrushnaji Gandhi**  
**Membership.no; 154215**  
**Firm Regn No: 127848W**

#### STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

AA Plus Tradelink Limited will be responsible for all the responsibilities related to co-ordination and other activities in relation to this Issue. Hence a statement of inter-se allocation of responsibilities is not required.

#### SELF-CERTIFIED SYNDICATE BANKS

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

#### CONTACT PERSON FOR GRIEVANCES RELATING TO ISSUE RELATED MATTER

Investors may contact the Registrar or the Company Secretary and Compliance Officer of our Company for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), E-mail address of the sole/ first holder, folio number or demat account number, number of Rights Shares applied for, amount blocked (in case of ASBA process), ASBA Account number, and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, please refer to the section titled '*Terms of the Issue*' beginning on page 114 of this Letter of Offer.

#### EXPERT

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

Our Company has received a written consent from our Statutory Auditors, Jain Anil & Associates., Chartered Accountants, to include their name in this Letter of Offer and as an 'expert', as defined under Section 2 (38) of the Companies Act, 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of the Audited Financial Statements and the statement of special tax benefits dated A , included in this Letter of Offer, and such consent has not been withdrawn as of the date of this Letter of Offer.

#### SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

#### ISSUE SCHEDULE

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

|   |                |
|---|----------------|
| <b>Last Date for credit of Rights Entitlements</b>                  | May 6,2024     |
| <b>Issue Opening Date</b>   | April 22,2024  |
| <b>Last Date for On Market Renunciation of Rights Entitlements#</b> | April 30 ,2024 |
| <b>Issue Closing Date*</b>  | May 6,2024     |
| <b>Finalization of Basis of Allotment (on or about)</b>             | May 10,2024    |
| <b>Date of Allotment (on or about)</b>                              | May 14,2024    |
| <b>Date of credit (on or about)</b>                                 | May 20,2024    |

**Date of listing (on or about)**

May 17,2024

*Note:*

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

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

Please note that if Eligible Equity Shareholders holding Equity Shares who have not provided the details of their demat accounts to our Company or to the Registrar to the Issue, they are required to provide their demat account details to our Company or the Registrar to the Offer not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., May 6,2024 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 (One) day before the Issue Closing Date, i.e., May 6,2024

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the Applications are submitted well in advance before the Issue Closing Date. For details on submitting Application Forms please refer to the section titled “*Terms of the Issue*” beginning on page 114 of this Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar to the Issue after keying in their respective details along with other security control measures implemented there at. For further details please refer to the paragraph titled see “*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” under the section titled “*Terms of the Issue*” beginning on page 114 of this Letter of Offer.

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

**CREDIT RATING**

As this proposed Issue is of Right Shares, the appointment of a credit rating agency is not required.

**DEBENTURE TRUSTEE**

As this proposed Issue is of Right Shares, the appointment of debenture trustee is not required.

**MONITORING AGENCY**

Since the Issue size does not exceed ₹ 100 crore, there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI (ICDR) Regulations.

**APPRAISING ENTITY**

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

**UNDERWRITING**

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

**FILING**

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI (ICDR) Regulations has been increased from ₹10,00,00,000.00/- (Rupees Ten Crores Only) to ₹50,00,00,000.00/- (Rupees Fifty Crores Only). Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with the BSE and not with

SEBI. However, a copy of the Letter of Offer shall be submitted with SEBI for information and dissemination and will be filed with the BSE.

#### **MINIMUM SUBSCRIPTION**

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020, our Company is not required to achieve minimum subscription for the Rights Issue on account of the following reason:

1. Objects of the issue being other than working capital; and
2. Our Promoter and Promoter Group have confirmed that they will subscribe to their right entitlement and will not renounce rights except to the extent of renunciation within the promoter group .

## CAPITAL STRUCTURE

The capital structure of our Company and related information as on date of this Letter of Offer, prior to and after the proposed Issue, is set forth below:

| Particulars  | Aggregate Nominal Value | Aggregate Value at Issue Price |
|--|-------------------------|--------------------------------|
| <b>Authorized Equity Share capital</b>   |                         |                                |
| 50,250,000(Five Crore Two Lakh –Fifty Thousand Rupees) Equity Shares   | ₹50,25,00,000 /-        | -                              |
| <b>Issued, subscribed and paid-up Equity Share capital before this Issue</b>   |                         |                                |
| 81,64,800<br>(Eighty one Lakhs Sixty Four Thousands and Eight Hundred) Equity Shares.  | 8,16,48,000             | -                              |
| <b>Present Issue in terms of this Letter of Offer<sup>(a)</sup> <sup>(b)</sup></b>   |                         |                                |
| 16329600 Issue of Equity Shares, each at a premium of ₹8/- (Rupees Eight Only) per Equity Share, at an Issue Price of ₹ 18/- (Rupees Eighteen Only) per Equity Share | ₹ 16,32,96,000/-        | 29,39,32,800/-                 |
| <b>Issued, subscribed and paid-up Equity Share capital after the Issue</b>   |                         |                                |
| 24494400 Equity Shares   | ₹ 24,49,44,000/-        |                                |
| <b>Subscribed and paid-up Equity Share capital</b>   |                         |                                |
| 24494400 fully paid-up Equity Shares   | ₹24,49,44,000/-         |                                |
| <b>Securities premium account</b>  |                         |                                |
| Before the Issue <sup>(c)</sup>  | 61,73,828.00            |                                |
| After the Issue <sup>(d)</sup>   | ₹ 5,51,62,628 /-        |                                |

Notes:

The authorized capital has been increased through Postal Ballot Date September 7,,2023 and Annual General Meeting dated September 30, 2023 from existing 8,25,00,000/- (Rupees Eight Crore and Twenty Five Lakhs) divided into 82,50,000, (Rupees Eighty Two Lakhs and Fifty Thousands) Equity Shares of ₹10/- (Rupee Ten)each to 50,25,00,000 /- (Fifty Crore Twenty-Five Lakh Rupees) divided into 50,250,000 (Five Crore Two Lakh Fifty Thousand Rupees) equity shares of face value of Rs. 10/- (Ten Rupees) each.

(a) Assuming full subscription for allotment of Right Shares;

The present Issue has been authorized by our Board of Directors pursuant to the resolution passed in their meeting conducted on December 5, 2023.

(b) Subject to finalization of Basis of Allotment, Allotment and deduction of Issue expenses;

## NOTES TO THE CAPITAL STRUCTURE

1. The Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Letter of Offer;
2. At any given time, there shall be only one denomination of the Equity Shares. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;
3. As on the date of this Letter of Offer, our Company has not issued any special voting Right Shares and there are no outstanding Equity Shares having special voting rights;
4. The ex-rights price arrived in accordance with the formula prescribed Regulation 10 (4) (b) (ii) of the SEBI (SAST) Regulations, in connection with the Issue is ₹ ;
5. **Details of outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares**  
As on the date of this Letter of Offer, our Company does not have any outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares;
6. **Details of stock option scheme of our Company**  
As on the date of this Letter of Offer, our Company does not have a stock option scheme;
7. **Details of Equity Shares held by the promoter and promoter group including the details of lock-in, pledge of and encumbrance on such Equity Shares**
8. As on the date of this Letter of Offer, the NoEquity Shares held by the promoter and promoter group including the details of lock-in, pledge of and encumbrance on such Equity Shares.
9. **Details of Equity Shares acquired by the promoter and promoter group in the last one year prior to the filing of this Letter of Offer**  
None of the members of the Promoter and Promoter Group of the Company have acquired any Equity Shares in the last one year prior to the filing of this Letter of Offer;  
Our Company shall ensure that any transaction in the Equity Shares by our Promoter during the period between the date of filing this Letter of Offer and the Issue Closing Date shall be reported to the Stock Exchanges within 24 hours of such transaction.
10. **INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTER AND PROMOTER GROUP**  
Pursuant to the letter dated August 4,2023, Ashok Amritlal Shah, RajkumarMahendra Singh, Vinodchandra Mehta, Jyotsana V Mehta, Kalpesh V Mehta, Ashok A Shah, And Mehta Kumarpal V belonging to the Promoter and Promoter group, has undertaken that they will (a) subscribe, jointly and / or severally to the extent of their Rights Entitlements. (b) subscribe to the extent of any Rights Entitlement that may be renounced in their favour by any other Promoters or Member(s) of the Promoter Group of our Company; and (c) subscribe to, either individually or jointly and / or severally with any other Promoters or Member(s) of the Promoter Group, for additional Rights Equity Shares, including subscribing to the unsubscribed portion (if any) in this Issue.  
The aforementioned subscription of Rights Equity Shares and Additional Equity Shares by our Promoter shall not result in a change of control of the management of our Company and shall not result in an obligation on our Promoter to make an open offer to the public shareholders of our Company in terms of the SEBI Takeover Regulations. Further, as on the date of this Letter of Offer, our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable laws, pursuant to this Issue.

**11. Shareholding Pattern of our company**

The shareholding pattern of our Company as on **Quarter Ending 30<sup>th</sup>September 2023**, is as follows:

**Summary statement holding of specified securities**

| Category of shareholder            | No. of shareholders | No. of fully paid up Equity Shares held | Total no. Equity Shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) | No. of Voting Rights | Total as a % of Total Voting right | No. of equity shares held in dematerialized form |
|------------------------------------|---------------------|---|------------------------------|--|----------------------|------------------------------------|--|
| (A) Promoter & Promoter Group      | 3                   | 17,04,400                               | 17,40,400                    | 21.32  | 17,40,400            | 21.32                              | 17,40,400  |
| (B) Public                         | 382                 | 64,24,400                               | 64,24,400                    | 78.68  | 64,24,400            | 78.68                              | 64,24,400  |
| (C1) Shares underlying DRs         |                     |   |                              |  |                      |                                    |  |
| (C2) Shares held by Employee Trust | --                  | --                                      | --                           | --   | --                   | --                                 | --   |
| (C) Non Promoter-Non Public        | --                  | --                                      | --                           | --   | --                   | --                                 | --   |
| <b>Grand Total</b>                 | <b>385</b>          | <b>81,64,800</b>                        | <b>81,64,800</b>             | <b>100.00</b>  | <b>81,64,800</b>     | <b>100.00</b>                      | <b>81,64,800</b>                                 |

**Statement showing shareholding pattern of the Promoter and Promoter Group**

| Category of shareholder                   | No. of shareholders | No. of fully paid up Equity Shares held | Total no. Equity Shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) | No. of equity shares held in dematerialized form |
|---|---------------------|---|------------------------------|--|--|
| <b>A1) Indian</b>                         |                     |   |                              |  |  |
| <b>Individuals/Hindu undivided Family</b> | <b>3</b>            | <b>17,40,400</b>                        | <b>17,40,400</b>             | <b>21.32</b>   | <b>17,40,400</b>                                 |
| ASHOK AMRITLAL SHAH                       | 1                   | 9,26,800                                | 9,26,800                     | 11.35  | 9,26,800   |
| RAJKUMAR MAHENDRA SINGH                   | 1                   | 8,09,600                                | 8,09,600                     | 9.92   | 8,09,600   |
| MEHTA KUMARPAL V                          | 1                   | 4,000                                   | 4,000                        | 0.05   | 4,000  |

|                |          |                  |                  |              |                  |
|----------------|----------|------------------|------------------|--------------|------------------|
| Sub Total A1   | 3        | 17,40,400        | 17,40,400        | 21.32        | 17,40,400        |
| A2) Foreign    | --       | --               | --               | --           | --               |
| <b>A=A1+A2</b> | <b>7</b> | <b>17,40,400</b> | <b>17,40,400</b> | <b>21.32</b> | <b>17,40,400</b> |

## a) Statement showing shareholding pattern of the Public shareholders:

| Category and name of shareholder                                       | No. of shareholders | No. of fully paid up Equity Shares held | Total no. Equity Shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)<br>As a % of (A+B+C2) | No. of Voting Rights | Total as a % of Total Voting right | No. of equity shares held in dematerialized form |
|--|---------------------|---|------------------------------|---|----------------------|------------------------------------|--|
| <b>B1) Institutions</b>  | -                   | -                                       | -                            | -   | -                    | -                                  | -  |
| <b>B2) Institution (Domestic)</b>                                      | -                   | -                                       | -                            | -   | -                    | -                                  | -  |
| <b>B3 Institution (Foreign)</b>  | -                   | -                                       | -                            | -   | -                    | -                                  | -  |
| <b>B2) Central Government/ State Government(s)/ President of India</b> | -                   | -                                       | -                            | -   | -                    | -                                  | -  |
| <b>B3) Non-Institutions</b>  |                     |   |                              |   |                      |                                    |  |
| <i>Resident Individual share capital upto ₹2 Lacs</i>                  | 271                 | 2392000                                 | 23,92,000                    | 29.30   | 23,92,000            | 29.30                              | <b>23,92,000</b>                                 |
| <i>Resident Individual share capital in excess of ₹2 Lacs</i>          | 25                  | 2020400                                 | 20,20,400                    | 24.75   | 20,20,400            | 24.75                              | <b>20,20,400</b>                                 |
| <i>NILAMBEN VIJAYKUMAR MEHRA</i>                                       | 1                   | 92000                                   | 92,000                       | 1.13  | 92,000               | 1.13                               | 92,000   |
|  | 1                   | 120000                                  | 1,20,000                     | 1.47  | 1,20,000             | 1.47                               | 1,20,000   |
|  | 1                   | 88000                                   | 88,000                       | 1.08  | 88,000               | 1.08                               | 88,000   |
|  | 1                   | 120200                                  | 1,20,200                     | 1.47  | 1,20,200             | 1.47                               | 1,20,200   |
|  | 1                   | 7,20,000                                | 7,20,000                     | 8.82  | 7,20,000             | 8.82                               | 7,20,000   |

| Category and name of shareholder | No. of shareholders | No. of fully paid up Equity Shares held | Total no. Equity Shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)<br>As a % of (A+B+C2) | No. of Voting Rights | Total as a % of Total Voting right | No. of equity shares held in dematerialized form |
|----------------------------------|---------------------|---|------------------------------|---|----------------------|------------------------------------|--|
|                                  | <b>1</b>            | 1,20,000                                | <b>1,20,000</b>              | <b>1.47</b>   | <b>1,20,000</b>      | <b>1.47</b>                        | <b>1,20,000</b>                                  |
| <i>Non-Resident Indian (NRI)</i> | 9                   | 88,000                                  | 88,000                       | 1.08  | 88,000               | 1.08                               | 88,000   |
| <i>Bodies Corporate</i>          | 3                   | 8,68,000                                | 8,68,000                     | 10.63   | 8,68,000             | 10.63                              | 8,68,000   |
| <i>MRC EXIM LIMITED</i>          | 1                   | 5,00,000                                | 5,00,000                     | 6.12  | 5,00,000             | 6.12                               | 5,00,000   |
| <i>SSPN FINANCE LIMITED</i>      | 1                   | 3,52,000                                | 3,52,000                     | 4.31  | 3,52,000             | 4.31                               | 3,52,000   |
| Any Other (specify)              | 7                   | 1,20,000                                | 1,20,000                     | 1.47  | 1,20,000             | 1.47                               | 1,20,000   |
| HUF                              | 5                   | 48,000                                  | 48,000                       | 0.59  | 48,000               | 0.59                               | 48,000   |
| <i>LLP</i>                       | 2                   | 72,000                                  | 72,000                       | 0.88  | 72,000               | 0.88                               | 72,000   |
| <b>Sub Total B4</b>              | <b>315</b>          | <b>54,88,400</b>                        | <b>54,88,400</b>             | <b>67.22</b>  | <b>54,88,400</b>     | <b>67.22</b>                       | <b>54,88,400</b>                                 |
| <b>Sub Total B4</b>              |                     |   |                              |   |                      |                                    |  |
| <b>B=B1+B2+B3</b>                | <b>315</b>          | <b>5488400</b>                          | <b>5488400</b>               | <b>67.22</b>  | <b>54,88,400</b>     | <b>67.22</b>                       |  |

b) Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

| Category & Name of the Shareholders(I) | No. of shareholder (III) | No. of fully paid up equity shares held(IV) | Total no. shares held (VII = IV+V+VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII) | No. of equity shares held in dematerialized form (XIV)(Not Applicable) |
|--|--------------------------|---|---------------------------------------|---|--|
| C1) Custodian/DR Holder                | --                       | --  | --                                    | --  | --   |

| Category & Name of the Shareholders(I) | No. of shareholder (III) | No. of fully paid up equity shares held(IV) | Total no. shares held (VII = IV+V+VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII) | No. of equity shares held in dematerialized form (XIV)(Not Applicable) |
|--|--------------------------|---|---------------------------------------|---|--|
| C2) Employee Benefit Trust             | --                       | --  | --                                    | --  | --   |

Details of disclosure made by the Trading Members holding 1% or more of the Total No. of shares of the company

| Sr. No. | Name of the Trading Member | Name of the Beneficial Owner | No. of shares held | % of total no. of shares | Date of reporting by the Trading Member |
|---------|----------------------------|------------------------------|--------------------|--------------------------|---|
| --      |                            |                              | Nil                |                          |   |

Details of Significant Beneficial Owners

| Sr. No. | Details of SBO (I) |             | Details of registered owner (II) |             | Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (III) |               |  |                     |                                   | Date of creation / acquisition of significant beneficial interest# (IV) |    |
|---------|--------------------|-------------|----------------------------------|-------------|---|---------------|--|---------------------|-----------------------------------|---|----|
|         | Name               | Nationality | Name                             | Nationality | Whether virtue of   |               |  |                     |                                   |   |    |
|         |                    |             |                                  |             | Equity Shares   | Voting Rights | Rights on distributable dividend or any other distribution | Exercise of control | Exercise of significant influence |   |    |
| 1.      | --                 | --          | --                               | --          | --  | --            | --   | --                  | --                                | --  | -- |

Note = \* In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows for the same SBO shall be inserted accordingly for each of the categories

# This column shall have the details as specified by the listed entity under Form No. BEN-2 as submitted to the Registrar.

## OBJECTS OF THE ISSUE

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

1. To meet the Working Capital requirements of the Company; and
2. General Corporate Purposes

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

### Issue Proceeds

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

| Particulars                                | Amount              |
|--|---------------------|
| Gross Proceeds from the Issue <sup>#</sup> | 29,39,32,800        |
| Less :Estimated Issue related Expenses*    | 75,00,000           |
| <b>Net Proceeds from the Issue</b>         | <b>28,64,32,800</b> |

*# Assuming full subscription and Allotment;*

*\*The Issue size will not exceed ₹ 29,39,32,800s. If there is any reduction in the amount on account of or at the time of finalization of Issue Price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.*

### Requirement of Funds and utilization of Net Proceeds

The proposed utilization of the Net Proceeds by our Company is set forth in the following table:

| Particulars                             | Amount              |
|---|---------------------|
| Augmenting Working Capital Requirements | 23,39,32,800        |
| General Corporate Purpose*              | 5,25,00,000         |
| <b>Total Net proceeds</b>               | <b>28,64,32,800</b> |

*\*The amount shall not exceed 25% of the Gross Proceeds*

There are no existing or anticipated transactions in relation to utilization of Net Proceeds with our Promoters, Directors, Key Managerial Personnel or associate companies (as defined under Companies Act, 2013).

### Means of Finance

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

The funding requirements mentioned above are based on, inter alia, our Company's internal management estimates and have not been appraised by any bank, financial institution, or any other external agency. For further details, see "Risk Factors "Our funding requirements and the proposed deployment of the Net Proceeds are based on management estimates and have not been appraised by any independent agency and may be subject to change based on various factors, some of which are beyond our control". They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, interest, or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management. In case of a shortfall in the Net Proceeds, our management may explore a range of options which include utilisation of our internal accruals, or other modes of financing. Our Company proposes to meet the entire funding requirements for the proposed objects of the Issue from the Net Proceeds. Therefore, our Company is

not required 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 Issue

Any amount deployed by our Company out of internal accruals/short term borrowings towards the aforementioned objects till the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilised towards repayment of such Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

#### Proposed schedule of implementation and deployment 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:

| Sr. No.                    | Particulars  | Amount to be deployed from Net Proceeds | Estimated deployment to Net Proceeds |
|----------------------------|--|---|--------------------------------------|
|                            |  |   | FY 2024-25                           |
| 1.                         | To augment the existing and incremental working capital requirement of our company | 23,39,32,800                            | 23,39,32,800                         |
| 2.                         | General Corporate Purposes <sup>#</sup>  | 5,25,00,000                             | 5,25,00,000                          |
| <b>Total Net Proceeds*</b> |  | <b>28,64,32,800</b>                     | <b>28,64,32,800</b>                  |

<sup>#</sup>The amount to be utilized for General Corporate Purposes will not exceed 25% of the Gross Proceeds.

\*Assuming full subscription in the Issue, subject to finalization of the Basis of Allotment, receipt of Call Monies with respect to Rights Issue and to be adjusted per the Rights Entitlement ratio

In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal Year is not completely met (in full or in part), due to factors stated above and other factors such as (i) economic and business conditions; (ii) the timing of completion of the Issue; (iii) market conditions outside the control of our Company; and (iv) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws. Any change in estimated schedule of utilization shall be subject to shareholders approvals and in accordance with applicable laws.

In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We may make these alternate arrangements to fund any such shortfalls.

In the event the Net Proceeds are not completely utilized for the purposes stated above and as per the estimated schedule of utilisation specified above, the same would be utilized in subsequent Financial Years for achieving the Objects of the Issue.

#### Details of the Objects

The details of the Objects of the Issue are set out below:

Funding the working capital requirements of our Company.

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

(₹in lakhs)

| Sr. No.    | Particulars                                 | Audited for the Financial Year 2020-21 | Audited for the Financial Year 2021-22 | Audited for the Financial Year 2022-23 | Estimated for the Financial Year 2023-24 | Estimated for the Financial Year 2024-25 |
|------------|---|--|--|--|--|--|
| <b>I</b>   | <b>Current Assets</b>                       |  |  |  |  |  |
|            | 1. Inventories                              |  |  |  |  |  |
|            | a) Raw Material                             | 0.00                                   | 0.00                                   | 0.00                                   | 0  | 0  |
|            | b) Work-in-Progress                         | 0.00                                   | 0.00                                   | 0.00                                   | 0  | 0  |
|            | c) Finished Goods                           | 0.00                                   | 0.00                                   | 0.00                                   | 0  | 1376.68                                  |
|            | d) Other consumables                        | 0.00                                   | 0.00                                   | 0.00                                   | 0  | 0  |
|            | 2. Trade Receivables                        | 888.68                                 | 395.97                                 | 321.91                                 | 1376.68                                  | 1514.35                                  |
|            | 3. Cash and Cash Equivalents                | 2.32                                   | 34.11                                  | 4.49                                   | 63.15                                    | 162.53                                   |
|            | 4. Other Current Assets                     | 651.02                                 | 1347.24                                | 1,207.71                               | 1,443.15                                 | 1,968.15                                 |
|            | <b>Total Current Assets(A)</b>              | <b>1542.02</b>                         | <b>1777.32</b>                         | <b>1,542.11</b>                        | <b>2,882.99</b>                          | <b>5,021.72</b>                          |
| <b>II</b>  | <b>Current Liabilities</b>                  |  |  |  |  |  |
|            | 1. Trades and Other Payables                | 778.72                                 | 289.04                                 | 1.24                                   | 1361.05                                  | 453.68                                   |
|            | 2. Short Term Provision                     | 43.61                                  | 44.49                                  | 51.49                                  | 80.16                                    | 60.25                                    |
|            | 3. Other Current Liabilities                | 2.55                                   | 8.71                                   | 1.11                                   | 0.15                                     | 0  |
|            | <b>Total Current Liabilities(B)</b>         | <b>824.88</b>                          | <b>342.24</b>                          | <b>53.85</b>                           | <b>1441.36</b>                           | <b>513.93</b>                            |
| <b>III</b> | <b>Working Capital Gap(A-B)</b>             | <b>717.14</b>                          | <b>1435.08</b>                         | <b>1,488.65</b>                        | <b>1,441.62</b>                          | <b>4,507.79</b>                          |
| <b>IV</b>  | <b>Funding Pattern</b>                      |  |  |  |  |  |
|            | Internal Accruals Short                     | 113.86                                 | 339.21                                 | 196.89                                 | 118.64                                   | -  |
|            | Proceeds from Working Capital               | 603.28                                 | 1095.87                                | 1,291.76                               | 1322.98                                  | 1568.47                                  |
|            | Net Proceeds from the proposed Rights Issue | -                                      | -                                      | -                                      | -  | 2939.32                                  |
|            | <b>Total</b>                                | <b>717.14</b>                          | <b>1435.08</b>                         | <b>1,488.65</b>                        | <b>1,441.62</b>                          | <b>4,507.79</b>                          |

| Sr. No.  | Particulars           | Basis | Unaudited for the half year ended September 30, 2023 | Audited for The Financial Year 2023 | Estimated for the Financial Year 2024 | Estimated for the Financial Year 2025 |
|----------|-----------------------|-------|--|-------------------------------------|---------------------------------------|---------------------------------------|
| <b>I</b> | <b>Current Assets</b> |       |  |                                     |                                       |                                       |
| (a)      | Trade Receivables     | Days  | 73   | 89                                  | 90                                    | 90                                    |
| (b)      | Inventories           |       |  |                                     |                                       |                                       |
|          | i. Raw Material       | Days  | 0  | 0                                   | 0                                     | 0                                     |
|          | ii. Work-in-Progress  | Days  | 0  | 0                                   | 0                                     | 0                                     |
|          | iii. Finished Goods   | Days  | 0  | 0                                   | 0                                     | 45                                    |
|          | iv. Other             | Days  | 0  | 0                                   | 0                                     | 0                                     |

|            |                                    |      |           |           |           |            |
|------------|------------------------------------|------|-----------|-----------|-----------|------------|
|            | consumables                        |      |           |           |           |            |
| (c)        | Other Current Assets               | Days | 0         | 0         | 0         | 0          |
| <b>II</b>  | <b>Current Liabilities</b>         |      |           |           |           |            |
| (a)        | Trade Payables                     | Days | 18        | 25        | 15        | 15         |
| (b)        | Other Current Liabilities          | Days | 0         | 0         | 0         | 0          |
| (c)        | Short Term Provision               | Days | 0         | 0         | 0         | 0          |
| <b>III</b> | <b>Working Capital Cycle(I-II)</b> | Days | <b>55</b> | <b>64</b> | <b>75</b> | <b>120</b> |

#### Justification for Holding Period Level

|                            | Assumptions made and justification   |
|----------------------------|--|
| <b>Current Assets</b>      |  |
| Trade receivables          | Trade receivables are based on the average standard payment terms across our customers. Our general credit terms vary across geographies and type of customers and our assumptions are based on past trends. Trade receivables for Financial Year 2024 were around 66 days. We are expecting to allow a lenient red it period to our customers. In line with increase in sales and based on our long-standing relations with our customers, we have assumed average trade receivables collection period of 90 days of revenue from operations for the Financial Year2025 |
| Inventories                | Finished Goods: Finished Goods days are computed based on the historic standalone audited financial statements. The average holding period of finished goods in the Financial Year2024 is to be 0. Based on the estimated sales, the Company purchases significant` quantities from domestic market to meet the expected demand of finished Goods and accordingly has assumed average holding period for finished goods as 45 days.  |
| <b>Particulars</b>         | <b>Assumptions made and justification</b>  |
|                            | Finished Goods: Finished goods days are computed based on the historic standalone audited financial statements. The average holding period of finished goods in the Financial Year 2024 is to be 0 days. Based on the expected sales, our Company has assumed average holding period for finished goods as 45 days for the Financial Year 2025.  |
| <b>Current Liabilities</b> |  |
| Trade payables             | Trade Payable is based on the average standard payment terms of our vendors. Our trade payables primarily comprise of payables towards the purchase of goods. Our operating trade payables for the Financial Year 2024 is to be 15 Days. Our Company has assumed average operating trade payables payment period of 15days of cost of goods sold for the Financial Year 2025.  |

**General Corporate Purpose:**

The remaining Net Proceeds, if any, shall be utilized towards general corporate purposes and the amount to be utilized for general corporate purposes shall not exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds. Such utilization towards general corporate purposes shall be to drive our business growth, including, amongst other things including but not limited to funding our growth opportunities, strengthening marketing capabilities and brand building exercises, and strategic initiatives and any other purpose as permitted by applicable laws; subject to meeting regulatory requirements and obtaining necessary approvals/ consents, as applicable.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Board will have flexibility in utilizing surplus amounts, if any.

**Deployment of Funds**

| Particulars                | ₹ar Lakhs |
|----------------------------|-----------|
| <b>Deployment of Funds</b> |           |
| Issue Expenses             | 75.00     |
| <b>Sources of Funds</b>    |           |
| Internal Accruals*         | 75.00     |

**Estimated Issue Related Expenses**

The estimated Issue related expenses are as follows:

| Sr. No. | Particulars   | Estimated Amount*(<br>₹inlakhs) | As a percentage of total estimated Issue expenses* | As a percentage of Gross Issue size* |
|---------|---|---------------------------------|--|--------------------------------------|
| 1       | Fees payable to the Registrar to the Issue  | 6.75                            | 9.00%  | 0.22%                                |
| 2       | Fees payable to the other professional service providers  | 8.25                            | 11.00%   | 0.28%                                |
| 3       | Advertising, marketing, and shareholder outreach expenses   | 3.75                            | 5.00%  | 0.12%                                |
| 4       | Fees payable to regulators, including Stock Exchanges, SEBI, depositories and other statutory fee | 33.47                           | 44.63%   | 1.13%                                |
| 5       | <i>Others</i>   |                                 |  |                                      |
|         | <b>Other Professional fees</b>  |                                 |  |                                      |
|         | Printing and stationery   | 11.07                           | 14.76%   | 0.37%                                |
|         | Statutory Auditors.   | 1.50                            | 2.00%  | 0.05%                                |
|         | Bank to the issue.  | 3.00                            | 4.00%  | 0.10%                                |
|         | Miscellaneous expenses and stamp duty.  | 7.21                            | 9.61%  | 0.24%                                |
|         | <b>Total estimated issuer-related expenses</b>  | <b>75.00</b>                    | <b>100.00%</b>                                     | <b>2.55%</b>                         |

of the Net Proceeds towards the stated objects of the Issue, our Company shall not use/deploy the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

#### Monitoring of utilization of funds

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

As per the requirements of Regulations 18(3) read with Part C of Schedule II of the SEBI Listing Regulations, we will disclose to the Audit Committee the uses/application of funds on a quarterly basis as part of our quarterly declaration of results. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in this Letter of Offer and place it before the Audit Committee. The said disclosure shall be made until such time that the Gross Proceeds raised through the Issue have been fully spent. The statement shall be certified by our Statutory Auditor.

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

Appraising entity None of the objects of this Issue, for which the Net Proceeds will be utilized, have been appraised.

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

#### Interest of Promoters, Promoter Group and Directors, in the objects of the Issue.

Neither the Promoters, Promoter Group, Directors, Group Companies or Key Management Personnel has entered into nor are planning to enter into any arrangement/ agreements with Promoters, Promoter Group, Directors, Key Management Personnel or our Group Companies in relation to the utilization of the Net Proceeds of the Issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects, as set out above

#### Variation in Objects

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the '*Postal Ballot Notice*') shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where the Registered Office is situated

#### Key Industry Regulations For The Objects Of The Issue

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

### Other Confirmations

Except as disclosed above, there are no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoters, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. Except disclosed above, none of our Promoters, members of Promoter Group or Directors are interested in the Objects of the Issue. No part of the proceeds from the Issue will be paid by the Company as consideration our directors, or Key Managerial Personnel.

Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue

**STATEMENT OF TAX BENEFITS**

To,  
The Board of Directors,  
**AA Plus Tradelink Limited,**  
B/702 DIVINE JALPA, GOMATI BHUVAN, NEAR JAIN TEMPLE, JAMBLI GALI,  
BORIVALI (WEST) MUMBAI Bandra Suburban MH 400092 IN, Madhya Pradesh

Dear Sir,

**Subject: Proposed rights issue of equity shares of face value of ₹10 (Rupee Ten only) ('Equity Shares') of AA Plus Tradelink Limited ('Company' and such offering, the 'Issue')**

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This certificate is issued in accordance with the terms of our engagement letter dated September 14, 2023.

The preparation of the Statement is the responsibility of the management of the Company for the 'Issue', including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

We have complied with 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,' issued by the ICAI.

The Management of the Company has prepared 'Statement of possible special tax benefits' under direct tax laws i.e. Income Tax Rules, 1962 ('Income Tax Laws'), and indirect tax laws i.e. the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the rules and regulations, circulars and notifications issued there under, Foreign Trade Policy presently in force in India available to the Company and its shareholders.

The Company has requested us to confirm statement attached in the Annexure I and II, are available to the Company and its shareholders. We hereby confirm that the enclosed Annexures, prepared by the Company, provides the possible special tax benefits available to the Company. The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws within or outside India have not been examined and covered by this Statement.

This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the 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. Neither are we suggesting nor advising the investor to invest in the Issue based on this statement.

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

1. The Company or its shareholders will continue to obtain these benefits in future; or
2. The conditions prescribed for availing the benefits have been/would be met with.

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

We hereby consent to the extracts of this certificate being used in the letter of offer / letter of offer of the Company in connection with the Issue or in any other documents in connection with the Issue, and the submission of this certificate as may be necessary, to any regulatory authority and / or for the records to be maintained by the Company in connection with the Issue and in accordance with applicable law, and for the purpose of any defense the Company may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

This certificate may also be relied upon by the Company, their affiliates and the legal counsel in relation to the Issue.

The above certificate shall not be used for any other purpose without our prior consent in writing and we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Yours faithfully,

**For ANIL JAIN**

**JAIN ANIL & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**FRN: - 002305C**

**M.No. 0115987W;**

**UDIN: 23039803BGTLEC7620**

**Place: Mumbai**

Date: 14/09/2023

**ANNEXURE I**

**STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO AA PLUS TRADELINKLIMITED('COMPANY') AND ITS SHAREHOLDERS**

**1. Under the Income Tax Act, 1961 ('Act')**

**a. Special tax benefits available to the Company under the Act**

There are no special tax benefits available to the Company.

**b. Special tax benefits available to the shareholders under the Act**

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

**Notes**

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares;
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law;
3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the assessment year 2022-23;
4. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company;
5. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile;
6. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes;

**For ANIL JAIN  
JAIN ANIL & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**Chartered Accountants  
FRN: - 002305C  
M.No. 0115987W;  
UDIN: 23039803BGTLEC7620  
Place: Mumbai  
Date: 14/09/2023**

**ANNEXURE II**

**STATEMENT OF INDIRECT TAX BENEFITS AVAILABLE TO AA PLUS TRADELINK LIMITED('COMPANY') AND ITS SHAREHOLDERS**

- 1. Under the The Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 ('GST Act'), the Customs Act, 1962 ('Customs Act') and the Customs Tariff Act, 1975 ('Tariff Act') (collectively referred to as 'Indirect Tax')**

**a. Special tax benefits available to the Company under the Indirect Tax**

There are no special indirect tax benefits available to the Company.

**b. Special tax benefits available to the shareholders under the Indirect Tax**

There are no special indirect tax benefits applicable in the hands of shareholders for investing in the shares of the Company.

Notes

1. The above statement is based upon the provisions of the specified Indirect Tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure;
2. The above statement covers only above-mentioned Indirect Tax laws benefits and does not cover any direct tax law benefits or benefit under any other law;
3. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice;
4. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes;

**For ANIL JAIN  
JAIN ANIL & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**Chartered Accountants  
FRN: - 002305C  
M.No. 0115987W;  
UDIN: 23039803BGTLEC7620  
Place: Mumbai  
Date: 14/09/2023**

## SECTION IV – ABOUT THE COMPANY

## INDUSTRY OVERVIEW

The information in this section has been extracted from reports publicly available documents and information, including, but not limited to, materials issued or commissioned by the Government of India and certain of its ministries, trade and industry-specific publications and other relevant third-party sources. Industry websites and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. While the Company has exercised reasonable care in relying on such government, industry, market and other relevant data in this document, it has not been independently verified by the Company or any of its advisors, nor the Lead Manager or any of its respective advisors, and should not be relied on as if it had been so verified.

## Indian Economy

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

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

## Market size

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.

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

## Recent Developments

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

- As of September 21, 2022, India's foreign exchange reserves stood at US\$ 524,520 million.
- The private equity-venture capital (PE-VC) sector investments stood at US\$ 2 billion in September 2022.
- Merchandise exports in September 2022 stood at US\$ 32.62 billion.
- PMI Services remained comfortably in the expansionary zone at 56.7 during April-September 2022
- In September 2022, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 147,686 crore (US\$ 17.92 billion).
- Between April 2000-June 2022, cumulative FDI equity inflows to India stood at US\$ 604,996 million.
- In August 2022, the overall IIP (Index of Industrial Production) stood at 131.3. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 99.6, 131.0 and 191.3, respectively, in August 2022.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 7.41% in September 2022.

- In FY 2022-23, (until October 28, 2022), Foreign Portfolio Investment (FPI) outflows stood at Rs. 58,762 crore (US\$ 7.13 billion).

#### .Road Ahead

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

#### **METALS & MINING INDUSTRY IN INDIA**

Source: <https://www.ibef.org/industry/metals-and-mining.aspx>

##### **Introduction**

India holds a fair advantage in production and conversion costs in steel and alumina. Its strategic location enables export opportunities to develop as well as fast-developing Asian markets. As of FY22, the number of reporting mines in India were estimated at 1,425, of which reporting mines for metallic minerals were estimated at 525 and non-metallic minerals at 720.

Minerals are precious natural resources that serve as essential raw materials for fundamental industries, so the growth of the mining industry is essential for the overall industrial development of a nation. The vast resources of numerous metallic and non-metallic minerals that India is endowed with serve as a foundation for the expansion and advancement of the nation's mining industry. India is largely self-sufficient in metallic minerals including bauxite, chromites, iron ore, and lignite as well as mineral fuels like coal and lignite. The industry has the potential to significantly impact GDP growth, foreign exchange earnings, and give end-use industries like building, infrastructure, automotive, and electricity, among others, a competitive edge by obtaining essential raw materials at reasonable rates.

Rise in infrastructure development and automotive production are driving growth. Power and cement industries are also aiding growth for the sector. Demand for iron and steel is set to continue given the strong growth expectations for the residential and commercial building industry.

##### **Market Size**

Production level of important minerals in February, 2023 were: Coal 861 lakh tonnes, Lignite 41 lakh tonnes, Natural gas (utilized) 2595 million cu. m., Petroleum (crude) 22 lakh tonnes, Bauxite 1995 thousand tonnes, Chromite 330 thousand tonnes, Copper conc. 9 thousand tonnes, Gold 9 kg, Iron ore 245 lakh tonnes, Lead conc. 31 thousand tonnes, Manganese ore 278 thousand tonnes, Zinc conc. 144 thousand tonnes, Limestone 336 lakh tonnes, Phosphorite 183 thousand tonnes, Magnesite 10 thousand tonnes and Diamond 17 carat.

In FY23, production of crude steel at 125.32 million tonnes (MT), finished steel at 121.29 MT and consumption of finished steel at 119.17 MT has exceeded their respective levels achieved over the corresponding period of not only COVID affected last two years but also pre COVID years as well.

India's iron ore production stood at 250 MT in FY22, increase of 23% compared with 204 MT in FY21.

India's overall coal production has seen a quantum jump to 893.08 MT in FY23 as compared to 728.72 MT in FY19 with a growth of about 22.6%.

The world production of Aluminium during October-December 2021 was about 16.62 million tonnes against world consumption of 16.56 million tonnes.

The index of mineral production of mining and quarrying sector for the month of January, 2023 (Base: 2011-12=100) at 135.9, is 8.8% higher as compared to the level in the month of January, 2022. As per the provisional figures of Indian Bureau of Mines (IBM), the cumulative growth for the period April- January, 2022-23 over the corresponding period of previous year is 5.8%.

In FY22, mineral production was estimated at Rs.190,392crore (US\$ 24.95 billion). India ranks fourth globally in terms of iron ore production. Production of iron ore in FY21 stood at 204.48 million tonnes. From April 2021- January 2022, iron ore production in India stood at 204 million tonnes (MT).

In FY20, India had a total number of 878 steel plants producing crude steel. India's crude steel production stood at 71.3 MT in FY23 (until October 2022). The steel production in India is projected to increase by 18% to reach 120 million tonnes (MT) by FY22. In Q3 FY22, production of hot metal, crude steel and saleable steel by SAIL stood at 1.55 MT, 1.44 MT and 1.46 MT, respectively. Combined Aluminium production (primary and secondary) in India stood at 4.1 MT per annum in FY21 becoming the 2nd largest in the world. Aluminium production stood at 3,285,186 tonnes between April 2020 and January 2021. India is the world's second-largest coal producer as of 2021.

### Government Initiatives

The Government of India has adopted few initiatives in the recent past, some of these are as follows:

- The government plans to monetize assets worth Rs. 28,727 crore (US\$ 3.68 billion) in the mining sector over 2022-25.
- In 2022, PLI Scheme for domestic production of specialty steel has been approved with an outlay of Rs.6,322crore (US\$ 762.4 million) by the Cabinet.
- Mines and Minerals (Development and Regulation) Amendment Act, 2021, notified on 28.03.2021, for giving boost to mineral production, improving ease of doing business in the country and increasing contribution of mineral production to GDP.
- Enactment of Mines and Minerals (Development and Regulation) Amendment Act, 2021 enabled captive mines owners (other than atomic minerals) to sell up to 50% of their annual mineral (including coal) production in the open market.
- Import duty on Anthracite/Pulverized Coal Injection (PCI) coal, Coke and Semi-coke and Ferro-Nickel were reduced to zero.
- Export duty on Iron ores/ concentrates and iron ore pellets was raised to 50% and 45% respectively.
- In addition, 15% export duty was imposed on pig iron and several steel products.
- District Mineral Foundation (DMF) has been established in 622 districts of 23 States and a total of Rs. 71,128.71 Crore (US\$ 8.5 billion) has been collected till October 2022 under DMF.
- In November 2022, the government removed export duties on steel and stainless steel to strengthen the nation's steel sector, and allow it to firmly establish its position in the global market.
- The government plans to monetise assets worth Rs. 28,727 crore (US\$ 3.68 billion) in the mining sector over 2022-25.
- The Ministry of Mines of the Government of India has signed MoUs with different nations.
- The Ministry of Mines notified the Mineral Conservation and Development (Amendment) Rules in November 2021 to provide rules regarding conservation of minerals, systematic and scientific mining, and development of minerals in the country for environment protection.
- Steel Authority of India Ltd. (SAIL) and Central Public Sector Enterprises (CPSEs), under the Ministry of Steel, supplied 48,200 tonnes of steel for the Purvanchal Expressway, which was inaugurated by Prime Minister NarendraModi on November 16, 2021.
- As part of unlocking India's vast mineral potential by exploration this year, the Ministry of Mines has handed over 152 mineral block reports to different state governments until November 2021. Also, 52 potential G-4 mineral blocks approved by the Geological Survey of India (GSI) have been handed over to 15 state governments.
- In July 2021, the Odisha government approved five key industrial projects worth Rs. 1.46 lakh crore (US\$ 19.60 billion) that are expected to boost capacity of steel production by 27.5 million tonnes.
- In June 2021, the Union Cabinet, chaired by the Prime Minister Mr. NarendraModi approved the memorandum of understanding (MoU) to be signed between the Ministry of Mines and the Secretariat of Mining Policy of the Ministry of Productive Development of the Argentine Republic. The MoU will provide an institutional mechanism for cooperation in the field of mineral resources.

- In Union Budget 2021, the government reduced customs duty to 7.5% on semis, flat and long products of non-alloy, alloy and stainless steels to provide relief to MSMEs.
- To boost recycling of copper in India, the government announced reduction of import duty on copper scrap from 5% to 2.5% in the Union Budget 2021.
- The National Steel Policy aims to boost per capita steel consumption to 160 kgs by 2030-31. The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kgs per capita to 38 kgs per capita by 2030-31.

#### **ROAD AHEAD**

There is a significant scope for new mining capacities in iron ore, bauxite and coal and considerable opportunities for future discoveries of sub-surface deposits. Infrastructure projects continue to provide lucrative business opportunities for steel, zinc, and aluminium producers. Iron and steel make up a core component for the real estate sector. Demand for these metals is set to continue given strong growth expectations for the residential and commercial building industry.

The Government of India has also helped in the development of the metals and mining sector in India by launching key policy initiatives. The National Mineral Policy, which was approved by the government in February 2019, has ensured improved regulation and enforcement, more transparency, balanced social and economic growth, and sustainable mining techniques. The policy grants industry status to the mining activities and boost private sector funding.

Additionally, it aims to facilitate the merger and acquisition of mining companies, entice private sector involvement in exploration, and permit the transfer of mineral corridors created specifically for metals and mining leases. In the future, both increased domestic demand and exports are projected to play significant roles in driving the industry's expansion and its contribution to GDP growth in a post-covid environment.

## BUSINESS OVERVIEW

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelvemonth period ended March 31 of that year.*

*You should carefully consider all the information in this Letter of Offer, including, "Risk Factors", "Industry Overview", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition" beginning on pages 21, 53, 67 and 97 respectively, before making an investment in the Equity Shares.*

*In this section, any reference to the "Company" "we", "us" or "our" refers to AA Plus Tradelink Limited.*

### OVERVIEW

We are currently engaged in the business of trading of products made of iron & steel, aluminium, graphite and other alloy products. We are a multi-product trading company with a diverse product portfolio. Our portfolio of products currently being traded by our Company includes the following:

1. Aluminium Bars, Rods & Profiles
2. Aluminium Powder
3. Aluminium Scrap
4. Ammonium Molybdenum
5. G I Pipe
6. Graphite Flakes and Circle
7. Graphite Powder
8. Graphite Rods, Blocks and Plates
9. Graphite Scrap
10. Graphite Square and Round
11. M S Pipe
12. M S Sheet
13. Matrix Powder
14. Nickel Powder
15. Tungsten
16. Zirconium Alloy

We are also in the business of supplying Epoxy Floor Coating, Industrial Epoxy Floor Coating, Epoxy Floor Coating Marine, PU Floor Coating, Epoxy Coating, Epoxy Primer, Epoxy High Build Coating, Epoxy Heat Resistance Coating. We are currently serving the corporate and other clients from construction and manufacturing industry. Further we intend to take the contracts from builders for the end to end supply and fitting of aluminium windows along with the glass.

#### OUR COMPETITIVE STRENGTHS

##### 1. Bouquet of metal and alloy products:

Our Company offer various products to cater to the specific needs of our clients. Our diverse product portfolio includes products such as Aluminium Bars, Rods & Profiles, Aluminium Powder, Aluminium Scrap, Ammonium Molybdenum, G I Pipe, Graphite Flakes and Circle, Graphite Powder, Graphite Rods, Blocks and Plates, Graphite Scrap, Graphite Square and Round, M S Pipe, M S Sheet amongst others. We service our customers with products ranging to all sizes, grades, and standards under one roof. We believe that our presence in diverse product lines of business enables us to reduce risks arising from service and client concentration.

##### 2. Quality

Our Company has always believed in the best quality in our products. Our Company is dedicated towards quality of our products and we adhere to quality standards as prescribed by our clients.

#### OUR STRATEGIES

We strive for complete transparency and satisfaction of our clients with an unwavering thrust and focus on professional excellence and integrity. Our key strategic initiatives are described below:

##### 1. Increase the number of Client Relationships:

We are focused on increasing the number of client relationships. Our strategy is to increase the number of client relationships and then leverage those client relationships into offering in a whole suite of products. During downturn of the markets we believe that increased number of client relationships will add stability to our earnings. As a part of this we also plan to strengthen our sales team to bring in new client relationships to leverage our existing group offerings.

##### 2. Venturing into Contracting Business for Aluminium Products

Due to our existing business of supply construction materials to various builders and construction companies, we have over the years developed a strong relationship with them. We are in the process of taking the contracts from builders for the end to end supply and fitting of aluminium windows along with the glass. We intend to build a specialized team for the same which will supervise the entire execution of the project. We intend to provide services which will satisfy our clients needs as per their specialized requirements.

##### 3. Competitive Pricing

To remain aggressive and capitalize a good market share, we believe in offering competitive prices to our customers. This helps us to sustain the competition and claim a position of strength in the marketplace.

##### 4. Increasing our Product Portfolio

We continuously strive to add more and more products to our portfolio based on our own market assessment of demand and supply position of these products. We intend to offer a wide range of construction chemicals which includes Nonshrink Grouts, Concrete Repair Systems, Surface Treatments, Bonding Agents, Floorings & Coatings, Sealants, Waterproofing & Coatings, Tile Adhesives & Tile Grouts and Admixtures. Construction chemicals are being used in various sectors such as aviation, water, oil & gas, infrastructure, industrial, residential, and commercial construction, power, etc. Our vision is that we believe "Customer is the core of all the endeavors". Thus the primary objective of the company is up-holding the value of the "customer". Our Company strives to provide "solutions" rather than "selling of products."

## OUR MAJOR PRODUCTS

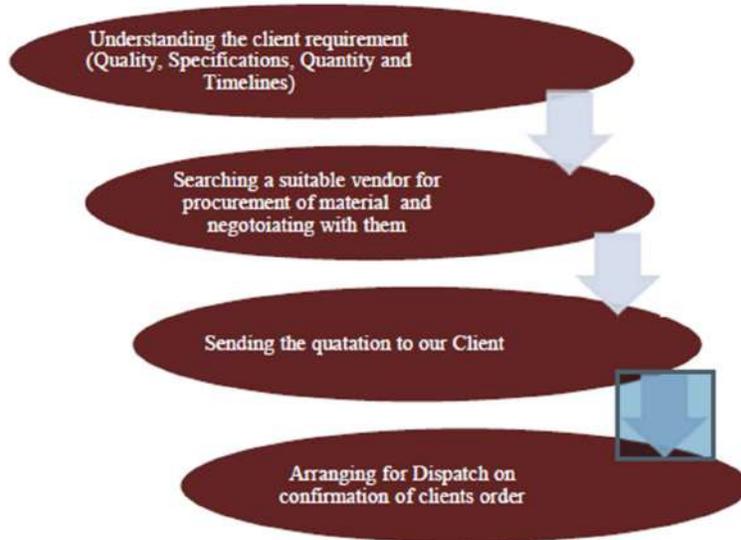
Our portfolio of products currently being traded by our Company includes:

1. Aluminium Bars, Rods & Profiles
2. Aluminium Powder
3. Aluminium Scrap
4. Ammonium Molybdenum
5. G I Pipe
6. Graphite Flakes and Circle
7. Graphite Powder
8. Graphite Rods, Blocks and Plates
9. Graphite Scrap
10. Graphite Square and Round
11. M S Pipe
12. M S Sheet
13. Matrix Powder
14. Nickel Powder
15. Tungsten
16. Zirconium Alloy

### **Process:**

Our portfolio of products currently being traded by our Company includes various industrial, metals and alloy products including iron and steel. We operate as an intermediary in the Iron & Steel and other metal and alloy Industry. We are currently serving the corporate and other clients from fabrication and manufacturing industry. We procure our material from various manufacturers and traders. We procure orders from our clients and accordingly supply the material to customers.

Our business process generally include the following steps:



#### **Plant and Machinery**

We being trading company do not own any major plant and machinery other than computers.

#### **DESCRIPTION OF OUR BUSINESS**

We are currently engaged in the business of trading of products made of iron & steel, aluminium, graphite and other alloy products. We are a multi-product trading company with a diverse product portfolio. We are also in the business of supplying Epoxy Floor Coating, Industrial Epoxy Floor Coating, Epoxy Floor Coating Marine, PU Floor Coating, Epoxy Coating, Epoxy Primer, Epoxy High Build Coating, Epoxy Heat Resistance Coating. Further we intend to take the contracts from builders for the end to end supply and fitting of aluminium windows along with the glass.

#### **Collaborations**

We have not entered into any technical or other collaboration.

#### **Infrastructure Facilities**

##### **Materials**

We buy all the required products mainly from Mumbai local market. We are located in metal hub of Mumbai which give us an added advantage in terms of procurement.

##### **Utilities**

##### **Power**

There is no major power requirement in our business.

**Competition**

We face the competition in our business from other existing traders and manufacturers of industrial, metals and alloy products. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products.

**Approach to Marketing and Marketing Set-up**

Our top management and key executives enjoy the confidence of several corporate clients. We interact with our customers to get the feedback on the quality of products and services and improve the same as well. The marketing team regularly stays in touch with our customers. They also regularly approach new customers to try and develop a business relationship.

Our Company has been focusing on acquiring new customers through its direct and indirect channels. Till date our top management have been instrumental in getting the business.

**Capacity and Capacity Utilization**

Our Company operates in a trading industry and hence capacity and capacity utilization is not applicable to us.

**Export Possibilities & Export Obligation Currently,**

Currently, we do not have any outstanding export obligations.

**Property**

The following table sets forth the location and other details of the leasehold properties of our Company:

| Description of Property  | Name of Lessor                             | Agreement Date, Lease Date | Period            |
|--|--|----------------------------|-------------------|
| B-702, Divine Jalpa, Gomati Bhuvan, Near Jain Temple, JambliGali, Borivali (West), Mumbai - 400092, Maharashtra, India | Mrs. Sangeet C. Jain and Mr. Rahul C. Jain | August 8,2018              | Registered Office |

**Intellectual Property**

Our Company do not own any intellectual property including trademark.

**Manpower**

Our Company is committed towards creating an organization that nurtures talent. We provide our employees an open atmosphere with a continuous learning platform that recognizes meritorious performance.

The following is a department-wise break-up of our employees as on March 31, 2023 do not have any outstanding export obligations.

| Sr. No. | Category  | Total |
|---------|-----------|-------|
| 1       | Mangement | 4     |

|       |        |   |
|-------|--------|---|
| 2     | Others | 4 |
| Total |        | 8 |

**OUR FINANCIAL PERFORMANCE**

| Particulars               | Financial Statements for the Financial Year ending |                |                |
|---------------------------|--|----------------|----------------|
|                           | September 30,2023                                  | March 31, 2023 | March 31, 2022 |
| Equity Share Capital      | 8,16,48,000  | 8,16,48,000    | 8,16,48,000    |
| Net Worth                 | 13,20,00,000                                       | 12,91,76,022   | 12,70,80,334   |
| Total Income              | 9,47,00,000  | 17,17,29,552   | 11,53,67,540   |
| Profit / (loss) after tax | 27,00,000  | 20,53,789      | 18,58,147      |
| Basic and diluted EPS     | 0.00   | 0.25           | 0.23           |
| Total borrowings          | 2,00,00,000  | 1,96,89,110    | 3,39,21,714    |

**MAIN OBJECTS OF OUR COMPANY AS PER MOA****A. MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**

1.To carry on the business of trading in all types goods & merchandise acting as indenting agent or commission basis including import & export of selected commodity & goods in any manner whatsoever on retail as well as on wholesale basis in India or elsewhere.

**CHANGES IN MEMORANDUM OF ASSOCIATION**

The following changes have been made in the Memorandum of Association of our Company since inception:

| Sr. No. | Particulars  | Date of Meeting      |
|---------|--|----------------------|
| 1.      | *Clause V (a) of Memorandum of Association is altered as per the Ordinary Resolution passed in the Meeting of shareholder.   | 24th February, 2020. |
| 2       | The authorized capital has been increased through postal ballot dated September 07, 2023 from existing 8,25,00,000/- (Rupees Eight Crore and Twenty Five Lakhs) divided into 82,50,000, (Rupees Eighty Two Lakhs and Fifty Thousands) Equity Shares of ₹10/- (Rupee Ten) each to 25,25,00,000( Twenty FiveCrore Twenty-Five Lakh Rupees) divided into 25,250,000( Two Crore Fifty Two Lakh Fifty Thousand )equity shares of face value of Rs.10/-(Ten Rupees)        | September 7,2023     |
| 3       | The authorized capital has been increased through Annual General Meeting dated September 30 2023 from existing to 25,25,00,000 ( Twenty Five Crore Twenty-Five Lakh Rupees) divided into 25,250,000( Two Crore Fifty Two Lakh Fifty Thousand ) Equity Shares of ₹10/- (Rupee Ten) each to 50,25,00,000 ( Fifty Crore Twenty-Five Lakh Rupees) divided into 50,250,000( Five Crore Two Lakh –Fifty Thousand Rupees)equity shares of face value of Rs.10/-(Ten Rupees) | September 30,2023    |

## OUR MANAGEMENT

## BOARD OF DIRECTORS

As on date of this Letter of Offer, our Company currently has 4 (Four) directors on its Board, Non -executive Director,1(one) Managing Director and 2 (Two) Independent Director. The present composition of our Board of Directors and its committees are in accordance with the corporate governance requirements provided under the Companies Act and SEBI (LODR) Regulations, to the extent applicable.

The following table sets forth details regarding our Board of Directors as on the date of this Letter of Offer:

| Name, Designation, Address, Occupation, Term, Nationality, Date of Birth and DIN   | Age     | Other directorships    |
|--|---------|------------------------|
| <p><b>MR ASHOK AMRITLAL SHAH</b></p> <p><i>Designation:</i> Non-Executive Director</p> <p><i>Address:</i> D 3/8, Bhadran Nagar, S.V. Road, Malad West, Mumbai – 400064, Maharashtra, India</p> <p><i>Occupation:</i> Business;</p> <p><i>Current Term:</i> Liable to retire by rotation</p> <p><i>Date of Appointment</i> Since March 21, 2016;</p> <p><i>Nationality:</i> Indian;</p> <p><i>Date of Birth:</i> September 19, 1951</p> <p><i>DIN:</i> 07427185</p> | 71years | No other directorships |
| <p><b>Mr.RAJKUMAR MAHENDRA SINGH</b></p> <p><i>Designation</i> Managing director</p> <p><i>Address</i> 1301, Satyam Majestic, Plot No. 28, Lakhani Whistle, Sector 18, Ulwe, Panvel - 410206, Raigarh, Maharashtra, India</p> <p><i>Occupation</i> Service;</p> <p><i>Current Term</i> Not Liable to retire by rotation;</p> <p><i>Date of Appointment</i> Since August 30, 2018;</p> <p><i>Nationality</i> Indian;</p> <p><i>Date of Birth</i> August 5, 1989</p> | 34years | No other directorships |

|  |          |          |                        |
|--|----------|----------|------------------------|
| <i>DIN</i>   | 08670982 |          |                        |
| <b>Mr.JAY VIJAYKUMAR MEHRA</b><br><i>Designation</i> Independent Director<br><i>Address</i> 4/91, SudharaiColony ,Akota,<br>Vadodara, Gujrat -390020<br><i>Occupation</i> Business<br><i>Current Term</i> Liable to retire by rotation<br><i>Date of Appointment</i> Since April 6, 1994;<br><i>Nationality</i> Indian<br><i>Date of Birth</i> April 6, 1994<br><i>DIN</i> 07843326    |          | 29 years | No other directorships |
| <b>Mrs. NILAM HIMANSHUKUMAR SONI</b><br><i>Designation</i> Independent Director<br><i>Address</i> DalalTekra ,Padhrai Mata<br>MandirpasePadra,Vadodra ,Gujrat -<br>391440.<br><i>Occupation</i> Business<br><i>Current Term</i> One year<br><i>Date of Appointment</i> Since September 21 2021<br><i>Nationality</i> Indian<br><i>Date of Birth</i> September 15 ,1991<br>DIN 07777282 |          | 31 years | No other directorships |

#### Past Directorships in suspended companies

None of our Directors are, or were a director of any listed company, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorships in such companies during the last 5 (Five) years preceding the date of this Letter of Offer.

#### Past Directorships in delisted companies

Further, none of our Directors are or were 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 during the last 10 (Ten) years preceding the date of this Letter of Offer.

#### Relationship between Directors

None of our Directors are related to each other.

#### Arrangement or understanding with major Shareholders, customers, suppliers or others

Our Company has not entered into any arrangement or understanding with major shareholders, customers, suppliers, or others pursuant to which any of the above-mentioned directors have been appointed in the Board.

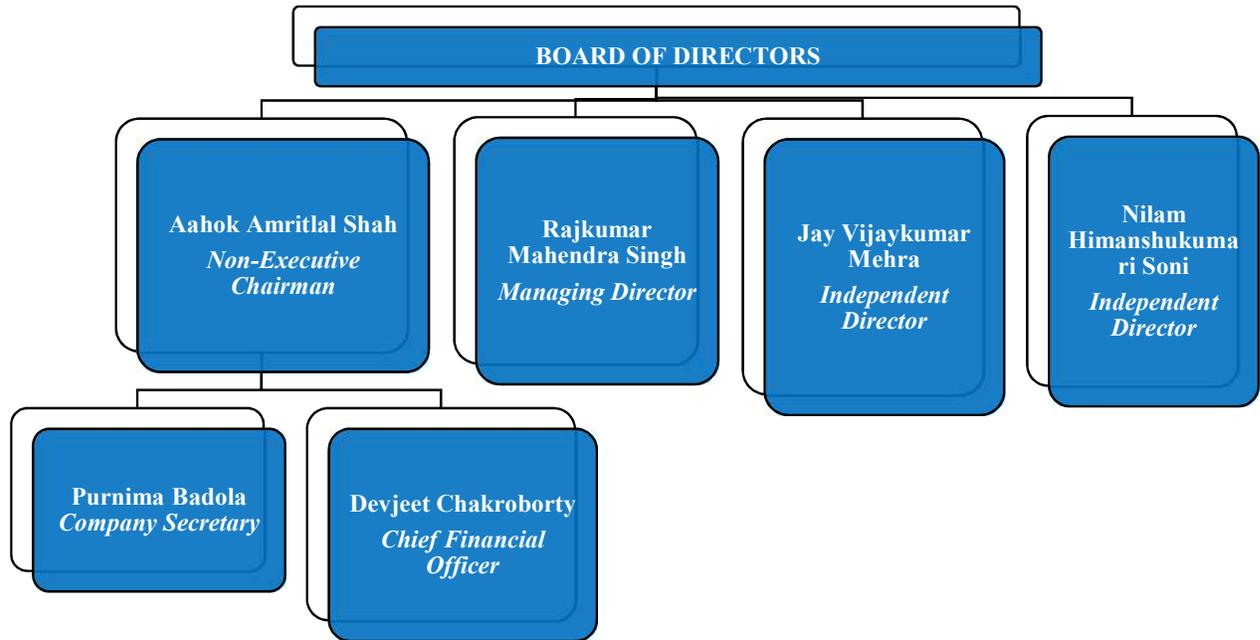
#### Details of service contracts entered with Directors

Our Company has not entered into any service contracts with the present Board of Directors for providing benefits upon termination of employment.

#### KEY MANAGERIAL PERSONNEL

| Status of Key Managerial Personnel  |  | Age<br>(Years) |
|---|--|----------------|
| <b>DevjeetChakraborty</b><br><i>Designation</i> Chief Financial Officer<br><i>Address</i><br><i>Date of Appointment</i> August 1, 2020<br><i>Nationality</i> Indian;<br><i>Educational Qualification</i> Post Graduate  |  | 41 years       |
| <b>PurnimaBadola</b><br><i>Designation</i> Company Secretary and Compliance Officer;<br><i>Address</i> B-702, Divine Jalpa, Gomati Bhuvan, Near Jain Temple, JambliGali, Borivali (West), Mumbai - 400092, Maharashtra, India<br><br><i>Date of Appointment</i> March 31, 2021<br><i>Nationality</i> Indian;<br><i>Educational Qualification</i> Company Secretary; |  | 40 years       |

ORGANISATIONAL STRUCTURE



**SECTION V: FINANCIAL INFORMATION****FINANCIAL STATEMENTS**

| <b>Sr. No.</b> | <b>Particulars</b>  | <b>Page Number</b> |
|----------------|---|--------------------|
| 1              | Audited Financial Statements of our Company as at and for the financial year ended March 31, 2023 | 68-89              |
| 2              | Unaudited Financial Statements of our Company for quarter and half year ending September 30, 2023 | 90-94              |

**Material changes and commitments, if any, affecting our financial position**

There are no material changes and commitments, which are likely to affect our financial position since September 30, 2023 till date of this Letter of Offer. We have not given Restated Financials because we fall under Part B of SEBI (ICDR), 2018.

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**JAIN ANIL & ASSOCIATES**

CHARTERED ACCOUNTANTS

1603, Gaurav Heights,  
Dahanukarwadi,  
Kandivali west,  
Mumbai - 400067

**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF AA PLUS TRADELINK LIMITED LIMITED**  
Report on the Audit of the Standalone Financial Statements

**Opinion**

We have audited the accompanying standalone financial statements of **AA PLUS TRADELINK LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.



| Sr. No. | Key Audit Matter  | Auditor's Response  |
|---------|---|---|
| 1       | <p><b>Revenue recognition</b></p> <p>The Company's contracts with customers include contracts with multiple products and services. The Company derives income from giving loans to individuals and companies at a rate on interest which is approved by the board of directors.</p> | <p><b>Principal Audit Procedures Performed</b></p> <p>Our audit procedures related to the (1) identification of distinct performance obligations.</p> |

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company'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 Board of Directors is responsible for overseeing the Company's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified



under Section 133 of the Act.

- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - ii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For JAIN ANIL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(Firm Regn No. 0115987W)



*Anil Jain*

ANIL JAIN  
Proprietor  
M.No. 039803  
Udin: 23b3980386TKX89626

Date : 28/05/2023

Place : Mumbai

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Infosys Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting **AA PLUS TRADELINK LIMITED LIMITED** IAL (the "Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of AA PLUS TRADELINK LIMITED LIMITED of even date)

i. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

ii. The Company is in the business of providing software services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. According to the information and explanations given to us, the Company has granted unsecured loans to four bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:

(a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.

(b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.

(c) There is no overdue amount remaining outstanding as at the year-end.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable. There were no loans granted during the year under Section 185 of the Act.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:



(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

(b) There are no dues of Income Tax, Sales Tax, Service Tax, Excise Duty, Value Added Tax and Goods and Service Tax which have not been deposited as at March 31, 2023.

viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.



For JAIN ANIL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(Firm Regn No. 0115987W)

*Anil Jain*  
ANIL JAIN Proprietor

M.No. 039803

Udin:  
23039803B&TKX&9626

Date : 28/05/2023  
Place : Mumbai

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS****STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES****A. SIGNIFICANT ACCOUNTING POLICIES****i. BASIS OF ACCOUNTING**

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian "GAAP") under the historical cost convention on an accrual basis in compliance with all material aspects of the Accounting Standards (AS) notified under Section 133 of the Companies Act, 2013 read together with the paragraph 7 of the Companies (Accounts) Rules 2014. The Financial Statements have been prepared under the historical cost convention on an accrual basis. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve month) and other criteria set out in the Schedule III to the Act.

**ii. USE OF ESTIMATES**

Preparation of financial statement in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosures of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in differences between the actual results and estimates could result in differences between the actual results and estimates which are recognized in future period.

**iii. PROPERTY, PLANT AND EQUIPMENTS AND ITS DEPRECIATION**

Property, Plant and Equipment are carried at cost, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Depreciation is provided pro rata for the period of use on Written Down Value basis as per the useful life of the assets prescribed under Schedule II of the Companies Act, 2013.

| Assets Classification | Useful Life |
|-----------------------|-------------|
| Computer              | 3 Years     |
| Furniture & Fixtures  | 10 Years    |
| Office Equipments     | 15 Years    |

**iv. INTANGIBLE ASSETS AND AMORTIZATION**

Intangible Assets are measured at acquisition cost less accumulated amortization of previous years until the applicability of schedule II of Companies Act 2013. Therefore no amortization has been considered due to the life of the intangible asset is more than ten years.

## V. IMPAIRMENT OF ASSETS

The Company assesses at each reporting date whether there is a indication that an asset may be impaired. The recoverable amount is recovered on the cash flows that are largely realizable from the asset which is considered for impairment. In cases where the carrying amount of the asset exceeds its recoverable amount or is nil, the asset is considered as impaired and the asset written down to the recoverable amount. The amount written off is reduced from the Cost of the Asset concerned and is Debited to the Profit and Loss Account under the head "Bad Debts Written Off " or "Impairment of Assets" under Administrative and Other Expenses.

## VI. INVESTMENTS

Investments are classified into long-term investments as noncurrent investments.

**Non-Current Investment:**

Investments that are intended to be held for one year or more are classified as long-term investments. Non-Current Investment are carried at acquisition/ amortized cost. A Provision is made for diminution, other than temporary, in the value of Investment.

**Current Investment:**

Investments that are intended to be held for less than one year are classified as current investments. Current Investment are carried at the lower of cost or fair value on an individual basis.

## VII. BORROWING COST

Interest and other costs in connection with the borrowing of the funds made by the company from banks /Financial institutions. Borrowing costs are expensed in the period in which they have occurred and are charged to Profit & Loss Account.

## VIII. REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the company and revenue can be reliably measured. Sales are recognized when significant risk and rewards of ownership of the goods have passed to the buyer which coincides with delivery and are recorded net of trade discounts GST. Interest income is recognized on time proportion basis taking into account the amount outstanding and the applicable rate.

## IX. RETIREMENT AND OTHER EMPLOYEE BENEFITS

**Gratuity:**

Gratuity liability would be considered only after the period when the Company would be covered under the Definition of Gratuity Act, 1972. The Gratuity liability is a defined benefit

obligation and is computed on the basis of an actuarial valuation by an actuary appointed for the purpose as per projected unit credit method at the end of each financial year. The liability is so provided is paid to a Trust administered by the Company, which in turn invest in eligible securities to meet the liability as and when it accrues for payment in future. Actuarial gains / losses are immediately taken to the statement of Profit and Loss. Any shortfall in the value of assets over the defined benefit obligation is recognized as a liability with a corresponding charge to the Statement of Profit and Loss.

X. LEAVE ENCASHMENT:

The Company does not carry forward balance in Leave account as at the end of the Financial Year. The Balance, if any, at the end of the Financial Year is paid along with the Payroll. In case of resignation of an employee the leave salary is paid at the time of full and final settlement.

XI. TAXATION

Tax Expenses includes provision for current tax and deferred tax. Provision for Current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognized, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. In the year in which the MAT credit note issued by Institute of Chartered Accountants of India ("ICAI"), the said asset is created by way of a credit to the Statement of Profit and Loss. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

L. PROVISION AND CONTINGENCIES

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

B. CONTINGENT LIABILITY

In the opinion of the Management and on the basis of the Certificate provided there are no Contingent Liability and Commitments as on the date of signing the Financial Statement.

## C. AUDITORS REMUNERATION

| Particulars | Period ended<br>31.03.2023 | Year ended<br>31.03.2022 |
|-------------|----------------------------|--------------------------|
| Audit Fees  | 45,000                     | 45,000                   |

## D. EARNING PER SHARE

Basic Earnings Per Share (EPS) is computed by dividing the net profit for the year attributable to the equity shareholders, by weighted average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per share are as stated below:

| Particulars  | For the year ended<br>31st March 2023 | For the year ended<br>31st March 2022 |
|--|---------------------------------------|---------------------------------------|
| Profit for the year  | 20,53,789                             | 18,58,147                             |
| Weighted average number of Equity shares outstanding                             | 81,64,800                             | 81,64,800                             |
| Earnings Per Share (Rs.) - Basic (Face value of Rs. 10 per share)                | 0.25                                  | 0.23                                  |
| stock options/ performance share schemes   | -                                     | -                                     |
| Weighted average number of Equity shares (including dilutive shares) outstanding | 81,64,800                             | 81,64,800                             |
| Earnings Per Share (Rs.) - Diluted (Face value of Re. 10 per share)              | 0.25                                  | 0.23                                  |

## E. EMPLOYEE BENEFITS

Gratuity

The Company is presently not covered under the Payment of Gratuity Act 1972 since the employee strength is less than 10. Further none of the employee have completed five years of continuous service due to which Actuarial valuation has not been carried out.

Leave Salary

The Company has a leave policy in place and the payment of the credit leaves available of the employees are paid alongwith payroll in the month of March. Due

to the aforesaid reasons no provision made for leave salary during the financial year Actuarial gains/losses are immediately taken to the Statement of Profit & Loss.

**F. DISCLOSURE REQUIREMENT UNDER MSMED ACT, 2006**

As per the details available with the Company none of the dues are payable to the creditor who is covered under the MSMED Act, 2006.

**G. RELATED PARTIES DISCLOSURE**

As per Accounting Standard -18 issued by the Institute of Chartered Accountants of India the related parties' transactions are disclosed as under: -

**A) List of Related Parties: - (as Certified by Management)**

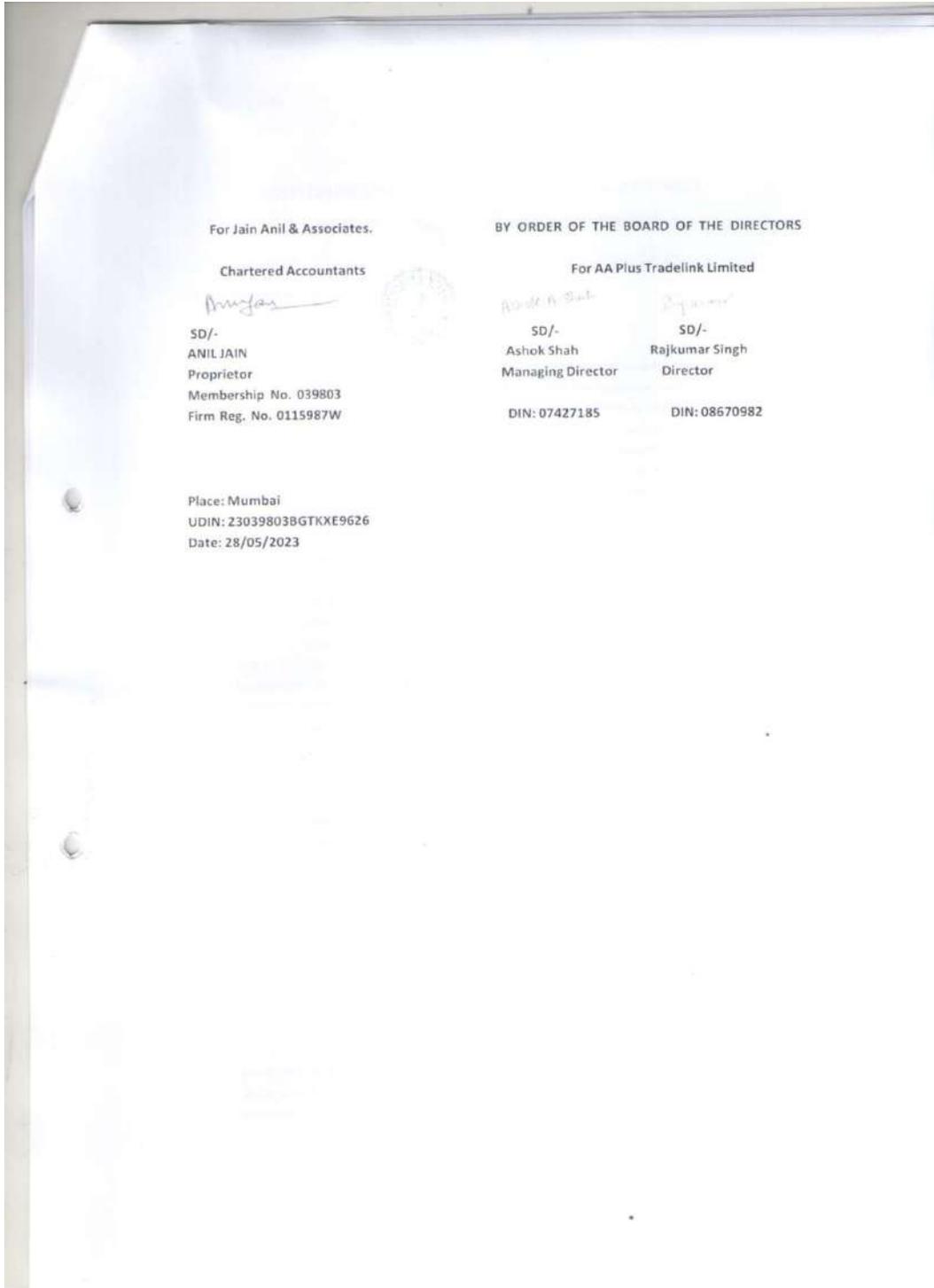
- i. Enterprises where control exists  
NA
- ii. **Key Management Personnel**

|                     |                   |
|---------------------|-------------------|
| Mr. Ashok Shah      | Managing Director |
| Ms. Rajkumar Singh  | Director          |
| Mrs. Purnima Badola | Company Secretary |

**B) Transactions during the year and balances outstanding as on 31<sup>st</sup> March, 2023 with related Parties were as follows:**

| Name               | Nature of Relationship | Transaction              | 2023      | 2022        |
|--------------------|------------------------|--------------------------|-----------|-------------|
| Mr. Ashok Shah     | Director               | Loan                     | 46,99,110 | 1,40,51,110 |
| Mr. Ashok Shah     | Director               | Remuneration Outstanding | 3,25,000  | 3,25,000    |
| Mr. Rajkumar Singh | Director               | Remuneration Outstanding | 12,90,000 | 12,90,000   |

- H. In the opinion of the Board current assets, Loans and Advances except to the extent stated specifically are approximately of the values based if realized in ordinary course of business.
- I. The Schedules referred to above are an integral part of Balance Sheet.



# AA PLUS TRADELINK LIMITED

Cin No: U74900MH2016PLC274726  
BALANCE SHEET AS AT 31ST MARCH, 2023

| PARTICULARS   | Notes | As at 31 March 2023 | As at 31 March 2022 |
|---|-------|---------------------|---------------------|
| <b>I EQUITY AND LIABILITIES</b>                           |       |                     |                     |
| <b>SHAREHOLDERS FUND</b>                                  |       |                     |                     |
| Share Capital   | 1     | 8,16,48,000         | 8,16,48,000         |
| Reserves & Surplus  | 2     | 4,76,89,616         | 4,56,35,828         |
|   |       | 12,93,37,616        | 12,72,83,828        |
| <b>Current Liabilities And Provisions</b>                 |       |                     |                     |
| Short - Term Borrowings                                   | 3     | 1,96,89,110         | 3,39,21,714         |
| Deferred Tax Liabilities                                  | 4     | 0                   | 0                   |
| Trade Payables  | 5     | 1,24,323            | 2,89,04,376         |
| Other Current liabilities                                 | 6     | 1,11,435            | 6,71,132            |
| Short-term provisions                                     | 6     | 51,49,255           | 44,48,880           |
|   |       | 2,50,74,123         | 6,81,46,102         |
|   |       | 15,44,11,739        | 19,54,29,930        |
| <b>Total Equity and Liabilities</b>                       |       |                     |                     |
| <b>II ASSETS</b>  |       |                     |                     |
| <b>Non-Current Assets</b>                                 |       |                     |                     |
| (a) Fixed Assets  | 7     | 1,61,594            | 2,03,494            |
| (b) Non- Current investments                              |       |                     |                     |
| <b>Current Assets</b>                                     |       |                     |                     |
| Inventories (At cost, and as certified by the Management) |       | 39,398              | 43,475              |
| Deferred Tax Assets                                       | 8     | 3,29,90,879         | 5,70,46,840         |
| Trade Receivables   | 9     | 4,48,664            | 34,10,998           |
| Cash and Bank Equivalents                                 | 10    | 11,90,86,878        | 13,28,48,500        |
| Short-Term Loans and Advances                             | 11    | 16,84,327           | 18,76,623           |
| Other Current Assets                                      |       | 15,42,50,145        | 19,52,26,436        |
|   |       | 15,44,11,739        | 19,54,29,930        |
| <b>Total Assets</b>                                       |       |                     |                     |

Notes to financial statements  
AUDITORS REPORT  
For JAIN ANIL & ASSOCIATES  
(Firm Regn No.0115987W)

*Anil Jain*

ANIL JAIN  
(M. No. 039803)  
PLACE : MUMBAI (Proprietor)  
UDIN NO: 2303980386TKX9626  
Date : 28-05-2023



For and on behalf of Board of Directors  
of AA PLUS TRADE LINK LIMITED

ASHOK SHAH

*Ashok A. Shah*

RAJKUMAR SINGH

*Raj Kumar*



| AA PLUS TRADELINK LIMITED  |           |   |  |
|--|-----------|---|--|
| Cin No. U74900MH2016PLC274725  |           |   |  |
| PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED ON 31ST MARCH, 2023                 |           |   |  |
| PARTICULARS  | Notes     | CURRENT PERIOD<br>F.Y 2022-23<br>Amount in Rupees | PREVIOUS YEAR<br>F.Y 2021-22<br>Amount in Rupees |
| <b>CONTINUING OPERATIONS</b>   |           |   |  |
| <b>INCOME</b>  |           |   |  |
| I. Revenue from Operations   | 13        | 16,32,18,482                                      | 10,69,96,400                                     |
| II. Other Income   | 14        | 85,11,069   | 83,71,139  |
| III. Total Revenue (I + II)  |           | <b>17,17,29,552</b>                               | <b>11,53,67,540</b>                              |
| <b>EXPENSES</b>  |           |   |  |
| IV. EXPENSES   | 15        | 15,96,42,822                                      | 10,42,38,582                                     |
| Material Purchases   | 16        | -   | -  |
| Increase/Decrease in Stock in Trade  | 18        | 44,95,175   | 43,24,272  |
| Employees Benefit Expenses   | 19        | 802   | 5,09,560   |
| Finance Costs  | 20        | 43,64,208   | 37,68,529  |
| Other Expenses   | 7         | 41,901  | 55,379   |
| Depreciation   |           | -   | -  |
| Total Expenses   |           | <b>16,85,44,907</b>                               | <b>11,28,96,321</b>                              |
| V. PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III - IV)          |           | 31,84,644   | 24,71,219  |
| VI. Profit after extraordinary items and tax (V)                                 |           | 31,84,644   | 24,71,219  |
| VII. Profit before tax   |           | 31,84,644   | 24,71,219  |
| VIII Tax Expenses:   |           | 86,1126   | 6,17,805   |
| (1) Current Tax  |           | 4077  | (4,733)  |
| (2) Deferred Tax   |           | 265650  | -  |
| Less: Adjustment of earlier year   |           | 20,53,789   | 18,58,147  |
| IX Profit (Loss) for the period from continuing operations                       |           | 20,53,789   | 18,58,147  |
| X Profit/ (loss) from Discontinuing operations (after Tax)                       |           | -   | -  |
| XI. Profit (Loss) for the period transferred to Reserves                         |           | 20,53,789   | 18,58,147  |
| XII Earnings per equity share: ( See note no 4 to notes to Financial Statement ) |           | 0.25  | 0.23   |
|  | Basic: 21 |   |  |

Notes to financial statements  
AUDITORS REPORT  
As per our report on Balance Sheet.

For JAIN ANIL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(Firm Regn No.0115987W)

*Anil Jain*

ANIL JAIN  
PLACE : MUMBAI  
DATE : 28-05-2022  
UDIN NO. 2303980389TKX69626

(Proprietor)  
(M. No.039803)



For and on behalf of Board  
of A.A. Plus Tradelink Limited

ASHOK SHAH  
DIN NO:07427185

*Ashok A. Shah*

RAJKUMAR SINGH  
DIN NO:06670982

*Raj Kumar*




**AAPLUS TRADELINK LIMITED**

Cin No: U74900MH2016PLC274726

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2023**

| Particulars   | For the Financial Year Ending on 31.03.2023 | For the Financial Year Ending on 31.03.2022 |
|---|---|---|
|   | Amount (Rs.)                                | Amount (Rs.)                                |
| (A) <b>Cash Flow from Operating Activities:</b>                 | 20,53,789                                   | 18,53,147                                   |
| Net Profit / (Loss) after tax and extraordinary items           |   |   |
| Adjustments for:  | 4,077                                       | (4,733)                                     |
| Deferred Tax  | 41,901                                      | 55,379                                      |
| Depreciation  | -   | -   |
| Other Expenses  | -   | -   |
| Operating Profit / Loss Before Working Capital Changes:         | 20,99,767                                   | 19,08,792                                   |
| <b>Changes in Working Capital</b>                               |   |   |
| Adjustments for (Increases) / Decrease in Operating Assets      | 1,37,61,622                                 | (1,95,33,648)                               |
| Loans and Advances  | 2,40,55,962                                 | (1,74,43,934)                               |
| Trade Receivable  | 1,92,266                                    | (8,23,931)                                  |
| Other Current Assets  | 0   | 0   |
| Inventories   |   |   |
| Adjustments for (Decreases) / Increase in Operating Liabilities | (2,87,80,053)                               | (4,89,07,925)                               |
| Trade Payable   | 7,00,375                                    | 67,890                                      |
| Provision Payable   | (7,59,697)                                  | 6,15,935                                    |
| Other Current Liabilities                                       |   |   |
| <b>Cash Generated From operations</b>                           | 1,12,70,271                                 | (8,41,56,820)                               |
| Direct Tax Paid (Net of Refunds)                                |   |   |
| <b>Net Cash Flow from Operating Activities (A)</b>              | 1,12,70,271                                 | (8,41,56,820)                               |
| (B) <b>Cash Flow From Investing Activities</b>                  | 0   | 0   |
| Purchases of Investment   | 0   | 0   |
| Investment in Fixed Deposit                                     | 0   | 0   |
| <b>Net Cash used in Investment activities (B)</b>               | 0   | 0   |
| (C) <b>Cash Flow From Financing Activities</b>                  |   | 64,60,000                                   |
| Proceeds From Issue of Shares & Premium                         | (1,42,32,604)                               | 2,25,36,091                                 |
| Loan From Director & Corporate                                  | (1,42,32,604)                               | 8,73,36,091                                 |
| <b>Net Cash used in from Financing Activities (C)</b>           |   |   |
| Net Change in cash and cash equivalents (A+B+C)                 | (29,62,333)                                 | 31,79,271                                   |
| Opening Cash and Bank Balance                                   | 34,10,997                                   | 2,31,726                                    |
| <b>Cash and Cash equivalents at end of period</b>               | 4,48,664                                    | 34,10,997                                   |

**AUDITORS REPORT**  
As per our report of even date.  
For JAIN ANIL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(Firm Regn No.0115987W)



ANIL JAIN  
PLACE: MUMBAI (Proprietor)  
DATE: 28-05-2022 (M. No.039803)  
UDIN NO: 2303980386TKX69626



For and on behalf of Board of Directors  
of AAPLUS TRADE LINK LIMITED

Ashok A. Shah

ASHOK SHAH  
DIN NO:07427105

Raj Kumar

RAJKUMAR SINGH  
DIN NO:08670982




**AA PLUS TRADELINK LIMITED**

Cin No: U74900MH2016PLC274726

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR PERIOD ON  
31ST MARCH, 2023**

## Note 1

## 1 Share Capital

| Particulars   | As at 31 March 2023 |                    | As at 31 March 2022 |                    |
|---|---------------------|--------------------|---------------------|--------------------|
|   |                     |                    |                     |                    |
| <b>Authorised</b>   |                     |                    |                     |                    |
| 52,50,000 Equity Shares of Rs. 10 each  |                     | 8,25,00,000        |                     | 8,25,00,000        |
| <b>Issued Subscribed &amp; paid Up</b>  |                     | 4,56,48,000        |                     | 4,56,48,000        |
| 45,64,800 Equity Shares of Rs. 10 each fully paid up in cash<br>(Previous Year Equity Shares of Rs. 10/- each fully paid) |                     |                    |                     | 3,60,00,000        |
| 36,00,000 Equity Shares of Rs. 10 each fully paid up in cash<br>(Previous Year Equity Shares of Rs. 10/- each fully paid) |                     | 3,60,00,000        |                     |                    |
| <b>Total</b>  |                     | <b>8,16,48,000</b> |                     | <b>8,16,48,000</b> |

Note: The Company has only one class of equity shares of par value Rs 10 each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding. No dividend is proposed.

## a. DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY

| Particulars                     | As at 31 March 2023 |           | As at 31 March 2022 |           |
|---------------------------------|---------------------|-----------|---------------------|-----------|
|                                 | no. of Shares       | % holding | no. of Shares       | % holding |
| (a) Ashok Shah & Ashok Shah HUF | 12,12,000.00        | 14.84%    | 12,12,000.00        | 14.84%    |
| (c) MRC Exim Ltd.               | 5,00,000.00         | 6.12%     | 5,00,000.00         | 6.12%     |
| (b) Rajkumar Singh              | 8,09,600.00         | 9.92%     | 8,09,600.00         | 9.92%     |
| (b) Keshrimai B Jain            | 7,20,000.00         | 8.82%     | 7,20,000.00         | 8.82%     |
| (g) SSPN Finance Limited        | 3,52,000.00         | 4.31%     | 3,52,000.00         | 4.31%     |

## b. Reconciliation of No. of Shares Outstanding at the end of the year

| Particulars                               | As at 31 March 2023 |                  | As at 31 March 2022 |                  |
|---|---------------------|------------------|---------------------|------------------|
|   |                     |                  |                     |                  |
| Equity Shares                             |                     | 45,64,800        |                     | 45,64,800        |
| Issued during the year as fully paid      |                     | 36,00,000        |                     | 36,00,000        |
| <b>Outstanding at the end of the year</b> |                     | <b>81,64,800</b> |                     | <b>81,64,800</b> |
| <b>TOTAL</b>                              |                     | <b>81,64,800</b> |                     | <b>81,64,800</b> |

## Note 2

## Reserves and surplus

| Particulars                                      | As at 31 March 2023 |             | As at 31 March 2022 |             |
|--|---------------------|-------------|---------------------|-------------|
|  |                     |             |                     |             |
| <b>Securities Premium Account</b>                |                     | 3,94,62,000 |                     | 1,06,62,000 |
| Opening Balance                                  |                     | 0           |                     | 2,88,00,000 |
| Share Premium on shares issued during the period |                     | 0           |                     | 0           |
| Less: Bonus Issue Of Share In Ratio 1:1          |                     | 3,94,62,000 |                     | 3,94,62,000 |
| Closing Balance                                  |                     |             |                     | 43,15,681   |
| <b>Profit &amp; Loss Account</b>                 |                     | 61,73,828   |                     | 18,58,147   |
| Opening Balance                                  |                     | 20,53,789   |                     | 61,73,828   |
| Net Profit/ (Net Loss) for the current period    |                     | 62,27,617   |                     |             |
| Closing Balance                                  |                     | 4,76,89,617 |                     | 4,56,35,828 |
| <b>TOTAL</b>                                     |                     |             |                     |             |



Note 3  
Short-term borrowings

| Particulars                                      | As at 31 March 2023 |                    | As at 31 March 2022 |                    |
|--|---------------------|--------------------|---------------------|--------------------|
|  |                     |                    |                     |                    |
| Unsecured Loans, considered goods from Directors |                     | 47,89,110          |                     | 1,40,51,110        |
| Unsecured Loans, considered goods from Corporate |                     | 1,49,00,000        |                     | 1,98,70,604        |
| <b>TOTAL</b>                                     |                     | <b>1,96,89,110</b> |                     | <b>3,39,21,714</b> |

Note 4  
Trade Payables

| Particulars            | As at 31 March 2023 |                 | As at 31 March 2022 |                    |
|------------------------|---------------------|-----------------|---------------------|--------------------|
|                        |                     |                 |                     |                    |
| Sundry Creditors       |                     | 1,24,323        |                     | 2,89,04,376        |
| Advances from Customer |                     | 0               |                     | 0                  |
| <b>TOTAL</b>           |                     | <b>1,24,323</b> |                     | <b>2,89,04,376</b> |

Note 5  
Other Current Liabilities

| Particulars                                 | As at 31 March 2023 |                 | As at 31 March 2022 |                 |
|---|---------------------|-----------------|---------------------|-----------------|
|   |                     |                 |                     |                 |
| Secured                                     |                     | 0               |                     | 0               |
| Bank Overdraft From UCO Bank Mumbai against |                     | 48,400          |                     | 90,366          |
| TDS Payable                                 |                     | 3,422           |                     | 9,566           |
| TCS Payable                                 |                     | 59,813          |                     | 7,71,220        |
| GST Payable                                 |                     |                 |                     |                 |
| <b>TOTAL</b>                                |                     | <b>1,11,435</b> |                     | <b>8,71,132</b> |

Note 6  
Short Term Provisions

| Particulars              | As at 31 March 2023 |                  | As at 31 March 2022 |                  |
|--------------------------|---------------------|------------------|---------------------|------------------|
|                          |                     |                  |                     |                  |
| For outstanding Expenses |                     | 51,49,255        |                     | 44,48,880        |
| <b>TOTAL</b>             |                     | <b>51,49,255</b> |                     | <b>44,48,880</b> |

Note 8  
Trade Receivables

| Particulars                      | As at 31 March 2023 |                    | As at 31 March 2022 |                    |
|----------------------------------|---------------------|--------------------|---------------------|--------------------|
|                                  |                     |                    |                     |                    |
| Outstanding Less than 6 months   |                     | 1,58,45,003        |                     | 3,95,96,622        |
| Unsecured, considered good       |                     | 1,71,44,876        |                     | 1,74,50,218        |
| Due Debits (Interest Receivable) |                     |                    |                     |                    |
| <b>TOTAL</b>                     |                     | <b>3,29,90,879</b> |                     | <b>5,70,46,840</b> |



Note.9  
Cash & Cash Equivalents

| Particulars  | As at 31 March 2023 |                 | As at 31 March 2022 |                  |
|--|---------------------|-----------------|---------------------|------------------|
|  |                     |                 |                     |                  |
| A Cash on hand (as certified by a Director of the Company) |                     | 27,707          |                     | 6,63,491         |
| B Bank Balance   |                     | 4,20,957        |                     | 27,47,507        |
| <b>TOTAL</b>   |                     | <b>4,48,664</b> |                     | <b>34,10,998</b> |

Note.10  
Short Term Loans & Advances

| Particulars  | As at 31 March 2023 |                     | As at 31 March 2022 |                     |
|--|---------------------|---------------------|---------------------|---------------------|
|  |                     |                     |                     |                     |
| Short Term Loans & Advances( Unsecured, considered Good) |                     | 11,90,86,878        |                     | 13,28,48,500        |
| Advance to Supplier                                      |                     | 0                   |                     | 0                   |
| <b>TOTAL</b>   |                     | <b>11,90,86,878</b> |                     | <b>13,28,48,500</b> |

Note. 11  
Other Current Assets

| Particulars             | As at 31 March 2023 |                  | As at 31 March 2022 |                  |
|-------------------------|---------------------|------------------|---------------------|------------------|
|                         |                     |                  |                     |                  |
| Tax Deducted At source  |                     | 27,80,435        |                     | 22,06,752        |
| Tax Collected At Source |                     | 3,42,503         |                     | 1,39,054         |
| Tax Collected At Source |                     | 24,64,911        |                     | 16,03,783        |
| Less: Provision for Tax |                     | 6,58,027         |                     | 7,42,023         |
|                         |                     | 0                |                     | 0                |
| GST Receivable          |                     | 10,26,300        |                     | 11,34,600        |
| Other Advances          |                     | 16,84,327        |                     | 18,70,623        |
| <b>TOTAL</b>            |                     | <b>42,46,503</b> |                     | <b>59,98,752</b> |






**AA PLUS TRADELINK LIMITED**

Cin No: U74900MH2016PLC274726  
 NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ON  
 31ST MARCH 2023

**Note. 13****Revenue From Operations**

| Particulars           | For the Financial year<br>2022-23 | For the Financial year<br>2021-22 |
|-----------------------|-----------------------------------|-----------------------------------|
| Gross Sales           | 16,14,79,307                      | 10,57,00,612                      |
| Commission            | 17,39,175.0                       | 12,95,788.0                       |
|                       | 16,32,18,482                      | 10,69,96,400                      |
| GST Collected         |                                   |                                   |
| TCS on Sales Of Goods |                                   |                                   |
| <b>Total</b>          | <b>16,32,18,482</b>               | <b>10,69,96,400</b>               |

**Note. 14****Other Income**

| Particulars                         | For the Financial year<br>2022-23 | For the Financial year<br>2021-22 |
|-------------------------------------|-----------------------------------|-----------------------------------|
| Interest on Fixed Deposit with Bank | 0                                 | 0                                 |
| Interest on Advances Given          | 84,77,982                         | 83,54,054                         |
| Interest on Income Tax Refund       |                                   | 8,440                             |
| Capital Gain on Trading             | 33,087                            | 20,596                            |
| Excess Provision W/back             |                                   | -11,951                           |
| <b>Total</b>                        | <b>85,11,069</b>                  | <b>83,71,139</b>                  |

**Note. 15****Material Purchases**

| Particulars                 | For the Financial year<br>2022-23 | For the Financial year<br>2021-22 |
|-----------------------------|-----------------------------------|-----------------------------------|
| Purchased during the period | 15,82,24,638                      | 10,28,99,329                      |
| Loading/ Unloading Expenses | 8,78,086                          | 7,35,880                          |
| Freight Inward              | 5,40,098                          | 6,03,373                          |
| Packing Charges             | 0                                 | 0                                 |
| <b>Total</b>                | <b>15,96,42,822</b>               | <b>10,42,38,582</b>               |
| GST On Purchases            |                                   |                                   |
| Total Purchases             |                                   |                                   |
| <b>Total</b>                | <b>15,96,42,822</b>               | <b>10,42,38,582</b>               |

**Note.16****Changes in Inventories**

| Particulars                     | For the Financial year<br>2022-23 | For the Financial year<br>2021-22 |
|---------------------------------|-----------------------------------|-----------------------------------|
| Opening Stock of Finished Goods | 0.00                              | 0.00                              |
| Closing Stock of Finished Goods | 0.00                              | 0.00                              |
|                                 | 0                                 | 0                                 |

**Note.18.****Employee Benefit Expenses**

| Particulars             | For the Financial year<br>2022-23 | For the Financial year<br>2021-22 |
|-------------------------|-----------------------------------|-----------------------------------|
| Directors' Remuneration | 7,15,000                          | 7,15,000                          |
| Salary Expenses         | 34,93,200                         | 33,17,302                         |
| Staff Welfare           | 2,86,975                          | 2,91,970                          |
| <b>Total</b>            | <b>44,95,175</b>                  | <b>43,24,272</b>                  |



19  
Finance Cost

| Particulars      | For the Financial year | For the Financial year |
|------------------|------------------------|------------------------|
|                  | 2022-23                | 2021-22                |
| Processing Fees  | 802                    | 0                      |
| Interest on Loan | 0                      | 5,09,560               |
| <b>Total</b>     | <b>802</b>             | <b>5,09,560</b>        |

Note. 20

## Other Expenses

| Particulars                      | For the Financial year | For the Financial year |
|----------------------------------|------------------------|------------------------|
|                                  | 2022-23                | 2021-22                |
| Bank Charges                     | 2,660                  | 3,725                  |
| Audit Fess                       | 10,000                 | 20,000                 |
| Advertising Expense              |                        | 1,02,400               |
| Conveyance Expenses              | 6,02,920               | 2,96,261               |
| Office Expenses                  | 4,82,724               | 4,39,524               |
| Repairs and Maintenance          | 8,82,787               | 2,03,029               |
| Office Rent                      | 3,75,000               | 3,60,000               |
| Retainership Charges             | 1,23,901               | 34,224                 |
| Printing & Stationery            | 6,86,845               | 4,83,351               |
| Professional Fees                | 78,314                 | 56,000                 |
| Travelling Expense               | 4,57,800               | -                      |
| Depreciation                     | 0                      | 100,000                |
| Provisionary expenses writtenoff | 108,300                | 108,300                |
| Miscellaneous Expenses           | 57,400                 | 9,003                  |
| Market Making Exp                | 3,00,000               | 1,65,000               |
| Merchant Banker Fees             | -                      | 9,00,000               |
| Telephone & Internet Charges     | 6,414                  | 3,258                  |
| Power & Fuel Expenses            | 1,00,149               | 1,09,420               |
| Service Charges                  | -                      | 5,000                  |
| Share Issue Expenses             | 87,606                 | 1,92,855               |
| Share Demat Expenses             | 1,151                  | 1,70,566               |
| Interest & Late Fees             | 237                    | 6,612                  |
| <b>Total</b>                     | <b>43,64,208</b>       | <b>37,68,528</b>       |



|  <b>AA PLUS TRADELINK LIMITED</b><br>Regd Office : B-702, Divine Jalpa, Gomati Bhuvan, Near Jain Temple, Jambli Gali,<br>Borivali (West),<br>CIN : U74900MH2016PLC274726 |                              |                          |
|---|------------------------------|--------------------------|
| AUDITED FINANCIAL STATEMENT OF ASSETS AND LIABILITIES AS ON 30 SEPTEMBER 2023   |                              |                          |
| Rs. In lacs   |                              |                          |
|   | As at 30th<br>September 2023 | As at 31st March<br>2023 |
| <b>A. EQUITY AND LIABILITIES</b>  |                              |                          |
| <b>1. Shareholders' funds</b>   |                              |                          |
| (a) Share capital   | 816                          | 816                      |
| (b) Reserves and surplus  | 504                          | 477                      |
| (c) Money received against share warrants   |                              |                          |
| <b>Sub-total-shareholders funds</b>   | <b>1,320</b>                 | <b>1,293</b>             |
| <b>2. Share application money pending allotment</b>   |                              |                          |
| <b>3. Minority Interest</b>   |                              |                          |
| <b>4. Non-Current liabilities</b>   |                              |                          |
| (a) long-term borrowings  | -                            | -                        |
| (b) Deferred tax liabilities (net)  | -                            | -                        |
| (c) Other long-term liabilities   |                              |                          |
| (d) Long-term provisions  |                              |                          |
| <b>Sub-total-Non-Current Liabilities</b>  | <b>-</b>                     | <b>-</b>                 |
| <b>5. Current liabilities</b>   |                              |                          |
| (a) Short-term borrowings   | 200                          | 197                      |
| (b) Trade Payables  |                              |                          |
| (A) total outstanding dues of micro enterprises and small enterprises; and  |                              |                          |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises.   | 215                          | 1                        |
| (c) Other Current liabilities   | 3                            | 1                        |
| (d) Short-term provisions   | 70                           | 51                       |
| <b>Sub-total-Current Liabilities</b>  | <b>488</b>                   | <b>251</b>               |
| <b>TOTAL-EQUITY AND LIABILITIES</b>   | <b>1,808</b>                 | <b>1,544</b>             |
| <b>B. ASSETS</b>  |                              |                          |
| <b>1. Non-current assets</b>  |                              |                          |
| (a) Fixed assets  | 6                            | 2                        |
| (b) Non-current investments   | -                            | -                        |
| (c) Deferred tax assets (net)   | 0                            | 0                        |
| (d) Long-term loans and advances  |                              |                          |
| (e) Other non-current assets  |                              |                          |
| <b>Sub-total-Non-current assets</b>   | <b>6</b>                     | <b>2</b>                 |
| <b>2. Current assets</b>  |                              |                          |
| (a) Current investments   | -                            | -                        |
| (b) Inventories   | -                            | -                        |
| (c) Trade receivables   | 365                          | 330                      |
| (d) Cash and Bank Balances  | 1                            | 4                        |
| (e) Short-term loans and advances   | 1,418                        | 1,191                    |
| (f) Other current assets  | 17                           | 17                       |
| <b>Sub-total-Current assets</b>   | <b>1,802</b>                 | <b>1,542</b>             |
| <b>TOTAL-ASSETS</b>   | <b>1,808</b>                 | <b>1,544</b>             |

For Jain Anil & Associates  
(Firm Regn No.0115987W)

ANIL GANPATLAL  
JAIN  
Anil Jain (Proprietor)  
PLACE : MUMBAI  
UDIN NO: 230398038GTLOM5559

Place : Mumbai  
DATE : November 3, 2023 (M. No.039803)

For AA PLUS TRADELINK LIMITED

ASHOK SHAH

RAJKUMAR SINGH





Regd Office : B-702, Divine Jalpa, Gomati Bhuvan, Near Jain Temple, Jambli Galli, Borivali (West),  
Mumbai - 400092, Maharashtra, India  
CIN : U74900MH2016PLC274726

ANNEXURE 1 TO CLAUSE 33 OF LISTING AGREEMENT  
AUDITED FINANCIAL RESULT FOR THE SIX MONTH ENDED 30TH SEPTEMBER, 2023

| Sr No     | PARTICULARS   | For the period ended |              |  |              |
|-----------|---|----------------------|------------|----------------------|------------|----------------------|------------|----------------------|--------------|--|--------------|
|           |   | APR - SEPT 23        |            | OCT - MAR 23         |            | APR - SEPT 22        |            | 3/31/2023            |              |  |              |
|           |   | Unaudited            | Audited    | Unaudited            | Audited    | Unaudited            | Audited    | Unaudited            | Audited      |  |              |
|           |   | Rs.                  | Rs.        | Rs.                  | Rs.        | Rs.                  | Rs.        | Rs.                  | Rs.          |  |              |
| I         | Revenue from operations   |                      | 897        |                      | 716        |                      | 916        |                      | 1,632        |  | 1,632        |
| II        | Other Income  |                      | 50         |                      | 48         |                      | 37         |                      | 85           |  | 85           |
| III       | <b>Total Revenue (I+II)</b>   |                      | <b>947</b> |                      | <b>764</b> |                      | <b>953</b> |                      | <b>1,717</b> |  | <b>1,717</b> |
| IV        | <b>Expenses</b>   |                      |            |                      |            |                      |            |                      |              |  |              |
|           | a) Cost of Material consumed  |                      | -          |                      | -          |                      | -          |                      | -            |  | -            |
|           | b) Purchase of Stock in trade   |                      | 866        |                      | 687        |                      | 909        |                      | 1,596        |  | 1,596        |
|           | c) Changes in Inventories of finished goods, work-in-progress and stock-in-trade  |                      | -          |                      | -          |                      | -          |                      | -            |  | -            |
|           | d) Employees benefits expense   |                      | 17         |                      | 32         |                      | 13         |                      | 45           |  | 45           |
|           | e) Finance Cost   |                      | -          |                      | (2)        |                      | 2          |                      | 0            |  | 0            |
|           | f) Depreciation and amortisation expenses   |                      | 0          |                      | 0          |                      | -          |                      | 0            |  | 0            |
|           | g) Other Expenses   |                      | 27         |                      | 25         |                      | 19         |                      | 44           |  | 44           |
|           | <b>Total Expenses</b>   |                      | <b>910</b> |                      | <b>742</b> |                      | <b>943</b> |                      | <b>1,685</b> |  | <b>1,685</b> |
| V         | <b>Profit before exceptional and extraordinary items and tax (III-IV)</b>   |                      | <b>37</b>  |                      | <b>21</b>  |                      | <b>11</b>  |                      | <b>32</b>    |  | <b>32</b>    |
| VI        | Exceptional Items   |                      | -          |                      | -          |                      | -          |                      | -            |  | -            |
| VII       | <b>Profit before extraordinary items and tax (V-VI)</b>   |                      | <b>37</b>  |                      | <b>21</b>  |                      | <b>11</b>  |                      | <b>32</b>    |  | <b>32</b>    |
| VIII      | Extraordinary items   |                      | -          |                      | -          |                      | -          |                      | -            |  | -            |
| IX        | <b>Profit Before Tax (VII-VIII)</b>   |                      | <b>37</b>  |                      | <b>21</b>  |                      | <b>11</b>  |                      | <b>32</b>    |  | <b>32</b>    |
| X         | <b>Tax expense</b>  |                      |            |                      |            |                      |            |                      |              |  |              |
|           | a. Current Tax  |                      | 10         |                      | 9          |                      | -          |                      | 9            |  | 9            |
|           | b. Deferred Tax   |                      | -          |                      | 0          |                      | -          |                      | 0            |  | 0            |
|           | C) Short Provision of earlier year  |                      | -          |                      | 3          |                      | -          |                      | 3            |  | 0            |
|           | <b>Total Expenses</b>   |                      | <b>10</b>  |                      | <b>11</b>  |                      | <b>-</b>   |                      | <b>11</b>    |  | <b>9</b>     |
| XI        | <b>Profit (Loss) for the period from continuing operations (IX - X)</b>   |                      | <b>27</b>  |                      | <b>10</b>  |                      | <b>11</b>  |                      | <b>21</b>    |  | <b>23</b>    |
| XII       | <b>Profit / (Loss) from discontinuing operations</b>  |                      |            |                      |            |                      |            |                      |              |  |              |
| XIII      | <b>Tax expense of discontinuing operations</b>  |                      |            |                      |            |                      |            |                      |              |  |              |
| XIV       | <b>Profit / (Loss) from discontinuing operations (after Tax) (XII-XIII)</b>   |                      |            |                      |            |                      |            |                      |              |  |              |
| XV        | <b>Profit (Loss) for the period (XI + XIV)</b>  |                      | <b>27</b>  |                      | <b>10</b>  |                      | <b>11</b>  |                      | <b>21</b>    |  | <b>23</b>    |
| XVI       | <b>Paid-up Equity Share Capital ( Face Value Rs. 10 Each)</b>   |                      | 82         |                      | 82         |                      | 82         |                      | 82           |  | 82           |
| XVII      | <b>Reserve excluding Revaluation Reserves as per balance sheet</b>  |                      |            |                      |            |                      |            |                      |              |  |              |
| XVIII (A) | i) Earnings Per Share (before extraordinary items) (of Rs. 10/- each) (not annualised):<br>(a) Basic<br>(b) Diluted   |                      | 0          |                      | 0          |                      | 0          |                      | 0            |  | 0            |
| XVIII (B) | ii) Earnings Per Share (after extraordinary items) (of Rs. 10/- each) (not annualised):<br>(a) Basic<br>(b) Diluted   |                      | 0          |                      | 0          |                      | 0          |                      | 0            |  | 0            |
| (a)       | The aforementioned results were reviewed by the Audit Committee of the Board and subsequently taken on record by the Board of Directors of the Company at their meeting held on 28-05-2023. |                      |            |                      |            |                      |            |                      |              |  |              |
| (b)       | As the Company's Business activity falls in Single Primary segment viz. Trading in Industrial Products disclosure requirement under AS-17 Segment Reporting are not applicable.             |                      |            |                      |            |                      |            |                      |              |  |              |
| (c)       | There was no Investor Complaint pending as on 30th September 2023.  |                      |            |                      |            |                      |            |                      |              |  |              |
| (d)       | The figures for the corresponding periods have been regrouped and rearranged wherever necessary, to make them comparable.   |                      |            |                      |            |                      |            |                      |              |  |              |

For Jain Anil & Associates  
(Firm Regn No.0115987W)

ANIL  
GANPATLAL JAIN  
Anil Jain (Proprietor)  
PLACE : MUMBAI  
UDIN NO: 23039803BGTLOM5559

Place : Mumbai  
DATE : November 3, 2023 (M. No.039803)

For AA PLUS TRADELINK LIMITED

ASHOK SHAH  
RAJKUMAR SINGH





**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET AS AT 30th SEPTEMBER 2023**

| PARTICULARS   | Rs. In lacs |           |
|---|-------------|-----------|
|   | 9/30/2023   | 3/31/2023 |
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>                  |             |           |
| Net Profit /(Loss) Before tax paid and extra ordinary items | 27          | 21        |
| Less : Extra-ordinary items                                 | -           | -         |
|   | 27          | 21        |
| <b>Adjusted for :</b>                                       |             |           |
| Interest on Loan ( Non operating)                           | 50          | 85        |
| Interest on FDR ( Non operating)                            | -           | -         |
| Defered Tax   | -           | 0         |
| Other Expenses  | -           | -         |
| Depreciation & Public Issue Expenses                        | 0           | 0         |
| Operating Profit/(Loss)before Working Capital Changes       | (23)        | (64)      |
| <b>Adjusted for :</b>                                       |             |           |
| Trade Payable   | 214         | (288)     |
| Short Term Provisions                                       | 18          | 7         |
| Other Current Liabilities                                   | 2           | (8)       |
| Inventory   | -           | -         |
| Short Term Loans & Advances                                 | (227)       | 138       |
| Trade Receivable  | (36)        | 241       |
| Other Current Assets  | (0)         | 2         |
|   | (29)        | 92        |
| Less : Taxes Paid (TDS)                                     | -           | -         |
| <b>NET CASH FROM OPERATING ACTIVITIES</b>                   | (A) (51)    | 28        |
| <b>CASH FLOW FROM INVESTING ACTIVITIES</b>                  |             |           |
| Other Non-Current Assets (Investments)                      | -           | -         |
| Loss on Sale of Assets                                      | -           | -         |
| Interest on Investments (TDS)                               | 50          | 85        |
| TDS on Interest   | -           | -         |
| Long term Loans Given                                       | -           | -         |
| Short term Borrowings                                       | -           | -         |
| Fixed Assets  | (5)         | -         |
| <b>NET CASH FROM INVESTING ACTIVITIES</b>                   | (B) 46      | 85        |
| <b>CASH FLOW FROM FINANCING ACTIVITIES</b>                  |             |           |
| Proceeds from issue of Share Capital                        | -           | -         |
| Proceeds of Share Premium                                   | -           | -         |
| Public Issue Expenses                                       | -           | -         |
| Loan from Director  | 3           | (142)     |

NET CASH FROM FINANCING ACTIVITIES (C)  
 NET INCREASE IN CASH & CASH EQUIVALENT  
 OPENING BALANCE OF CASH & CASH EQUIVALENT  
 CLOSING BALANCE OF CASH & CASH EQUIVALENT

|     |       |
|-----|-------|
| 3   | (142) |
| (3) | (30)  |
| 4   | 34    |
| 1   | 4     |

For Jain Anil & Associates  
 (Firm Regn No.0115987W)

ANIL  
 GANPATLAL  
 JAIN

Digitally signed by  
 ANIL GANPATLAL JAIN  
 Date: 2023.11.03  
 12:21:21 +05'30'

Anil Jain (Proprietor)

PLACE : MUMBAI

UDIN NO: 23039803BGTLOM5559

Place : Mumbai

DATE : November 3, 2023 (M. No.039803)

For AA PLUS TRADELINK LIMITED

Ashok A. Shah  
 ASHOK SHAH



Raj Kumar  
 RAJKUMAR SINGH

**LIMITED REVIEW REPORT OF AA PLUS TRADELINK LIMITED FOR THE HALF YEAR ENDED 30<sup>TH</sup> SEPTEMBER, 2023**

**Review Report to the Board of Directors**

We have reviewed the accompanying statement of unaudited financial results of AA Plus Tradelink Limited for the Half year ended 30<sup>th</sup> September, 2023 except for the disclosure regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced for disclosure made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at their meeting held on 4<sup>th</sup> Nov 2023. Our responsibility is to issue a report on these financial statements based on our review.

We conduct our review in accordance with the Standard on Review Engagement (SRE) 2410. Review of Internal Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free from misstatement. A review is limited primarily to inquiries of company personnel and analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed. Or that it contains any material misstatement.

For: Jain Anil and Associates.  
Chartered Accountants  
Firm Registration No.: 0115987W

ANIL GANPATLAL  
JAIN  
Anil Jain  
Proprietor  
Membership No: 039803

Digitally signed by ANIL GANPATLAL JAIN  
Date: 2023.11.03 12:09:35  
+05'30'

Date: 3<sup>rd</sup> November, 2023  
UDIN: 23039803BGTLOM5559

## ACCOUNTING RATIOS

The following tables present certain accounting and other ratios compare don the basis of the Audited Financial Information. For details, see “Financial Statements” on page 67.

## Accounting Ratios:

| Particulars   | Based on<br>Financial Statements  |                  |                  |
|---|-----------------------------------|------------------|------------------|
|   | Half year<br>September<br>30,2023 | March<br>31,2023 | March<br>31,2022 |
| Basic earnings per share (₹) (for continued operations)   | 0.33                              | 0.25             | 0.23             |
| Diluted earnings per share (₹) (for continued operations) | 0.33                              | 0.25             | 0.23             |
| Return on Net Worth (%)                                   | 2.05%                             | 1.59%            | 1.46%            |
| Net Asset Value per Equity Share (₹)                      | 16                                | 15.84            | 15.59            |
| EBITDA (₹ in lakhs)                                       | 87                                | 32.27            | 30.36            |

The formula used in the computation of the above ratios is as follows:

|  |  |
|--|--|
| Basic earnings per share                                 | Net profit /(Loss) after Tax as per statement of profit and loss at to Equity Shareholders ( after adjusting non controlling interest ) after exceptional item ,as applicable/ weighted Average number of Equity Shares.   |
| Diluted earnings per share                               | Net Profit/(Loss) after Tax as per Consolidated Statement of Profit and Loss attributable to Equity Shareholders (after adjusting non-controlling interest) after exceptional item, as applicable/Weighted Average number of Equity Shares (including convertible securities).   |
| Return on net worth (in %).                              | Profit/(Profit/(Loss) for the Year as per Consolidated Statement of Profit and Loss attributable to Equity Shareholders (prior to other comprehensive income)/Net worth at the end of the year on basis.   |
| Net Worth as per 2(1)(hh) SEBI (ICDR) Regulations, 2018: | Net worth means the aggregate value of the paid up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure, and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write -back of depreciation, and amalgamation. |
| Net asset value per Equity Share                         | Net Worth on consolidated basis divided by the number of Equity Shares outstanding for the year.   |
| EBITDA   | Profit/(Loss) for the year before finance costs, tax, depreciation, amortization, and exceptional items as presented in the Consolidated Statement of Profit and Loss  |

## Calculation of Return of NetWorth

(In ₹lakhs, unless otherwise specified)

| Particulars                           | Based on Audited Financial<br>Statements |                  |               |
|---------------------------------------|--|------------------|---------------|
|                                       | Half year<br>September<br>30,2023        | March<br>31,2023 | March 31,2022 |
| Net Profit after Tax (before OCI) (A) | 27.00                                    | 20.53            | 18.58         |
| Net Worth (B)*                        | 1320.00                                  | 1,293.38         | 1,272.84      |
| Return of Net Worth (A/B) (%)         | 2.05%                                    | 1.59%            | 1.46%         |

\* Net Worth as per 2(1)(hh) of SEBI (ICDR) Regulations, 2018.

## Calculation of Net asset value per Equity Share

*(In ₹ lakhs, unless otherwise specified)*

| Particulars                          | Based on Audited Financial Statements |                |                |
|--------------------------------------|---------------------------------------|----------------|----------------|
|                                      | Half year<br>September<br>30, 2023    | March 31, 2023 | March 31, 2022 |
| Net Worth (A) (₹ in lakhs)           | 1320.00                               | 1,293.38       | 1,272.84       |
| No. of Shares (B) (in numbers)       | 81,64,800                             | 81,64,800      | 81,64,800      |
| Net Assets Value [(A x 100,000) / B] | 16                                    | 15.84          | 15.59          |

## Calculation of EBITDA

*(In ₹ lakhs, unless otherwise specified)*

| Particulars                 | Based on Audited Financial Statements       |                   |                |
|-----------------------------|---|-------------------|----------------|
|                             | Half year<br>ended<br>September<br>30, 2023 | March<br>31, 2023 | March 31, 2022 |
| Net Profit/(Loss) after Tax | 27.00                                       | 20.54             | 18.58          |
| Add: Taxes                  | 10.00                                       | 8.65              | 6.13           |
| Add: Interest               | 50.00                                       | 0.08              | 5.09           |
| Add: Depreciation           | 0.00  | 0.42              | 0.53           |
| Add: Exceptional Items      | 0.00  | 0.26              | 0              |
| EBITDA                      | 87.00                                       | 32.27             | 30.36          |

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion of our financial condition and results of operations together with our Audited Financial Statements as of and for the year ended March 31, 2023 and unaudited financial result for quarter and half year ended 30<sup>th</sup> September 2023, all prepared in accordance with the Companies Act and Ind AS, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled "Financial Statements" on page 67 of this Letter of Offer. Unless otherwise stated, the financial information used in this chapter is derived from the Audited Financial Statements of our Company.

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 the sections titled "Risk Factors" and "Forward Looking Statements" on pages 21 and 17 respectively, of this Letter of Offer.

Our financial year ends on March 31 of each year, so all references to a particular "Financial year" and "Fiscal" are to the twelve (12) month period ended March 31 of that financial year. References to the "Company", "we", "us" and "our" in this chapter refer to AA Plus Trade Link Limited, as applicable in the relevant period, unless otherwise stated. Unless otherwise indicated or the context requires, the financial information for Financial Year 2023 and unaudited financial result for quarter and half year ended 30<sup>th</sup> September 2023 included in this Letter of Offer. For further information, see "Financial Statements" and Unaudited Financial Result for the quarter ended September 30,2023 beginning on page 67.

## OVERVIEW OF OUR BUSINESS

We are currently engaged in the business of trading of products made of iron & steel, aluminium, graphite and other alloy products. We are a multi-product trading company with a diverse product portfolio. Our portfolio of products currently being traded by our Company includes the following:

1. Aluminum Bars, Rods & Profiles
2. Aluminum Powder
3. Aluminum Scrap
4. Ammonium Molybdenum
5. G I Pipe
6. Graphite Flakes and Circle
7. Graphite Powder
8. Graphite Rods, Blocks and Plates
9. Graphite Scrap
10. Graphite Square and Round
11. M S Pipe
12. M S Sheet
13. Matrix Powder
14. Nickel Powder
15. Tungsten
16. Zirconium Alloy
17. Trading in Agro Products

The company has initiated its foray into the agricultural produce trading and has secured a substantial order from a prominent player in the agricultural industry. The management is highly optimistic about the vast potential that the agriculture sector offers in terms of exports, local supply, and storage. The company is committed to pursuing growth vigorously across all these segments.

We are currently serving the corporate and other clients from construction and manufacturing industry. Further we intend to take the contracts from builders for the end to end supply and fitting of aluminum windows along with the glass on turnkey basis.

**SIGNIFICANT FACTORS AFFECTING OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATION**

Our business, financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled 'Risk Factors' on page 21. The following are certain factors that had, and we expect will continue to have, a significant effect on our business, financial condition and results of operations:

- Increasing competition in the Industry;
- Ability to comply with the quality requirement of customers as well as regulatory authorities;
- Changes in government regulations, tax regimes, laws and regulations that apply to the industry;
- Changes in fiscal, economic or political conditions in India;
- Changes in the foreign exchange control regulations, interest rates and tax laws in India.

**SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies have been applied consistently to the periods presented in the Audited Financial Statements. For details of our significant accounting policies, please refer chapter titled "Financial Statements" on page 67 of this Letter of Offer

**CHANGE IN ACCOUNTING POLICIES**

There has been no change in accounting policies during the Financial Year 2023

**RESERVATIONS, QUALIFICATION AND ADVERSE REMARK / OTHER OBSERVATION IN CARO**

The following is the summary of qualifications/reservations/emphasis of matters/adverse remarks/other observations in CARO (as applicable) in the Audited Financial Statements for the Financial Year 2022-2023 and Quarter and half year ended September 30, 2023.

| Period   | Type of Financials | Qualifications/ Reservations/ Matter of Emphasis/ Adverse Remarks/ Other Observations in CARO  |
|--|--------------------|--|
| Financial Year 2023 and half year ended September 30, 2023 | Standalone         | <u>Qualifications/Reservations/Adverse Remarks:</u><br>NIL<br><u>Matter of Emphasis:</u><br>NIL<br><u>Other Observations in CARO:</u><br>vii. In respect of statutory dues:<br>(b) No other statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 and half year ended September 30, 2023 on account of disputes. |

| Particulars                          | CURRENT PERIOD<br>F.Y 2022-2023<br>Amount in Rupees | PREVIOUS YEAR<br>F.Y 2021-2022<br>Amount in Rupees | For September 2023<br>Amount in Rupees |
|--------------------------------------|---|--|--|
| <b>INCOME</b>                        |   |  |  |
| I Revenue from Operation             | 16,32,18,482  | 10,69,96,400                                       | 8,97,00,000                            |
| II Other income                      | 85,11,069   | 83,71,139  | 50,00,000                              |
| III. Total Revenue(I+II)             | <b>17,17,29,552</b>                                 | <b>11,53,67,540</b>                                | <b>9,47,00,000</b>                     |
| <b>IV EXPENSES</b>                   |   |  |  |
| Material Purchase                    | 15,96,42,822  | 10,42,38,582                                       | 8,66,00,000                            |
| Increase /Decrease in Stock in Trade | -   | -  | -                                      |
| Employees Benefit Expenses           | 44,95,175   | 43,24,72   | 17,00,000                              |
| Finance Costs                        | 802   | 5,09,560   | -                                      |
| Other expenses                       | 43,64,208   | 37,68,528  | 27,00,000                              |

|  |                     |                     |                    |
|--|---------------------|---------------------|--------------------|
| Depreciation   | 41,901              | 55,379              | 0                  |
| <b>Total Expenses</b>  | <b>16,85,44,907</b> | <b>11,28,29,321</b> | <b>9,10,00,000</b> |
| <b>V. PROFIT before exceptional and extraordinary items and tax (III-IV)</b> | <b>31,84,644</b>    | <b>24,71,219</b>    | <b>37,00,000</b>   |
| <b>VI. Profit after extraordinary items and tax(V)</b>                       | <b>31,84,644</b>    | <b>24,71,219</b>    | <b>37,00,000</b>   |
| <b>VII .Profit before tax</b>  | <b>31,84,644</b>    | <b>24,71219</b>     | <b>37,00,000</b>   |
| <b>VIII Tax Expenses</b>   |                     |                     |                    |
| <b>1)Current Tax</b>   | <b>861128</b>       | <b>617805</b>       | <b>10,00,000</b>   |
| <b>2) Deferred Tax</b>   | <b>4077</b>         | <b>(4733)</b>       | <b>-</b>           |
| <b>Less Adjustment of earlier year</b>                                       | <b>265650</b>       | <b>-</b>            | <b>-</b>           |
| <b>IX. Profit (loss) for the period from continuing operation</b>            | <b>20,53,789</b>    | <b>18,58,147</b>    | <b>27,00,000</b>   |
| <b>X. Profit (loss)for the Discontinuing operations(after tax)</b>           | <b>-</b>            | <b>-</b>            | <b>-</b>           |

**Results of our Operations**

The following table sets forth certain information with respect to our results of operations for the periods indicated

**Financial Year 2023 compared to Financial Year 2022****Financial Year 2023 compared to quarter and half year ended September 2023****Total Revenue**

Our total revenue for the Financial Year 2023 was Rs.17, 17, 29,552/- as compared to ₹11, 53, 67,540/-for the Financial Year 2022.

Our total revenue for the quarter and half year ended September 2023 was Rs. 9,47,00,000/- as compared to Rs.17,17,29,552/-for the financial year and quarter ended 2023

**Revenue from Operations**

Our revenue from operations for the Financial Year 2023 was Rs. 16,32,18,482 as compared to Rs. 10,69,96,400 for the Financial Year 2022.

Our total revenue from operation the quarter and half year ended September 2023 was Rs. 8,97,00,000/- as compared to Rs. 16,32,18,482/-for the financial year and quarter ended 2023

**Other income**

Other income for the Financial Year 2023 was Rs. 85,11,069 as compared to Rs. 83,71,139 for the Financial Year 2022, representing a decrease of 56.79%. This decrease in other income was primarily due to decrease in interest income on fixed deposits.

Other income for the quarter and half year ended September 2023 was Rs. 50,00,000/- as compared to Rs. 85,11,069/- for the Financial year and quarter ended 2023.representing a decrease of 58.75%. This decrease in other income was primarily due to decrease in interest income on fixed deposits

**Expenses**

Our total expenditure for the Financial Year 2023 was Rs.16,85,44,907 as compared to Rs. 11,28,29,321for the Financial Year 2022.

Our total expenditure for the quarter and half year ended September 2023 was Rs. 10,00,000/- as compared to Rs. 16,85,44,907 /- for the Financial year and quarter ended 2023

#### ***Material Purchase***

The Material Purchase for the Financial Year 2023 was Rs.15,96,42,822 as compared to Rs. 10,42,38,582 for the Financial Year 2022. There was increase in volume of material purchase.

The Material Purchase for the quarter and half year ended September 2023 was Rs. 8,66,00,000/- as compared to Rs.15,96,42,822 /- for the Financial year and quarter ended 2023. There was increase in volume of material purchase.

#### ***Increase/Decrease in stock-in-trade***

Purchase of stock-in-trade for the Financial Year 2023 was Rs. NIL

Purchase of stock-in-trade quarter and half year ended September 2023 was Rs. NIL

#### ***Employee benefit expenses***

Employee benefit expense for the Financial Year 2023 was Rs. 44,95,175 as compared to Rs. 43,24,72 for the Financial Year 2022. This decrease was primarily increase in Employee benefit expenses.

Employee benefit expenses for the quarter and half year ended September 2023 was Rs.17,00,000/- as compared to Rs. 44,95,175 /-for the Financial year and quarter ended 2023. This decrease was primarily increase in Employee benefit expenses.

#### ***Finance cost***

Finance cost for the Financial Year 2023 was Rs. 802 as compared to Rs 5,09,560 for the Financial Year 2022.

There was no Finance Cost for the quarter and half year ended September 2023 as compared to Rs. 802/- for the Financial year and quarter ended 2023

#### ***Depreciation***

Depreciation for the Financial Year 2023 was Rs. 41,901 as compared to Rs. 55,379 for the Financial Year 2022.

No Depreciation charged for the quarter and half year ended September 2023 as compared to Rs. 41,901/- for the Financial year and quarter ended 2023

#### ***Other expenses***

Other expenses for the Financial Year 2023 were ₹ 43,64,208 as compared to ₹ 37,68,528 for the Financial Year 2022.

Other expenses for the quarter and half year ended September 2023 was Rs. 27,00,000/- as compared to Rs. 43,64,208/- for the Financial year and quarter ended 2023

#### ***Profit/(loss) before beforeexceptional and extraordinary items and tax share.***

Profit/(loss) before beforeexceptional and extraordinary items and tax share .for the Financial Year 2023 was Rs 31,84,644 as compared to Rs. 24,71219 for the Financial Year 2022.

Profit/(loss) before beforeexceptional and extraordinary items and tax share for the quarter and half year ended September 2023 was Rs.37,00,000/- as compared to Rs.31,84,644/- for the Financial year and quarter ended 2023

#### ***Profit after extraordinary items and tax***

Profit after extraordinary items and tax for the Financial Year 2023 was3 Rs31,84,644 as compared to Rs. 24,71219 for the Financial Year 2022. This increase in profit was due to profit .

Profit after extraordinary items and taxfor the quarter and half year ended September 2023 was Rs.37,00,000/- as compared to Rs.31,84,644/- for the Financial year and quarter ended 2023

#### ***Profit/(loss) before Tax***

The profit/(loss) before tax for the Financial Year 2023 was Rs.31,84,644 as compared to Rs. 24,71,219 for the Financial Year 2022.

*Tax expenses*

The profit/(loss) before tax for the quarter and half year ended September 2023 was Rs.37,00,000/- as compared to Rs.31,84,644/- for the Financial year and quarter ended 2023

**Unusual or Infrequent Events or Transactions**

Other than as described in this Letter of Offer, there have been no events or transactions to our knowledge which may be described as “unusual” or “infrequent”.

**Significant dependence on a Single or Few Suppliers or Customers**

Other than as described in this Letter of Offer, particularly in chapter titled “Risk Factors” on page 21, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

**Related Party Transactions**

For details, please refer to the chapter titled “Financial Statements” beginning on page 69 of this Letter of Offer.

**Significant developments after March 31, 2024, that may affect our future results of operations**

Other than as disclosed in this Letter of Offer, there have been no significant developments after September 30, 2023, that may affect our future results of operations.

**MATERIAL DEVELOPMENTS**

Except as stated elsewhere in this Letter of Offer and as disclosed below, to our knowledge, no circumstances have arisen since September 30, 2023, which materially or adversely affect or are likely to affect, within the next 12 months, our operations, performance, prospects or profitability, or the value of our assets or our ability to pay our liabilities.

**Re-appointment and Regularization of Directors and Key Managerial Personnel:**

On 30<sup>th</sup> September 2023 Mr. Jay Mehra (DIN:07843326) reappointed as an independent Director .

**Appointment of Statutory Auditor:**

Our 30<sup>th</sup> September 2023 appoint the C.P.Lodha & CO, Chartered Accountant, statutory auditor for a term of five year 2023-24 to 2027-28.

**Increase in authorised capital of the Company :**

The authorized capital has been increased through postal ballot dated September 07, 2023 from existing 8,25,00,000/- (Rupees Eight Crore and Twenty Five Lakhs) divided into 82,50,000, (Rupees Eighty Two Lakhs and Fifty Thousands) Equity Shares of ₹10/- (Rupee Ten) each to 25,25,00,000 ( Twenty Five Crore Twenty-Five Lakh Rupees) divided into 25,25,00,000 ( Two Crore Fifty Two Lakh Fifty Thousand ) equity shares of face value of Rs.10/- (Ten Rupees)

The authorized capital has been increased through Annual General Meeting dated September 30 2023 from existing to 25,25,00,000 ( Twenty Five Crore Twenty-Five Lakh Rupees) divided into 25,25,00,000 ( Two Crore Fifty Two Lakh Fifty Thousand ) Equity Shares of ₹10/- (Rupee Ten) each to 50,25,00,000 ( Fifty Crore Twenty-Five Lakh Rupees) divided into 50,25,00,000 ( Five Crore Two Lakh –Fifty Thousand Rupees) equity shares of face value of Rs.10/- (Ten Rupees)

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**SECTION VI- LEGAL AND OTHER INFORMATION**

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**KEY INDUSTRY REGULATIONS AND POLICIES**

The following description is a summary of certain sector-specific laws currently in force in India, which are applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description below may not be exhaustive and is only intended to provide general information to investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial, or administrative decisions. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain.

The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For information on regulatory approvals obtained by us, please refer "Government and Other Approvals" on page 107. We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts, and policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws.

Following is an overview of some of the important laws and regulations, which are relevant to our business.

**The Micro, Small and Medium Enterprises Development Act, 2006.**

Our company is registered as SME with the District Industries Center. Small and medium scale enterprises (SMEs) are understood in India as enterprises where the investment in plant and machinery or equipment is between ` 25 lakhs to ` 10 crores in case of a manufacturing industry and between ` 10 lakhs to ` 5 Crores in case of a service sector enterprise. This definition is provided in Section 7 of Micro, Small & Medium Enterprises Development Act, 2006 (MSMED Act) and was notified in September 2006. The Act provides for classification of enterprises based on their investment size and the nature of the activity undertaken by that enterprise.

**The Maharashtra Shops and Establishment Act 1948**

The Company has its registered office in the state of Maharashtra. Accordingly, the provisions of the Maharashtra Shops and Establishments Act, 1948 are applicable to the Company. The provisions of the Act regulate the Conditions 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.

**Labour Laws**

Depending upon the nature of the activities undertaken by our Company, certain applicable labour laws and regulations include the following:

**Child Labour (Prohibition and Regulation) Act, 1986**

The Child Labour (Prohibition and Regulation) Act, 1986, ("CLPRA Act") provides for prohibiting engagement of children below 14 years in factories, mines and hazardous employments and regulates the conditions of their employment in certain other employments. The CLPRA Act aims to regulate the number of hours, period of work and holidays to be given to child labourers. It specifies that the employer has to mandatorily furnish certain information regarding employment of child labour to the inspector and maintain a register which would contain details regarding the child labourers. The CLPRA Act also provides for health and safety measures to be complied with by the employer. Inter State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979 ("ISMW Act")

The ISMW Act regulates the employment of inter-state migrant workmen and provides for their conditions of services and for matter connected therewith. Under the provisions of the ISMW Act, every principal employer of an establishment which employs five or more inter-state migrant workmen (whether or not in addition to other workmen) on any day of the preceding 12 months has to register his establishment under ISMW Act. The ISMW Act also requires the principal employers and contractors to

maintain registers with such details of the migrant workmen as may be prescribed. Any violation of the provisions of the ISMW Act and Rules prescribed thereunder is imprisonment which may extend to two years or with fine which may extend to ` 2,000 or with both

### **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 behaviour (inter alia whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organisations, non-governmental organisations, 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 Maternity Benefit Act, 1961**

The Maternity Benefit Act, 1961, as amended (“Maternity Benefit Act”) on 1st April 2017 regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. However, the relevant provision on the “work from home” option will come into effect from 1st July 2017. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. The maximum period for which any woman shall be entitled to maternity benefit shall be 26 weeks, of which not more than eight weeks shall precede the date of her expected delivery. For women who are expecting after having 2 children, the duration of paid maternity leave shall be 12 weeks (i.e., 6 weeks pre and 6 weeks post expected date of delivery). It also provides that every woman who adopts a child shall be entitled to 12 weeks of maternity leave, from the date of adoption. The MB Amendment Act has also introduced an enabling provision relating to “work from home” for women, which may be exercised after the expiry of the 26 weeks’ leave period depending on nature of work. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy. The MB Amendment Act makes crèche facility mandatory for every establishment employing 50 or more employees. Women employees would be permitted to visit the crèche 4 times during the day.

### **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.

### **Maharashtra Profession Act, 1975**

Every person, engaged actively or otherwise in any profession, trade, calling or employment and falling under one or other classes mentioned in Schedule I of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975, is liable to pay, to the State Government, tax prescribed under the said Schedule. Persons earning salary or wages are also covered. Employers are required to deduct Profession Tax, at prescribed rates, from salary/wages paid to employees, and to pay the tax to State Government on behalf of employees. Employer is liable to pay tax irrespective of deduction. Where any employee is covered by one or more entries other than entry 1 in Schedule I and rate of tax under any such other entry is more than rate of tax under entry I of that Schedule and if he issues to his employer, a certificate in Form IIB, or where employee is simultaneously engaged in employment of more than one employer and if such employee issues to his employer, a certificate in Form IIC, the employer(s) has not to deduct tax from the salary/wages payable and such employer(s) are not liable to deposit tax on behalf of such employee.

### **The Central Goods and Services Tax Act, 2017**

The GST Act levies tax on supply of goods and services throughout India to replace multiple taxes levied by the Central and State Governments on production, supply and sale of goods and providing of services in India. The GST Act is applicable from July 1, 2017 and binds together the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. Under GST, goods and services are taxed under five different categories that are 0%, 5%, 12%, 18%, 28%. GST is levied on all transactions such as supply, transfer, purchase, barter, lease, or import of goods and/or services. Transactions

made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

**Other Laws and Regulations**

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, and other applicable statutes imposed by the Centre or the State for its day-to-day operations. Our Company is also amenable to various central and state tax laws

**APPROVALS**

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the section titled *'Government and Other Approvals'* beginning on 107, of this Letter of Offer.

## OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS

Except as disclosed below, there are no outstanding litigations involving our Company and our Subsidiaries/associates whose financial statements are included in the letter of offer, either separately or in a consolidated form including, suits, criminal or civil proceedings and taxation related proceedings that would have a material adverse effect on our operations, financial position or future revenues. In this regard, please note the following:

- In determining whether any outstanding litigation against our Company, other than litigation involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings relating to economic offences against our Company, would have a material adverse effect on our operations or financial position or impact our future revenues, we have considered all pending litigations involving our Company, other than criminal proceedings, statutory or regulatory actions, as 'material';
- For the purpose of determining materiality, the threshold shall be determined by the issuer as per requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended,

Unless stated to the contrary, the information provided below is as of the date of this Letter of Offer.

### LITIGATION INVOLVING OUR COMPANY

#### 1) Litigation Involving Actions by Statutory/Regulatory Authorities

As on date of this Letter of Offer, there are no actions by statutory / regulatory authorities against our Company

#### 2) Litigation involving Tax Liabilities

##### (i) Direct Tax Liabilities

As on date of this Letter of Offer, there are no direct tax liabilities against our Company.

##### (ii) Indirect Taxes Liabilities

As on date of this Letter of Offer, there are no indirect tax liabilities against our Company.

#### 3) Proceedings involving issues of moral turpitude or criminal liability on the part of our Company

As on date of this Letter of Offer, there are no issues of moral turpitude or criminal liability on the part of our Company.

#### 4) Proceedings involving Material Violations of Statutory Regulations by our Company

As on date of this Letter of Offer, there are proceedings involving Material Violations of Statutory Regulations by our Company.

#### 5) Matters involving economic offences where proceedings have been initiated against our Company

As on date of this Letter of Offer, there are no matters involving economic offences where proceedings have been initiated against our Company;

#### 6) Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company

As on date of this Letter of Offer, there are no proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company;

#### **LITIGATION INVOLVING OUR DIRECTORS, PROMOTERS AND PROMOTER GROUP**

##### **Litigation Involving Actions by Statutory/Regulatory Authorities**

As on date of this Letter of Offer, there are no subsisting litigations involving actions by statutory/ regulatory authorities filed by or against our directors, promoters, and promoter group;

#### **LITIGATION INVOLVING OUR SUBSIDIARY**

##### **Litigation involving our Subsidiary**

As on date of this Letter of Offer, there are no subsisting litigations filed by or against our Subsidiary;

#### **DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoter or any of our Directors are or have been categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

#### **DETAILS OF MATERIAL DEVELOPMENTS AFTER THE DATE OF LAST BALANCE SHEET FOR SEPTEMBER 30,2023**

Except as mentioned in this Letter of Offer, no material circumstances have arisen since the date of last financial statement until the date of filing the Letter of Offer, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months to our knowledge.

## GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake this Issue and our current business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

### I. Incorporation details

- Certificate of incorporation dated March 21, 2016 issued to AA Plus Tradelink Limited by the Registrar of Companies, Mumbai.
- The Corporate Identity Number (CIN) of our Company is U74900MH2016PLC274726.

### II. Approvals in relation the Issue

- The Board of Directors have, pursuant to Section 62(1)(a) of the Companies Act 2013, by a resolution passed at its meeting held on December 05, 2023 authorized the Issue.
- In-principle approval from the BSE dated March 1, 2024 refer No LOD/RIGHT/DA/ FIP/1348/2023-24

### III. Approvals in relation Tax

- The permanent account number of our Company is AAOCA2816K .
- The tax deduction account number of our company is MUMA53914A.
- The GST number of our Company is 27AAOCA2816K1ZF.

### IV. Approvals in relation to our Business

- Our Company has obtained UdyogAadhar Registration Certificate bearing number MH18A0194539 issued by the Micro, Small and Medium Enterprises, Government of India, inter-alia, in respect of manufacture of fabricated metal products, except machinery and equipment and manufacture of other fabricated metal product n.e.c. ,

### V. Approvals in relation to Environment

Our Company has received a non-objection certificate (NOC) under the Water Pollution (Prevention and Control of Pollution), Act, 1974 and Air Pollution (Prevention and Control of Pollution) Act 1981 for its manufacturing activity issued by District Trade and Industries Centre Maharashtra .

### OFFICES

**Registered Office:** B-702, Divine Jalpa, Gomati Bhuvan, Near Jain Temple, Jambli Gali, Borivali (West), Mumbai - 400092, Maharashtra, India

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

This Issue of Equity Shares to the Eligible Shareholders is being made in accordance with the:

1. Resolution passed by our Board of Directors under clause (a) of Sub-Section (1) of Section 62 and other provisions of the Companies Act, at their meeting conducted on December 5, 2023
2. The Rights Issue Committee and Board of Directors of our Company in their meeting conducted on 28<sup>th</sup> March 2024 approved this Issue inter-alia on the following terms:

|                                |  |
|--------------------------------|--|
| <b>Issue Size</b>              | 29,39,32,800 /- (Twenty Nine Crore Thirty Nine Lakh thirty Two Thousand Eight Hundred Rupees);   |
| <b>Issue Price</b>             | ₹ 18/- (Rupees Eighteen) per Right Equity Share issued in 1 (One) Rights Entitlement, (i.e. ₹ 18/- (Rupees Eighteen) per Rights Equity Share, including a premium of ₹ 8/- (Rupees Eight) per Rights Equity Share);<br><br>On Application, Investors will have to pay ₹18 (Rupees Eighteen Only) per Rights Equity Share which constitutes 100% ( Hundred percent) of the Issue Price; |
| <b>Issue Entitlement Ratio</b> | 2:1 i.e., 2 Equity Shares for every 1 Equity Shares held by Eligible Shareholders of our Company as on Record Date;  |
| <b>Record Date</b>             | 05 <sup>th</sup> April 2024;   |

The Issue Price shall be determined by the Company;

3. This Letter of Offer has been approved at Meeting of the Board of Directors and Board of the Directors of the Company on April 2, 2024 .
4. Receipt of In-principle approval from BSE Limited in accordance with Regulation 28 (1) of SEBI (LODR) Regulations for listing of the Right Shares proposed to be allotted pursuant Issue vide a letter bearing reference number LOD/RIGHT/DA/FIP/1348/2023-2024 from BSESME Limited BSE SME Limited (BSE Emerge) dated 01<sup>st</sup> March 2024. Our Company will also make application to BSE SME Limited BSE SME Limited (BSE Emerge) to obtain their trading approvals for the Rights Entitlements as required under the ASBA Circular;
5. Our Company has been allotted the ISIN [INE0C5920014] for the Rights Entitlements to be credited to the respective demat accounts of the Eligible Shareholders of our Company.

### PROHIBITION BY SEBI OR RBI OR OTHER GOVERNMENTAL AUTHORITIES

1. Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been prohibited or debarred from accessing or operating in the capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.
2. The companies with which our Directors or the persons in control of our Company are or were associated as promoter, directors or persons in control have not been debarred from accessing the capital market under any order or direction passed by SEBI or any other regulatory or governmental authority.
3. Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been identified as Wilful Defaulters by the RBI;
4. None of our Directors are associated with the securities market in any manner;
5. Our Company, the Promoters and members of the Promoter Group, and the Directors of our Company have not been declared as fugitive economic offenders;

6. None of our Directors currently holds nor have held directorship(s) in the last five years in a listed Company whose shares have been or were suspended from trading on any stock exchange or in a listed Company which has been / was delisted from any stock exchange;
7. There are no proceedings initiated by SEBI, Stock Exchange or ROC, etc., against our Company, Directors, Group Companies;

#### **ELIGIBILITY FOR THE ISSUE**

1. Our Company is a listed company incorporated under the Companies Act, 2013. Our Equity Shares are presently listed on the BSE SME Limited ( BSE Emerge ). Our Company is eligible to offer and issue Right Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI (ICDR) Regulations;
2. Our Company is undertaking this Right Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations. Our Company undertakes to make an application to BSE SME Limited ( BSE Emerge ) for listing of the Right Shares to be issued pursuant to this Issue.

#### **COMPLIANCE WITH SEBI (ICDR) REGULATIONS**

1. The present Issue being of less than ₹5,000 Lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI (ICDR) Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI (ICDR) Regulations with SEBI for information and dissemination on the website of SEBI, i.e. [www.sebi.gov.in](http://www.sebi.gov.in);
2. Our Company is in compliance with requirements of Regulation 61 and Regulation 62 of the SEBI (ICDR) Regulations to the extent applicable;
3. Further, in relation to compliance Regulation 62 (1) (a) of the SEBI (ICDR) Regulations, our Company undertakes to make an application to BSE SME Limited ( BSE Emerge ) for listing of the Right Shares to be issued pursuant to this Issue;

#### **COMPLIANCE WITH CLAUSE (1) OF PART B OF SCHEDULE VI OF SEBI (ICDR) REGULATIONS**

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI (ICDR) Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the Listing Agreement or the SEBI (LODR) Regulations, as applicable for the last one year immediately preceding the date of filing of the Letter of Offer with the SEBI and until date;
2. The reports, statements and information referred to above in clause (1) are available on the website of BSE SME Limited ( BSE Emerge );
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board our Directors as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI (ICDR) Regulations, disclosures in this Letter of Offer have been made in terms of Clause (4) of Part B of Schedule VI of SEBI (ICDR) Regulations.

#### **COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018**

Our Company is in compliance with the provisions of the Companies (Significant Beneficial Ownership) Rules, 2018.

#### **DISCLAIMER CLAUSE OF SEBI**

The Letter of Offer has not been filed with SEBI in terms of SEBI (ICDR) Regulations as the size of issue is up to ₹5,000.00 Lakhs.

As required, a copy of the Letter of Offer will be submitted to SEBI.

#### DISCLAIMER CLAUSES FROM OUR COMPANY

Our Company accept no responsibility for the statements made otherwise than in this Letter of Offer or in any advertisement or other materials issued by us or by any other persons at our instance and anyone placing reliance on any other source of information would be doing so at his/ her own risk.

Investors who invest in this Issue will be deemed to have represented by our Company and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and are relying on independent advice / evaluation as to their ability and quantum of investment in this Issue.

#### CAUTION

Our Company shall make all the relevant information available to the Eligible Shareholders in accordance with the SEBI (ICDR) Regulations and no selective or additional information would be available for a section of the Eligible Shareholders in any manner whatsoever, including at presentations, in research or sales reports, etc., after filing this Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Right Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Letter of Offer is current only as at its date of this Letter of Offer.

#### DISCLAIMER WITH RESPECT TO JURISDICTION

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of this Issue will be subject to the jurisdiction of the appropriate court(s) in Indore, India only.

#### DESIGNATED STOCK EXCHANGE

The Designated Stock Exchange for the purpose of this Issue will be BSE SME Limited ( BSE Emerge )

#### DISCLAIMER CLAUSE OF BSE SMELIMITED

As required, a copy of this Letter of Offer has been submitted to the BSE SME Limited ( BSE Emerge ) has given vide its letter dated 01<sup>st</sup> March 2024 to use its name in this Letter of Offer. The Disclaimer Clause as shall be intimated by the BSE SME Limited ( BSE Emerge ) to us, post-scrutiny of this Letter of Offer, shall be included in the Letter of Offer prior to filing with BSE SME Limited ( BSE Emerge )

Further BSE SME Limited ( BSE Emerge ) does not in any manner:

1. Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; or
2. Warrant that our Company's Equity Shares will be listed or will continue to be listed on BSE SME Limited ( BSE Emerge ); or
3. Take any responsibility for the financial or other soundness of our Company, its management or any scheme or project of our Company;

And it should not for any reason be deemed or construed that this Letter of Offer has been cleared or approved by the BSE SME Limited ( BSE Emerge ).

Every Investor who desires to apply for or otherwise acquires any Equity Shares of our Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE SME Limited ( BSE Emerge ) whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

#### FILING

The Letter of Offer has not been filed with the SEBI for its observations as the size of the issue is up to ₹5,000.00 Lakhs which does not require issuer to file Letter of Offer with SEBI. The Company has filed Letter of Offer with the Stock Exchange for obtaining in-principle approval.

**SELLING RESTRICTIONS**

The distribution of this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, Application Form, and the issue of Right Shares, to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, or Application Form may come are required to inform themselves about and observe such restrictions.

We are making this Issue of Equity Shares on a rights basis to the Eligible Shareholders and will send/ dispatch the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form only to email addresses of such Eligible Shareholders who have provided an Indian address to our Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to e-mail the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form, shall not be sent the Letter of Offer, Abridged Letter of Offer, Entitlement Letter, and Application Form. Further, the Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company and the BSE SME Limited ( BSE Emerge ). Accordingly, our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, and the Application Form.

No action has been or will be taken to permit this Issue in any jurisdiction or the possession, circulation, or distribution of this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, and Application Form or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction where action would be required for that purpose.

Accordingly, the Rights Entitlements or Right Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under those circumstances, this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form must be treated as sent for information only and should not be copied, redistributed or acted upon for subscription to Right Shares or the purchase of Rights Entitlements. Accordingly, persons receiving a copy of this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form should not, in connection with the issue of the Rights Entitlements or Right Shares, distribute or send such document in, into the United States or any other jurisdiction where to do so would, or might contravene local securities laws or regulations or would subject the Company or their respective affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and/or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlement or Right Shares referred to in this Letter of Offer, the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form. Envelopes containing an Application Form should not be dispatched from any jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Right Shares in this Issue must provide an Indian address.

No information in this Letter of Offer should be considered to be business, financial, legal, tax or investment advice.

Any person who makes an application to acquire Rights Entitlement and the Right Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights Entitlement and the Right Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction, without requirement for our Company or their respective affiliates to make any filing or registration (other than in India).

Neither the delivery of the Letter of Offer, Abridged Letter of Offer, Entitlement Letter and Application Form nor any sale or offer hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer or date of such information.

**The contents of this Letter of Offer, the Letter of Offer and Abridged Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of buying or selling of Right Shares or Rights Entitlements. As a result, each Investor should consult its own counsel, business advisor, and tax advisor as to the legal, business, tax, and related matters concerning the offer of Right Shares or Rights Entitlements. In addition, neither our Company nor any of their respective affiliates are making any representation to any offeree or purchaser of the Right Shares or the Rights Entitlements regarding the legality of an investment in the Right Shares or the Rights Entitlements by such offeree or purchaser under any applicable laws or regulations.**

## NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Right Shares have not been and will not be registered under the United States Securities Act, 1933, as amended, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof or to, or for the account or benefit of, 'U.S. persons' (as defined in Regulation S under the Securities Act, except in a transaction exempt from the registration requirements of the Securities Act. The Rights Entitlements and Right Shares referred to in this Letter of Offer are being offered in India and in jurisdictions where such offer and sale of the Right Shares and/ or Rights Entitlements are permitted under laws of such jurisdictions, but not in the United States. The offering to which this Letter of Offer, the Letter of Offer, and Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights.

Accordingly, this Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, Entitlement Letter, and Application Form should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe, is in the United States when the buy order is made. No payments for subscribing for the Right Shares shall be made from US bank accounts and all persons subscribing for the Right Shares and wishing to hold such Right Shares in registered form must provide an address for registration of the Right Shares in India.

**We, the Registrar, or any other person acting on behalf of us, reserve the right to treat as invalid any Application Form which:**

- a. **Does not include the certification set out in the Application Form to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the Rights Entitlements and the Right Shares in compliance with all applicable laws and regulations;**
- b. **Appears to us or its agents to have been executed in, electronically transmitted from or dispatched from the United States;**
- c. **Where a registered Indian address is not provided;**
- d. **Where we believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements;**

**And we shall not be bound to allot or issue any Right Shares in respect of any such Application Form.**

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

## INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

### 1. Mechanism for Redressal of Investor Grievances

Our Company has made adequate arrangements for redressal of investor complaints in compliance with the corporate governance requirements under the SEBI (LODR) Regulations as well as a well-arranged correspondence system developed for letters of routine nature. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular bearing reference number 'CIR/OIAE/2/2011 dated June 3, 2011'. Consequently, investor grievances are also tracked online by our Company through the SCORES mechanism.

Our Company has a Stakeholders Relationship Committee comprising of 3 (Three), members of the said committee, which meets as and when required. Its terms of reference include considering and resolving grievances of shareholders in relation to transfer of shares and effective exercise of voting rights. All investor grievances received by us have been handled by the Company Secretary and Compliance Officer.

The Investor complaints received by our Company are generally disposed of within 15 (Fifteen) days from the date of receipt of the complaint.

The average time taken by the Registrar to the Issue, **PurvaSharegistry (India) Private Limited** for attending to routine grievances will be within 30 (thirty) days from the date of receipt. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. We undertake to resolve the investor grievances in a time bound manner.

## 2. Investor Grievances arising out of this Issue

Our Company's investor grievances arising out of the Issue will be handled by **PurvaSharegistry(India) Private Limited**, who is the Registrar to the Issue. The Registrar to the Issue will have a separate team of personnel handling only post- Issue correspondence.

The agreement between our Company and the Registrar to the Issue will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of Allotment Advice to enable the Registrar to redress grievances of Investors.

All grievances relating to this Issue may be addressed to the Registrar to the Issue giving full details such as folio no., name and address, contact details, Email-ID of the first applicant, number and type of Equity Shares applied for, Application Form serial number, amount paid on application and the name of the bank and the branch where the application was deposited, along with a photocopy of the acknowledgement slip. In case of renunciation, the same details of the Renouncee should be furnished.

The average time taken by the Registrar to the Issue for attending to routine grievances will be seven to ten days from the date of receipt of complaints. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to the Issue to attend to them as expeditiously as possible. Our Company undertakes to resolve the Investor grievances in a time bound manner.

Investors may contact the Company Secretary and Compliance Officer of our Company and/ or Registrar to the Issue at the below mentioned address in case of any pre-Issue/ post-Issue related problems such as non-receipt of allotment advice/ demat credit etc.

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer of our Company of our Company for any pre-Issue or post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Right Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, please refer to the section titled '*Terms of the Issue*' on page114, of this Letter of Offer.

The contact details of the Registrar to the Issue and the Company Secretary and Compliance Officer of our Company are as follows:

| Company Secretary and Compliance Officer   | Registrar to the Issue  |
|--|---|
| <p><b>Mrs. PurnimaBadola</b></p> <p><b>Address: B-702, Divine Jalpa, Gomati Bhuvan, Near Jain Temple, JambliGali, Borivali (West), Mumbai - 400092, Maharashtra, India</b></p> <p><b>Contact Details: +91 22 2898 0308;</b></p> <p><b>Email-ID: <a href="mailto:contact@aaplustradelink.com">contact@aaplustradelink.com</a></b></p> |  <p><b>Purva Sharegistry (India) Private Limited</b><br/> <b>Registrar to the Rights Issue</b><br/> <b>Address :9, Shiv Shakti Industrial Estate, J. R. BorichaMarg, Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai – 400011, Maharashtra</b><br/> <b>Contact Details: +91 22 3522 0056 / 4961 4132;</b><br/> <b>E-mail ID/ Investor grievance e-mail: <a href="mailto:newissue@purvashare.com">newissue@purvashare.com</a></b><br/> <b>Website: <a href="http://www.purvashare.com">www.purvashare.com</a></b><br/> <b>Contact Person: Deepali Dhuri, Compliance Officer</b><br/> <b>SEBI Registration Number: INR000001112;</b><br/> <b>Validity: Permanent</b></p> |

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**SECTION IX – ISSUE INFORMATION**  
**TERMS OF THE ISSUE**

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*This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained the Issue Materials, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is correctly filled up.*

*Unless otherwise permitted under the SEBI (ICDR) Regulations read with SEBI Rights Issue Circulars, Investors proposing to apply in this Issue can apply only through ASBA facility as disclosed in this section.*

### OVERVIEW

This Issue and the Right Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in this Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the BSE SME Limited (BSE Emerge) and the terms and conditions as stipulated in the Allotment advice.

### IMPORTANT

#### 1. Dispatch and availability of Issue materials

In accordance with the SEBI ICDR Regulations, ASBA Circular, our Company will send/dispatch at least three days before the Issue Opening Date, the Abridged Letter of Offer, the Entitlement Letter, Application Form and other issue material ('Issue Materials') only to the Eligible Shareholders who have provided an India address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the India addresses provided by them.

Further, the Letter of Offer will be sent/dispatched, by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses and have made a request in this regard. In case such Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard.

Investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) on the websites of:

- a. Our Company's website at [www.aaplustradelink.com](http://www.aaplustradelink.com);
- b. Registrar to the Issue's website at [www.purvasharee.com](http://www.purvasharee.com) ;
- c. BSE SMELimited's website at [www.bsesme.com](http://www.bsesme.com);

Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue's website at [www.purvashare.com](http://www.purvashare.com) by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at [www.aaplustradelink.com](http://www.aaplustradelink.com).

Further, our Company will undertake all adequate steps to reach out the Eligible Shareholders who have provided their Indian address through other means, as may be feasible. In light of the current situation and pursuant to the SEBI Rights Issue Circulars, our Company, and the Registrar to the Issue will not be liable for non-dispatch of physical copies of Issue materials, including

the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form attributable to the non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

## 2. Facilities for Application in this Issue

**In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI - Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, please refer to the Paragraph titled '*Procedure for Application through the ASBA Process*' page no. 125 of this Letter of Offer.**

### ASBA facility

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, Paragraph titled '*Procedure for Application through the ASBA Process*' on page 125 of this Letter of Offer.

Please note that subject to SCSBs complying with the requirements of SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

### Credit of Rights Entitlements in demat accounts of Eligible Shareholders

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI - Rights Issue Circular, the credit of Rights Entitlements and Allotment of Right Shares shall be made in dematerialized form only.

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to:

- a. The demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialised form; and
- b. A demat suspense escrow account (namely, '**AA PLUS TRADELINK - RIGHTS ENTITLEMENT SUSPENSE DEMAT ACCOUNT**') opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:
  - (i) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
  - (ii) Equity Shares held in the account of IEPF authority; or
  - (iii) The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
  - (iv) Credit of the Rights Entitlements returned/ reversed/ failed; or
  - (v) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

Eligible Shareholders as on Record Date are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar to the Issue not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by April 30, 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to

their demat account at least 1 (One) day before the Issue Closing Date, to enable such Eligible Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account is active, details of which have been provided to the Company or the Registrar to the Issue, to facilitate the aforementioned transfer.

#### OTHER IMPORTANT LINKS AND HELPLINE

The Investors can visit following links for the below-mentioned purposes:

| Purpose   | Link   |
|---|--|
| Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors | <a href="http://www.purvashare.com">www.purvashare.com</a>         |
| Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders  |  |
| Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar to the Issue or our Company  | <a href="mailto:support@purvashare.com">support@purvashare.com</a> |
| Updation of demat account details by Eligible Shareholders holding shares in physical form  |  |

#### RENOUNCEES

All rights and obligations of the Eligible Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

#### AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution of Board of Directors of our Company passed at their meeting held on December05,2023, in accordance with the provisions of Section 62(1)(a) of the Companies Act.

The Board of Directors in their meeting held on 28<sup>th</sup> March 2024 have determined the Issue Price at ₹18 per Equity Share (including the premium amount of Rs. 8/-) and the Rights Entitlement as 2 Rights Equity Share(s) for every 1 fully paid-up Equity Share(s) held on the Record Date.

The Issue Price has been determined by the Company.

#### BASIS FOR THIS ISSUE

The Right Shares are being offered for subscription for cash to the Eligible Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members at the close of business hours on the Record Date.

#### RIGHTS ENTITLEMENTS

Eligible Shareholders whose names appear as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Shares as set out in the Rights Entitlement Letter

The Registrar will send/dispatch a Rights Entitlement Letter along with the Abridged Letter of Offer and the Application Form to all Eligible Equity Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlements or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions, which will contain details of their Rights Entitlements based on their shareholding as on the Record Date.

Eligible Shareholders can also obtain the details of their respective Rights Entitlements from the Registrar to the Issue's website at [www.purvashare.com](http://www.purvashare.com) by entering their DP-ID and Client-ID or Folio Number (in case of Eligible Equity Shareholders holding

Equity Shares in physical form) and PAN. The link for the same shall also be available on our Company's website at [www.aaplustradelink.com](http://www.aaplustradelink.com).

Rights Entitlements shall be credited to the respective demat accounts of Eligible Shareholders before the Issue Opening Date only in dematerialised form.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Rights Issue Opening Date only in dematerialised form. If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Rights Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Rights Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the Registrar's website at [www.purvashare.com](http://www.purvashare.com). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts, except in case of resident Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date.

Our Company is undertaking this Issue on a rights basis to the Eligible Shareholders and will send the Issue Materials to email addresses of Eligible Shareholders who have provided their Indian address to our Company or who are located in jurisdictions where this Issue and sale of the Rights Entitlements or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid email address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

The Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar and our Company through a link contained in the aforementioned email sent to email addresses of Eligible Shareholders (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) and on the BSE SMELimited's (BSE Emerge) website. The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Right Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer filed with BSE SMELimited (BSE Emerge) and the Letter of Offer to be filed with SEBI and the BSE SME Limited (BSE Emerge). Accordingly, the Rights Entitlements and Right Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, or the Application Form should not, in connection with the issue of the Right Shares or the Rights Entitlements, distribute or send the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations. If the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Forms received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who acquires Rights Entitlements or makes an Application will be deemed to have declared, warranted and agreed, by accepting the delivery of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, that it is entitled to subscribe for the Right Shares under the laws of any jurisdiction which apply to such person.

## PRINCIPAL TERMS OF THIS ISSUE

### 1. Face Value

Each Right Shares will be having face value of ₹10.00 (Rupee Ten Only).

### 2. Issue Price

Each Rights Equity Share is being offered at a price of ₹ 18 (Rupees Eighteen Only) per Rights Equity Share (including a premium of ₹ 8 (Rupees Eight Only) per Rights Equity Share in this Issue.

On Application, Investors will have to pay entire amount of ₹18 (Rupees Eighteen Only) per Rights Equity Share which constitutes 100% ( Hundred percent) of the Issue Price.

The Issue Price for Right Shares has been arrived at by our Company and has been decided prior to the determination of the Record Date.

### 3. Rights Entitlements Ratio

The Right Shares are being offered on a rights basis to the Eligible Shareholders in the ratio of 2 Rights Equity Share(s) for every 1 fully paid up Equity Share(s) held by the Eligible Shareholders as on the Record Date.

### 4. Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the BSE SME Limited (BSE Emerge) or through an off-market transfer

In accordance with SEBI circulars the Physical Shareholders as on the Record Date, who have not furnished the details of their demat account to the Registrar or our Company at least 2 (Two) Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

### 5. Process of Credit of Rights Entitlements in dematerialized account

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to:

- a. The demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialized form; and
- b. A demat suspense escrow account (namely, 'aa plus tradelink limited- escrow account' opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:
  - (i) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
  - (ii) Equity Shares held in the account of IEPF authority; or
  - (iii) Physical Shareholders as on Record Date where details of demat accounts are not provided by Eligible Shareholders to our Company or Registrar; or
  - (iv) The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
  - (v) Credit of the Rights Entitlements returned/ reversed/ failed; or
  - (vi) The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

In this regard, our Company has made necessary arrangements with the Depositories for the crediting of the Rights Entitlements to the demat accounts of the Eligible Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [INE0C5920014]. The said ISIN shall remain frozen (for debit) till the Issue Opening Date and shall become active on the Issue Opening Date and remain active for renunciation or transfer during the Renunciation Period, i.e., from April 22,2024 to April 30,2024(both days inclusive). It is clarified that the Rights Entitlements shall not be available for

transfer or trading post the Renunciation Period. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Shareholders whose Rights Entitlement are credited in demat suspense account are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by April 30,2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 1 (One) day before the Issue Closing Date, to enable such Eligible Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the transfer. Physical Shareholders can update the details of their demat accounts on the website of the Registrar accessible at [www.purvashare.com](http://www.purvashare.com). Such Eligible Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Shareholders and the dematsuspense escrow account to the BSE after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Shareholders can be accessed by such respective Eligible Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, PLEASE REFER TO THE PARAGRAPH TITLED 'PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS' ON PAGE 125 OF THIS LETTER OF OFFER.**

## 6. Trading of the Rights Entitlements

In accordance with the ASBA Circulars and SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the BSE SME Limited (BSE Emerge) under ISIN [INE0C5920014]. Prior to the Issue Opening Date, our Company will obtain the approval from the BSE SME Limited (BSE Emerge) for trading of Rights Entitlements. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the BSE on T+1 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from April 22,2024 to April 30,2024 (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date. For details, see '*Procedure for Renunciation of Rights Entitlements – On Market Renunciation*' and '*Procedure for Renunciation of Rights Entitlements – Off Market Renunciation*'.

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

## 7. Terms of Payment

The entire amount of the Issue Price of ₹ 18 per Rights Equity Share shall be payable at the time of Application.

Each Rights Equity Share is being offered at a price of ₹ 18/- per Rights Equity Share (including a premium of ₹ 8/- per Rights Equity Share), for every 1 Rights Equity Share allotted in this Issue.

Where an Applicant has applied for additional Right Shares and is Allotted a lesser number of Right Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The un-blocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI (ICDR) Regulations. In the event that there is a delay in

making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

#### **8. Fractional Entitlements**

The Rights Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of 2 Rights Shares for every 1 (One) Equity Share held as on Friday, April 05, 2024, being the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. In terms of present ratio, there will no fractional shares.

#### **9. Ranking of Equity Shares**

The Right Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the NSE and the terms and conditions as stipulated in the Allotment advice.

The Right Shares being issued and Allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association. The Right Shares shall rank pari-passu, in all respects including dividend, with our existing Equity Shares.

The voting rights in a poll, whether present in person or by representative or by proxy shall be in proportion to the paid-up value of the Shares held, and no voting rights shall be exercisable in respect of moneys paid in advance, if any.

#### **10. Credit Rating**

As this Issue is a Rights Issue, there is no requirement for credit rating for this Issue

#### **11. Listing and trading of the Right Shares to be issued pursuant to this Issue**

Subject to receipt of the listing and trading approvals, the Right Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI (ICDR) Regulations, the Right Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary procedures for listing and commencement of trading in the Right Shares will be taken within such period prescribed under the SEBI (ICDR) Regulations. Our Company has received in-principle approval from the BSE through letter bearing reference number LOD/RIGHT/DA/FIP/1348/2023-24 dated 01<sup>st</sup> March 2024. Our Company will apply to the BSE Limited for final approvals for the listing and trading of the Right Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Right Shares or the price at which the Right Shares offered under this Issue will trade after the listing thereof.

The Right Shares shall be listed and admitted for trading on the BSE SME Limited (BSE Emerge) under ISINs for Right Shares. The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

The existing Equity Shares are listed and traded on SME platform of BSE bearing Scrip Symbol code 'AAPLUSTRAD' Scrip code 543319 under ISIN 'INE0C5901014'. The Rights Equity shall be credited to temporary ISINs which will be frozen until the receipt of the final listing/ trading approval from the Stock Exchange. Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISINs and credited to the existing ISIN as fully paid-up Equity share of our company.

The listing and trading of the Rights Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. In case our Company fails to obtain listing or trading permission from the BSE SME, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/ blocked within four days of receipt of intimation from the BSE, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within 4 (Four) days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

**12. Subscription to this Issue by our Promoter and our Promoter Group**

For details of the intent and extent of subscription by our Promoter and the Promoter Group, see the paragraph titled '*Intention and extent of participation by our Promoter and Promoter Group*' under the section titled '*Capital Structure*' on page 36 of this Letter of Offer.

**13. Rights of holders of Right Shares of our Company**

Subject to applicable laws, holders of the Right Shares shall have the following rights:

- a. The Right Shares shall rank *pari-passu* with the existing Equity Shares in all respects;
- b. The right to receive dividend, if declared;
- c. The right to vote in person, or by proxy, except in case of Right Shares credited to the demat suspense account for resident Eligible Shareholders;
- d. The right to receive surplus on liquidation;
- e. The right to free transferability of Right Shares;
- f. The right to attend general meetings of our Company and exercise voting powers in accordance with law; and
- g. Such other rights as may be available to a shareholder of a listed public Company under the Companies Act, 2013, the Memorandum of Association and the Articles of Association.

**Subject to applicable law and Articles of Association, holders of Right Shares shall be entitled to the above rights in proportion to amount paid-up on such Right Shares in this Issue.**

**14. Mode of Payment of Dividend**

In the event of declaration of dividend, our Company shall pay dividend to the shareholders of our Company as per the provisions of the Companies Act and the provisions of the Articles of Association.

## GENERAL TERMS OF THE ISSUE

**1. Market Lot**

The Equity Shares of our Company are tradable only in dematerialized form. The market lot for trading of Rights Entitlements is 8000 Shares and in multiples of 8000 Shares. To clarify further, fractional entitlements are not eligible for trading.

**2. Minimum Subscription**

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020, our Company is not required to achieve minimum subscription for the Rights Issue on account of the following reason:

- a. Objects of the issue being other than capital expenditure for a project; and
- b. Our Promoter and Promoter Group have confirmed that they will subscribe to their right entitlement, in part or to full extent and will not renounce rights except to the extent of renunciation within the promoter group.

The objects of the Rights Issue involve financing other than the financing of capital expenditure for a project.

**3. Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be

required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Right Shares offered in this Issue.

#### 4. **Nomination**

Nomination facility is available in respect of the Rights Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Rights Equity Shares to be allotted in this Issue. Nominations registered with the respective Depository Participants of the Investors would prevail. Any Investor holding Equity Shares in dematerialized form and desirous of changing the existing nomination is requested to inform its Depository Participant.

#### 5. **Arrangements for Disposal of Odd Lots**

The Rights Equity Shares are traded in dematerialized form only. The market lot for trading of Rights Entitlements is 8000 Shares and in multiples of 8000 Shares and therefore the marketable lot is 8000 Equity Shares.

#### 6. **Restrictions on transfer and transmission of shares and on their consolidation/splitting**

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI (LODR) Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

#### 7. **Notices**

In accordance with the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material only to the Eligible Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Right Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

The Letter of Offer will be provided by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their email address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation (Hindi being the regional language of Indore where our Registered Office is situated).

The Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on their website.

#### **OFFER TO NON-RESIDENT ELIGIBLE SHAREHOLDERS/INVESTORS**

As per Rule 7 of the FEMA Rules, the RBI has given general permission to Indian companies to issue Right Shares to non-resident shareholders including additional Right Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by the RBI, non-residents may, amongst other things:

1. Subscribe for additional Equity Shares over and above their Rights Entitlements;
2. Renounce the Equity Shares offered to them either in full or in part thereof in favour of a person named by them; or
3. Apply for the Equity Shares renounced in their favour.

Applications received from NRIs and non-residents for allotment of Right Shares shall be, amongst other things, subject to the conditions imposed from time to time by the RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Right Shares and issue of Rights Entitlements Letters/ letters of Allotment/Allotment advice.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent to the e-mail address of non-resident Eligible Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions. Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchange. The Board of Directors may at its absolute discretion, agree to such terms and conditions as may be stipulated by the RBI while approving the Allotment. The Right Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Right Shares are issued on rights basis.

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Any non-resident shareholder who has applied in the Issue without submitting RBI approval and/or without providing Indian address, his/her application will be liable for rejection.

## PROCEDURE FOR APPLICATION

### How to Apply

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process only. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

### Application Form

The Application Form for the Right Shares offered as part of this Issue would be sent to the Eligible Shareholders only to

- (i) E-mail addresses of resident Eligible Shareholders who have provided their e-mail addresses;
- (ii) Indian addresses of the resident Eligible Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Shareholders have not provided the valid email address to our Company;
- (iii) Indian addresses of the non-resident Eligible Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and
- (iv) E-mail addresses of foreign corporate or institutional shareholders.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through email or physical delivery, as applicable, at least 3 (Three) days before the Issue Opening Date.

In case of non-resident Eligible Shareholders, the Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter shall be sent through e-mail address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Right Shares is permitted under laws of such jurisdictions.

**Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit or there is a delay in physical delivery (where applicable).**

To update the respective e-mail addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Shareholders should visit [www.purvashare.com](http://www.purvashare.com). Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Right Shares under applicable securities laws) from the websites of:

- (i) Our Company at [www.aaplustradelink.com](http://www.aaplustradelink.com);
- (ii) The Registrar at [www.purvasharee.com](http://www.purvasharee.com);
- (iii) The Stock Exchange at [www.bsesme.com](http://www.bsesme.com).

The Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at [www.purvashare.com](http://www.purvashare.com) by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at [www.aaplustradelink.com](http://www.aaplustradelink.com).

The Application Form can be used by the Eligible Shareholders as well as the Renounees, to make Applications in this Issue on the basis of the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Shareholders applying in this Issue, as applicable.

In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Right Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Right Shares by:

- (i) Submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- (i) The ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or

**Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.**

**Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see 'Grounds for Technical Rejection'. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making an Application that is available on the website of the Registrar, Stock Exchange, or on a plain paper with the same details as per the Application Form available online. Please note that Eligible Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see '*Application on Plain Paper under ASBA process*' on page 127 of this Letter of Offer.

#### OPTIONS AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

The Rights Entitlement Letter will clearly indicate the number of Right Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

1. Apply for its Right Shares to the full extent of its Rights Entitlements; or
2. Apply for its Right Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. Apply for Right Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. Apply for its Right Shares to the full extent of its Rights Entitlements and apply for additional Right Shares; or
5. Renounce its Rights Entitlements in full.

## PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

### Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular bearing reference number 'CIR/CFD/DIL/13/2012' dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

## ACCEPTANCE OF THIS ISSUE

Investors may accept this Issue and apply for the Right Shares:

Submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, or

Please note that on the Issue Closing Date:

Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the BSE SME Limited(BSE Emerge), and

**Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.**

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section '*Application on Plain Paper under ASBA processes*' on page 127 of this Letter of Offer.

## ADDITIONAL RIGHT SHARES

Investors are eligible to apply for additional Right Shares over and above their Rights Entitlements, provided that they are eligible to apply for Right Shares under applicable law and they have applied for all the Right Shares forming part of their Rights Entitlements without renouncing them in whole or in part. The Rights Entitlements comprise of 1 Rights Equity. Where the number of additional Right Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Right Shares shall be considered and Allotment shall be made in accordance with the SEBI (ICDR) Regulations and in the manner prescribed under the section '*Basis of Allotment*' on page no. 135.

**Eligible Shareholders who renounce their Rights Entitlements cannot apply for additional Right Shares.**

**Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Rights Shares.**

Pursuant to the ASBA Circulars, resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Shares while submitting the Application through ASBA process.

## PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part:

- 1) By using the secondary market platform of BSE SME Limited(BSE Emerge),; or
- 2) Through an off -market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Rights Shares.

The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stockbroker regarding any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied for trading in Rights Entitlements

**OUR COMPANY ACCEPT NO RESPONSIBILITY TO BEAR OR PAY ANY COST, APPLICABLE TAXES, CHARGES, AND EXPENSES (INCLUDING BROKERAGE), AND SUCH COSTS WILL BE INCURRED SOLELY BY THE INVESTORS.**

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

### (i) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI (ICDR) Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Shareholders shall be admitted for trading on the Stock Exchange under the ISIN that shall be allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from April 22, 2024 to April 30, 2024 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN [INE0C5920014] (for Rights Entitlement) that shall be allotted for the Rights Entitlement and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+1 rolling settlement bases, where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

### (ii) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only.

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

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN (for Rights Entitlement) that shall be allotted for the

Rights Entitlement, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

#### APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorizing such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- (i) Name of our Company, being '**AA PLUS TRADELINK LIMITED**';
- (ii) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- (iii) Registered Folio No./DP and Client ID No.;
- (iv) Number of Equity Shares held as on Record Date;
- (v) Allotment option – only dematerialized form;
- (vi) Number of Right Shares entitled to;
- (vii) Total number of Right Shares applied for;
- (viii) Number of additional Right Shares applied for, if any;
- (ix) Total number of Right Shares applied for;
- (x) Total amount paid for Right Shares issued in one Rights Entitlement;
- (xi) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- (xii) In case of non-resident Eligible Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules.
- (xiii) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Right Shares applied for pursuant to this Issue;
- (xiv) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- (xv) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- (xvi) In addition, all such Eligible Shareholders are deemed to have accepted the following:

*I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the 'US Securities Act') or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the 'United States') except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (hereinafter referred to as '**Regulation S**'), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

*I/ We acknowledge that the Company, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements. In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at [www.purvashare.com](http://www.purvashare.com).*

*I/ We acknowledge that Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.'*

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at [www.purvashare.com](http://www.purvashare.com).

## MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility only.

The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account, details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the

ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in Section 40 (3) of the Companies Act, 2013.

The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB. The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their Application at the time of the submission of the Application Form.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

#### 1. Mode of payment for Resident Investors

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

#### 2. Mode of payment for non-resident Investors

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

- a) Individual non-resident Indian Applicants who are permitted to subscribe to Rights Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar, the BSE SME Limited ( BSE Emerge), and our Company;

*Note: In case of non-resident Eligible Shareholders, the Issue Materials shall be sent to shall be sent to their email addresses if they have provided their Indian address to our Company and if they are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. The Letter of Offer will be provided by the Registrar on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions.*

- i. Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Shares may be restricted by applicable securities laws;
- ii. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI;

#### Notes

- (i) In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act;
- (ii) In case Rights Shares Are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Shares cannot be remitted outside India;
- (iii) In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals;
- (iv) Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment;
- (v) In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account;

- (vi) Non-resident Renounees, who are not Eligible Shareholders, must submit regulatory approval for applying for additional Rights Shares;

#### ALLOTMENT OF THE RIGHT SHARES IN DEMATERIALIZED FORM

**PLEASE NOTE THAT THE RIGHTS SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE 'ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS' ON PAGE 136 OF THIS LETTER OF OFFER.**

#### GENERAL INSTRUCTIONS FOR INVESTORS

1. Please read this Letter of Offer carefully to understand the Application process and applicable settlement process;
2. Please read the instructions on the Application Form sent to you;
3. The Application Form can be used by both the Eligible Shareholders and the Renounees;
4. Application should be made only through the ASBA facility;
5. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English;
6. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section '*Application on Plain Paper under ASBA processes* on page 127 of this Letter of Offer;
7. In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use only the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA;
8. An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application.
9. Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange;
10. Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar;
11. In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form;
12. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, **Applications without PAN will be considered incomplete and are liable to be rejected.** With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be 'suspended for credit' and no Allotment and credit of Right Shares pursuant to this Issue shall be made into the accounts of such Investors;
13. In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon;

14. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB;
15. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant;
16. All communication in connection with Application for the Right Shares, including any change in address of the Eligible Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable; In case of any change in address of the Eligible Shareholders, the Eligible Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar;
17. Please note that subject to SCSBs complying with the requirements of SEBI Circular bearing reference number 'CIR/CFD/DIL/13/2012 dated September 25, 2012' within the periods stipulated therein, Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility;
18. In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications;
19. Investors are required to ensure that the number of Right Shares applied for by them do not exceed the prescribed limits under the applicable law;
20. An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue;

***Do's:***

1. Ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may Investors should provide correct DP-ID and client-ID/ folio number while submitting the Application. Such DP-ID and Client-ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
2. mention their internal reference number in place of application number;
3. Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act;
4. Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ('Demographic Details') are updated, true and correct, in all respects;

***Don'ts:***

1. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction;
2. Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
3. Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application;
4. Do not pay the Application Money in cash, by money order, pay order or postal order;
5. Do not submit multiple Applications.

***Do's for Investors applying through ASBA:***

1. Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Right Shares will be Allotted in the dematerialized form only;
2. Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application;
3. Ensure that there are sufficient funds (equal to {number of Right Shares (including additional Right Shares) applied for} X {Application Money of Right Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB;
4. Ensure that you have authorized the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same;
5. Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location;
6. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form on a plain paper Application;
7. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter;

***Don'ts for Investors applying through ASBA:***

1. Do not apply if you are not eligible to participate in this Issue under the securities laws applicable to your jurisdiction;
2. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa;
3. Do not send your physical Application to the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only;
4. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process;

**Grounds for Technical Rejection**

Applications made in this Issue are liable to be rejected on the following grounds:

1. DP-ID and Client-ID mentioned in Application not matching with the DP-ID and Client ID records available with the Registrar;
2. Sending an Application to the Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company;
3. Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money;
4. Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders;
5. Account holder not signing the Application or declaration mentioned therein;
6. Submission of more than one Application Forms for Rights Entitlements available in a particular demat account;
7. Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application;

8. Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts);
9. Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories;
10. Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB;
11. Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Letter of Offer;
12. Physical Application Forms not duly signed by the sole or joint Investors;
13. Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, and money order, postal order or outstation demand s;
14. If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements;
15. Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs) or other jurisdictions where the offer and sale of the Right Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) outside India and the United States and is a foreign corporate or institutional shareholder eligible to subscribe for the Rights Equity Share under the applicable securities laws or (b) a U.S. QIB in the United States, and in each case such person is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Right Shares in respect of any such Application Form;
16. Applications which have evidence of being executed or made in contravention of applicable securities laws;
17. Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar;
18. Applications by a non-resident without the approval from RBI with respect to Rule 7 of the FEMA Rules;

**DEPOSITORY ACCOUNT AND BANK DETAILS FOR INVESTORS HOLDING SHARES IN DEMAT ACCOUNTS AND APPLYING IN THIS ISSUE**

**IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHT SHARES DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP-ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.**

**Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.**

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants.

By signing the Application Forms, the Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

**The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Right Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs, Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.**

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

### MULTIPLE APPLICATIONS

In case where multiple Applications are made in respect the Rights Entitlements using same demat account, such Applications shall be liable to be rejected. However supplementary applications in relation to further Right Shares with/without using additional Rights Entitlements will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see '*Procedure for Applications by Mutual Funds*' below. Cases where Investor submits Application Forms along with plain paper or multiple plain paper Applications for same Rights Entitlements shall be treated as multiple applications.

In cases where multiple Application Forms are submitted, such Applications shall be treated as multiple applications and are liable to be rejected.

### LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is May 6,2024 , i.e., Issue Closing Date. The Board of Directors may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by the Board of Directors, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and the Board of Directors shall be at liberty to dispose of the Right Shares hereby offered, as provided under the section, '*Basis of Allotment*' on 135of this Letter of Offer.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the BSE SME Limited(BSE Emerge),

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

### WITHDRAWAL OF APPLICATION

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, whether applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

### ISSUE SCHEDULE

|   |               |
|---|---------------|
| Last date for Credit of Rights Entitlements | May 6,2024    |
| Issue Opening Date                          | April 22,2024 |
| Last Date for On Market Renunciation*       | April 30,2024 |
| Issue Closing Date                          | May 6,2024    |

|   |             |
|---|-------------|
| <b>Finalisation of Basis of Allotment (on or about)</b> | May 10,2024 |
| <b>Date of Allotment (on or about)</b>                  | May 14,2024 |
| <b>Date of Credit (on or about)</b>                     | May 21,2024 |
| <b>Date of Listing (on or about)</b>                    | May 17,2024 |

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

Our Board of Directors may however decide to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

### **BASIS OF ALLOTMENT**

Subject to the provisions contained in this Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Right Shares in the following order of priority:

1. Full Allotment to those Eligible Shareholders who have applied for their Rights Entitlements of Right Shares either in full or in part and also to the Renounee(s) who has or have applied for Right Shares renounced in their favour, in full or in part.
2. Eligible Shareholders whose fractional entitlements are being ignored and Eligible Shareholders with zero entitlement, would be given preference in allotment of one additional Rights Equity Share each if they apply for additional Right Shares. Allotment under this head shall be considered if there are any unsubscribed Right Shares after allotment under (a) above. If number of Right Shares required for Allotment under this head are more than the number of Right Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
3. Allotment to the Eligible Shareholders who having applied for all the Right Shares offered to them as part of this Issue, have also applied for additional Right Shares. The Allotment of such additional Right Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Right Shares after making full Allotment in (1) and (2) above. The Allotment of such Right Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
4. Allotment to Renounees who having applied for all the Right Shares renounced in their favour, have applied for additional Right Shares provided there is surplus available after making full Allotment under (1), (2) and (3) above. The Allotment of such Right Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
5. Allotment to any other person, that our Board may deem fit, provided there is surplus available after making Allotment under (1), (2), (3) and (4) above, and the decision of our Board in this regard shall be final and binding. After taking into account Allotment to be made under (1) to (4) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Right Shares in this Issue, along with:

1. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
2. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
3. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

## ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will e-mail Allotment advice, refund intimations or demat credit of Right Shares and/or letters of regret, along with crediting the Allotted Right Shares to the respective beneficiary accounts (only in dematerialized mode) or in a demat suspense account or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 (Fifteen) days from the Issue Closing Date. In case of failure to do so, our Company and the Directors who are 'officers in default' shall pay interest at 15% (Fifteen Percent) p.a. and such other rate as specified under applicable law from the expiry of such 15 (Fifteen) days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is Allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed by within such period as prescribed under the SEBI (ICDR) Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

## PAYMENT OF REFUND

### *Mode of making refunds*

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

1. Unblocking amounts blocked using ASBA facility.
2. National Automated Clearing House (hereinafter referred to as '**NACH**') – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
3. National Electronic Fund Transfer (hereinafter referred to as '**NEFT**') – Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code (hereinafter referred to as 'IFSC Code'), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
4. Direct Credit – Investors having bank accounts with the Bankers to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
5. RTGS – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.
6. For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand s drawn in favor of the sole/first Investor and payable at par.
7. Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.

**Refund payment to non-residents**

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

**ALLOTMENT ADVICE OR DEMAT CREDIT OF SHARES**

The demat credit of Shares to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.) will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

**RECEIPT OF THE RIGHT SHARES IN DEMATERIALIZED FORM**

Please Note That the Right Shares Applied For Under This Issue Can Be Allotted Only In Dematerialized Form And to

1. The Same Depository Account/ Corresponding PAN in which The Equity Shares Are Held By Such Investor On The Record Date, Or
2. The Depository Account, Details of which Have Been Provided to our Company or The Registrar At Least Two Working Days Prior To The Issue Closing Date By The Eligible Equity Shareholder Holding Equity Shares In Physical Form As On The Record Date, Or
3. Demat Suspense Account Pending Receipt of Demat Account Details For Resident Eligible Shareholders/ Where The Credit Of The Rights Entitlements Returned/Reversed/Failed.

Investors shall be Allotted the Right Shares in dematerialized (electronic) form.

**INVESTORS MAY PLEASE NOTE THAT THE RIGHT SHARES CAN BE TRADED ON THE BSE SMELIMITED ( BSE EMERGE ) ONLY IN DEMATERIALIZED FORM.**

The procedure for availing the facility for Allotment of Right Shares in this Issue in the dematerialized form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Right Shares and the Application Form will be rejected.
5. The Right Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Shareholders with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by email and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Right Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, by email and, if the printing is feasible, through physical dispatch.

7. Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Right Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

## PROCEDURE FOR APPLICATION BY CERTAIN CATEGORIES OF INVESTORS

### 1. Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post -Offer Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group 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 also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against Shares held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

### 2. Procedure for Applications by AIFs, FVCIs and VCFs

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

### 3. Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ('OCI') may purchase or sell capital instruments of a listed Indian Company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid - up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian Company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a

fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities 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. It is not clear from the press note whether or not an issuance of the Right Shares to Restricted Investors will also require a prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required and such approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

#### 4. Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

#### 5. Procedure for Applications by Systemically Important Non-Banking Financial Companies ('NBFC-SI')

In case of an application made by NBFC-SI registered with the RBI, (a) the certificate of registration issued by the RBI under Section 45IA of the RBI Act, 1934 and (b) net-worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

### IMPERSONATION

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

*'Any person who makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its Shares; or makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its Shares; or otherwise induces directly or indirectly a Company to allot, or register any transfer of, Shares to him, or to any other person in a fictitious name, shall be liable for action under Section 447.'*

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

In case the fraud involves (i) an amount which is less than ₹10 lakhs or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹50 lakhs or with both.

### PAYMENT BY STOCKINVEST

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Rights Issue.

### DISPOSAL OF APPLICATION AND APPLICATION MONEY

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branch of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board of Directors of the Company reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In cases where refunds are applicable, such refunds shall be made within a period of 15 days. In case of failure to do so, our Company and the Directors who are 'officers in default' shall pay interest at the prescribed rate. In case an Application is

rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Right Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

#### UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. The complaints received in respect of the issue shall be attended to by our Company expeditiously and satisfactorily;
2. All steps for completion of the necessary formalities for listing and commencement of trading at BSE SME Limited (BSE Emerge), where the Right Shares are to be listed are taken within the time limit specified by the SEBI;
3. The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company;
4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 (Fifteen) days of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. Where release of block on the application amount for unsuccessful bidders or part of the application amount in case of proportionate allotment, a suitable communication shall be sent to the applicants;
6. Adequate arrangements shall be made to collect all ASBA applications;

#### UTILIZATION OF ISSUE PROCEEDS

Our Board declares that:

- a. All monies received out of issue of this Right Equity Issue to the public shall be transferred to a separate bank account.
- b. Details of all monies utilized out of this Right Issue referred to in clause (A) above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies had been utilized; and
- c. Details of all unutilized monies out of this Right Issue referred to in clause (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

#### IMPORTANT

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.
2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed '**AA PLUS TRADELINK -RIGHT ISSUE**' on the envelope and postmarked in India or in the email) to the Registrar at the following address:

**Purva Sharegistry (India) Private Limited**  
**Registrar to the Rights Issue**

**Address :**9, Shiv Shakti Industrial Estate, J. R. Boricha Marg,  
Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai – 400011, Maharashtra  
**Contact Details:** +91 22 3522 0056 / 4961 4132;

**E-mail ID/ Investor grievance e-mail:** [newissue@purvashare.com](mailto:newissue@purvashare.com)

**Website:** [www.purvashare.com](http://www.purvashare.com)

**Contact Person:** Deepali Dhuri, Compliance Officer

**SEBI Registration Number:** INR000001112;

**Validity:** Permanent

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar ([www.purvashare.com](http://www.purvashare.com)).
4. This Issue will remain open for a minimum 07 (Seven) days. However, the Board of Directors will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the 'automatic route', where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the 'government route', where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise way such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ('**FDI Circular 2020**'), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that:

1. The activities of the investee company fall under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI (SAST) Regulations;
2. The non- resident shareholding is within the sectoral limits under the FDI Policy; and
3. The pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid to make any investment in the Issue.

Our Company will not be responsible for any allotments made by relying on such approvals. Please also note that pursuant to Circular no. 14 dated September 16, 2003, issued by RBI, Overseas Corporate Bodies have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as a incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

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

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**SECTION VII – OTHER INFORMATION**


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Please note that the Right Shares applied for under this Issue can be allotted only in dematerialised form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder, or (c) demat suspense account where the credit of the Rights Entitlements returned/reversed/failed.

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**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**


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The following material documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than 2 (Two) years prior to the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of these contracts and also the documents for inspection referred to hereunder, would be available on the website of the Company at [www.aaplustradelink.com](http://www.aaplustradelink.com) in from the date of this Letter of Offer until the Issue Closing Date.

**MATERIAL CONTRACTS FOR THE ISSUE**

1. Registrar Agreement dated 16<sup>th</sup> March 2024 between our Company and the Registrar to the Issue;
2. Bankers to the Issue Agreement dated 09<sup>th</sup> February, 2024 among our Company and the Registrar to the Issue and the Bankers to the Issue;

**MATERIAL DOCUMENTS IN RELATION TO THE ISSUE**

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company;
2. Fresh certificate of incorporation
3. Copies of annual report of our Company for the last Financial Years for the Financial Year ending March 31, 2023.
4. Resolution of our Board of Directors dated December 05, 2023, in relation to the Issue and other related matters;
5. Resolution of our Board of Directors dated 28<sup>th</sup> March 2024, finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio;
6. Consents of our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, our Statutory Auditor, Banker to our Company, Bankers to the Issue, and the Registrar to the Issue for inclusion of their names in the Letter of Offer to act in their respective capacities;
7. Report on Statement of Special Tax Benefits dated September 14, 2023, for our Company from the Statutory Auditors of our Company;
8. In-principle approval issued by BSE SME Limited(Emerge BSE) dated 01<sup>st</sup> March 2024;
9. Tripartite agreement amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue.
10. Tripartite agreement amongst our Company, National Securities Depository Limited and Registrar to the Issue.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without notice to the Eligible Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## Declaration

I hereby declare that no statement made in this Draft Letter of offer contravenes any of the provisions of the Companies Act 2013 and the rules made there under. I further certify that all the legal requirements connected with the issue as also the guidelines, instructions etc issued by SEBI Government of India and any other competent authority on this behalf have been duly complied with. I further certify that all disclosure made in this Draft letter of offer are true and correct.



Jay Vijaykumar Mehra

Independent Director

Date:-05/12/2023

## Declaration

I hereby declare that no statement made in this Draft Letter of offer contravenes any of the provisions of the Companies Act 2013 and the rules made there under. I further certify that all the legal requirements connected with the issue as also the guidelines, instructions etc issued by SEBI Government of India and any other competent authority on this behalf have been duly complied with. I further certify that all disclosure made in this Draft letter of offer are true and correct.

*Ashok. A. Shah*

Ashok Amritlal Shah

Non-Executive Director

Date:-05/12/2023

## Declaration

I hereby declare that no statement made in this Draft Letter of offer contravenes any of the provisions of the Companies Act 2013 and the rules made there under. I further certify that all the legal requirements connected with the issue as also the guidelines, instructions etc issued by SEBI Government of India and any other competent authority on this behalf have been duly complied with. I further certify that all disclosure made in this Draft letter of offer are true and correct.

*Raj Kumar*

**RAJKUMAR MAHENDRA SINGH**

**Managing Director**

**Date: 05/12/2023**

## Declaration

I hereby declare that no statement made in this Draft Letter of offer contravenes any of the provisions of the Companies Act 2013 and the rules made there under. I further certify that all the legal requirements connected with the issue as also the guidelines, instructions etc issued by SEBI Government of India and any other competent authority on this behalf have been duly complied with. I further certify that all disclosure made in this Draft letter of offer are true and correct.



Nilam Himanshukumar Soni

Independent Director

Date:-05/12/2023