Letter of Offer
Dated: 07 April, 2025
For Eligible Equity Shareholders only

ONESOURCE INDUSTRIES AND VENTURES LIMITED
(Formerly known as Onesource Ideas Venture Limited)

Onesource Industries and Ventures Limited (Formerly Known as Onesource Ideas Venture Limited) bearing Corporate Identification Number L46201TN1994PLC097983 was incorporated as **"**Anugraha Jewellers Limited**"** under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 08, 1994 issued by Registrar of Companies ("ROC"), Tamil Nadu, Coimbatore bearing registration No. 181-5580. The equity shares of the Company were initially listed on Coimbatore Stock Exchange Limited ("CSX"), Madras Stock Exchange Limited ("MSE") and BSE limited ("BSE") pursuant to its maiden Public Issue. However, upon exit of CSX and MSE as Stock Exchanges *vide* SEBI orders dated April 03, 2013 and May 14, 2015 respectively, the equity shares of the Company are currently listed on BSE only. Subsequently the Name of the Company change to Onesource Industries and Ventures Limited pursuant to Certificate of Incorporation dated September 27, 2024 issued by Registrar of Companies, Central Processing Centre and CIN of the Company has been changed due to change of Main Object Clause pursuant to Certificate of Registrar of Companies, Central Processing Centre dated October 22, 2024. The Company was listed and admitted to dealings on the BSE Limited ("BSE") on July 17, 1995. For further details of our Company, please refer to the chapter titled **"General Information"** on page no. 39 of this Letter of Offer.

Corporate Identification Number: L46201TN1994PLC097983
Registered and Corporate Office: 35 Block-C Mansarovar Complex, 7 No Stop M.P. Nagar MPSRTC Depo 7, M.P. Vidhan Sabha,Bhopal, Huzur, Madhya Pradesh, India, 462004
Contact No.: +91- 96856 34568; **Email id:** cs@osivl.com; Website: www.osivl.com
Contact Person: CS Neha Prajapati, Company Secretary and Compliance Officer

PROMOTER OF OUR COMPANY: MR. VIBHU MAURYA

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ONESOURCE INDUSTRIES AND VENTURES LIMITED (Formerly Known as Onesource Ideas Venture Limited)
(THE "COMPANY" OR THE "ISSUER") ONLY

WE HEREBY CONFIRM THAT NONE OF OUR PROMOTERS OR DIRECTORS ARE WILFUL DEFAULTERS AS ON DATE OF THIS LETTER OF OFFER

ISSUE OF UPTO 48,89,25,000# (FORTY EIGHT CRORES EIGHTY NINE LAKHS TWENTY FIVE THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RE. 01.00/- (RUPEE ONE ONLY) EACH ("EQUITY SHARES") OF ONESOURCE INDUSTRIES AND VENTURES LIMITED (FORMERLY KNOWN AS ONESOURCE IDEAS VENTURE LIMITED) ("OIVL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RE. 01.00/- (RUPEE ONE ONLY) PER EQUITY SHARE ("ISSUE PRICE"), AGGREGATING UPTO RS. 48,89,25,000 (RUPEES FORTY EIGHT CRORES EIGHTY NINE LAKHS TWENTY FIVE THOUSAND ONLY) ON RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 159 (ONE HUNDRED FIFTY NINE) RIGHTS EQUITY SHARES FOR EVERY 10 (TEN) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. TUESDAY, APRIL 15, 2025 (THE "RECORD DATE"). THE ISSUE PRICE IS ONE TIME OF FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE NO. 154 OF THIS LETTER OF OFFER.
#Assuming full subscription of the issue

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Letter of Offer. Specific attention of the investors is invited to the section ***"Risk Factors"*** on page no. 24 of this Letter of Offer.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer 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 existing Equity Shares are listed on BSE Limited ("**BSE**") ("**Stock Exchange**"). Our Company has received 'in-principle' approval from BSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letter dated Thursday, January 02, 2025. Our Company will also make an application to the Stock Exchange to obtain its trading approval for the Rights Entitlements as required under the SEBI master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024. For the purpose of this Issue, the Designated Stock Exchange is BSE Limited.

ADVISOR TO THE ISSUE	REGISTRAR TO THE ISSUE	BANKER TO THE ISSUE
TURNAROUND®	Skyline Financial Services Pvt. Ltd.	AXIS BANK
TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED **CIN:** U74140DL2015PTC278474 614, Vishwadeep Bulding, Plot No. 4, District Centre, Janak Puri, New Delhi – 110058, India **Contact Person:** Ms. Priya Sharma **Telephone:** +91 -11-45510390 **Email:** info@tcagroup.in **Website:** https://tcagroup.in **Investor Grievance Email:** complaints@tcagroup.in **SEBI Registration No:** INM000012290	**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** **CIN: U74899DL1995PTC071324** D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi– 110020, India **Contact Person**: Anuj Rana **Telephone Number:** 011 2681 2683, **Fax No.:** 011-26812682 **Email Id:** ipo@skylinerta.com **Website**: www.skylinerta.com **Investor Grievance Email:** grievances@skylinerta.com **SEBI Registration No.:** INR0QO003241	**AXIS BANK LIMITED** **CIN:** L65110GJ1993PLC020769 C 3/21, Janakpuri, New Delhi – 110058 India **Contact Person:** Mrs. Kanchan Shukla **Telephone Number:** +91 9998 17313 **Email ID:** kanchan.shukla@axisbank.com **Website:** www.axisbank.com **SEBI Registration No.** INBI00000017

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR MARKET RENUNCIATION*	ISSUE CLOSES ON**
Wednesday April 30, 2025	Friday, May 16, 2025	Wednesday, May 21, 2025

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*
***Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Provided that terms used in the sections/ chapters titled **"Industry Overview"**, **"Summary of the Issue"**, **"Financial Information"**, **"Statement of Possible Tax benefits"**, **"Outstanding Litigation and Material Developments"** and **"Issue Related Information" on page nos. 55, 38, 88, 51, 143** and **154** respectively of this Letter of Offer, shall, unless indicated otherwise, have the meanings prescribed to such terms in the respective sections/ chapters.

CONVENTIONAL/ GENERAL TERMS

Term	Description
"OIVL", "the Company", "our Company", "Issuer" and "ONESOURCE INDUSTRIES AND VENTURES LIMITED (Formerly Known as Onesource Ideas Venture Limited)"	Onesource Industries and Ventures Limited (Formerly Known as Onesource Ideas Venture Limited), a Company incorporated in India under the Companies Act, 1956 having its Registered Office and Corporate office: 35 Block-C, Mansarovar complex, 7 no Stop M.P. Nagar MPSRTC Depo 7, M.P. Vidhan Sabha, Bhopal, Huzur, Madhya Pradesh, India, 462004
"we", "us", or "our"	Unless the context otherwise indicates or implies, refers to our Company.

COMPANY RELATED TERMS

Term	Description
Articles/ Articles of Association/ AOA	Articles of Association of our Company as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as our Company's audit committee in accordance with Section 177 of the Companies Act, 2013
Audited Financial Statements/ Financial Statements	The Audited Financial Statements of our Company prepared under IND AS for Financial Year 2023-24 and Unaudited Financial Results for quarter ended on December, 31st 2024, prepared in line with IND AS notified under the Companies Act, 2013, as amended read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
Auditors/ Statutory Auditors	The Auditors of Onesource Industries and Ventures Limited (Formerly Known as Onesource Ideas Venture Limited) being M/s S V J K and Associates (Erstwhile A S R V & Co.), Chartered Accountants, Ahmedabad.
Audit Report and Financial Result	The Independent Auditor's Report and Standalone Audited Financial Results for the quarter and year ended on 31st March, 2024 of our Company, prepared and published in accordance with Regulation 33 of the SEBI Listing Regulations.
Board/ Board of Directors	Board of Directors of our Company including a committee thereof.
Chief Financial Officer/ CFO	Mr. Vibhu Maurya, being Chief Financial Officer of the Company.
CIN	Corporate Identification Number of Company i.e. L46201TN1994PLC097983.
Companies Act, 1956	The 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).
Companies Act, 2013/ Companies Act	The Companies Act, 2013 along with rules made thereunder.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being, Mrs. Neha Prajapati.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company, being "Mr. Vibhu Maurya"
Corporate Office	35 Block-C, Mansarovar complex, 7 no Stop M.P. Nagar MPSRTC Depo 7, M.P. Vidhan Sabha, Bhopal, Huzur, Madhya Pradesh, India, 462004
Depositories Act	The Depositories Act, 1996 and amendments thereto;
DP/ Depository Participant	Depository Participant as defined under the Depositories Act;
Director(s)	Any or all director(s) of our Company, unless otherwise specified and as the context may require.
Equity Shareholder(s)/ Shareholder(s)	A holder of the Equity Shares of our Company.
Equity Share(s)	Equity Shares of our Company having face value of Re. 01.00/- (Rupee One Only) each.
Eligible Equity Shareholder(s)	Equity Shareholders whose names appear on the Register of Members of our Company or in the Register of Beneficial Owners of our Company maintained by the Depositories as at the end of business hours of the Record Date i.e. Tuesday, April 15, 2025.
Executive Directors	Executive directors of our Company.
Group Companies/Entities	In terms of SEBI ICDR Regulations, the term "group companies" includes companies (other than our Promoter) with which there were related party transactions as disclosed in the Financial Statements as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy.
Independent Director(s)	The Independent Director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
ISIN	International Securities Identification Number
Key Managerial Personnel(s)/ KMP(s)	Key Managerial Personnel(s) of our Company in terms of Section 2(51) and Section 203 of the Companies Act, 2013 and the SEBI ICDR Regulations as described in this Letter of Offer.
Managing Director	Mr. Vibhu Maurya, is Managing Director and Chief Financial Officer of the Company.
Memorandum/ Memorandum of Association/ MOA	Memorandum of Association of our Company, as amended from time to time.
Non-executive Directors	A Director, not being an Executive Director of our Company.
Promoter	The promoter of our Company being Mr. Vibhu Maurya.
Promoter Group	There is no promoter group of the Company.
Registered Office	The Registered office of our Company situated at 35 Block-C Mansarovar Complex, 7 no Stop M.P. Nagar MPSRTC Depo 7, M.P. Vidhan Sabha,Bhopal, Huzur, Madhya Pradesh, India, 462004.
Registrar of Companies/ ROC	Registrar of Companies, Chennai Block No.6, B Wing, 2nd Floor, Shastri Bhawan 26, Haddows Road, Chennai-600034, Tamil Nadu
Rights Issue Committee	The committee of our Board constituted/ designated for purposes of the Issue and incidental matters thereof.
Subsidiaries	Subsidiaries of our Company as defined under the Companies Act, 2013 and the applicable accounting standard.
Stock Exchange/ Designated Stock Exchange	BSE Limited;

TECHNICAL AND INDUSTRY RELATED TERMS

Term	Full Form
AAFCO	Association of American Feed Control
CGMP	Current good manufacturing procedures
DAC	Department of Agriculture & Cooperation
DAHD&F	Department of Animal Husbandry, Dairying & Fisheries
DARE	Department of Agriculture Research & Education
FIFO	First in First Out
FIEO	Federation of Indian Export Organizations
FSMS	Food Safety Management Systems
GDP	Gross Domestic Product
GMO	Genetically Modified Organisms
IEC	Import Export Code
MSMEs	Micro, Small and Medium Enterprises
MT	Metric Tonne
PCB	Pollution Control Board
SSOP	Sanitary Standard Operation Procedures
AAFCO	Association of American Feed Control
CGMP	Current good manufacturing procedures
DAC	Department of Agriculture & Cooperation
DAHD&F	Department of Animal Husbandry, Dairying & Fisheries
DARE	Department of Agriculture Research & Education

ABBREVIATIONS

Term	Full Form
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT.	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx.	Approximately
B. A.	Bachelor of Arts
BBA	Bachelor of Business Administration
B. Com	Bachelor of Commerce
B. E.	Bachelor of Engineering
B. Sc.	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/ LC	Bank Guarantee/ Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
BSE SENSEX	Sensex in an index; market indicator of the position of stock that is listed in the BSE
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CAD	Canadian Dollar
CB	Controlling Branch
CC	Cash Credit

CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CFO	Chief Financial Officer
CS & CO	Company Secretary & Compliance Officer
CSR	Corporate Social Responsibility
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ ICWA	The Institute of Cost Accountants of India
CMD	Chairman and Managing Director
Depository(ies)	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earning Per Share
EGM/ EOGM	Extra-Ordinary General Meeting
ESOP	Employee Stock Option Plan
ESI Act	Employees' State Insurance Act, 1948
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FIPB	Foreign Investment Promotion Board
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	The Foreign Exchange Management Act, 1999 as amended from time to time, read with rules and regulations thereunder
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
FV	Face Value
GOI/ Government	Government of India
GDP	Gross Domestic Product
GAAP	Generally Accepted Accounting Principles in India
GST	Goods and Service Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family

HNI	High Net Worth Individual
ICAI	The Institute of Chartered Accountants of India
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / ₹/ Rupees/ Rs.	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
i.e.	That is
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IND AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
Insolvency Code	Insolvency and Bankruptcy Code, 2016, as amended
IRDA	Insurance Regulatory and Development Authority
ISIN	International Securities Identification Number
IT	Information Technology
KMP	Key Managerial Personnel
Ltd.	Limited
MAT	Minimum Alternate Tax
MCA	The Ministry of Corporate Affairs, GOI
MD	Managing Director
MOF	Ministry of Finance, Government of India
M-o-M	Month-On-Month
MOU	Memorandum of Understanding
M. A.	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E.	Master of Engineering
MRP	Maximum Retail Price
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
MSMEs	Micro, Small and medium Enterprises
MOA	Memorandum of Association
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NCLT	National Company Law Tribunal
Networth	The aggregate of paid-up Share Capital & Share Premium Account & Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate

NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt. Ltd.	Private Limited
ROC	Registrar of Companies
RBI	The Reserve Bank of India
Regulation S	Regulations S under the United States Securities Act of 1933, as amended
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self-Certified Syndicate Banks
SEBI	Securities and Exchange Board of India
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
Securities Act	The United States Securities Act of 1933
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
Trademark Act	Trademark Act, 1999
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
UIN	Unique Identification Number
US/ United States	United States of America
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
VCF/ Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
VAT	Value Added Tax
W.E.F.	With Effect From
WDV	Written Down Value
WTD	Whole-time Director
YOY	Year Over Year

ISSUE RELATED TERMS

Term	Description
ASBA	Application Supported by Blocked Amount
Abridged Letter of Offer	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations, 2018 and the Companies Act, 2013.
Additional Right Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allot/ Allotment/ Allotted	Allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account	The account opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
Allotment Account Bank	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, "Axis Bank Limited"
Allotment Advice	Note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be allotted the Rights Equity Shares pursuant to the Issue.
Allotment Date	Date on which the Allotment is made pursuant to this Issue.
Allottee(s)	Persons to whom the Rights Equity Shares are allotted pursuant to the Issue.
Applicant(s)/ Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee (s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of this Letter of Offer, including an ASBA Investor.
Application	Application made through submission of the Application Form or Plain Paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form including online application form available for submission of application though the website of the SCSBs (if made available by such SCSBs) under the ASBA process used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ ASBA	Application (whether physical or electronic) used by ASBA Applicants to make an Application authorizing a SCSB to block the Application Money in the ASBA Account.
ASBA Account	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the Plain Paper Application, in case of Eligible Equity Shareholders, as the case may be.
ASBA Circulars	Master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, SEBI ICDR Master Circular (to the extent it pertains to the rights issue process) and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
ASBA Applicant/ ASBA Investor	As per the SEBI master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, all investors (including renouncees) shall make an application for a rights issue only through ASBA facility.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.

Banker(s) to the Issue	Collectively, the Escrow Collection Bank and the Refund Banks to the Issue, in this case being "Axis Bank Limited"
Bankers to the Issue Agreement	Agreement dated April 07, 2025 entered into by and amongst our Company, the Registrar to the Issue and the Bankers to the Issue for collection of the Application Money from Applicants/ Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/ Investors, on the terms and conditions thereof.
Basis of Allotment	The basis on which the Rights Equity Shares will be allotted to successful applicants in the Issue and which is described in **"Terms of the Issue"** on page no. **154** of this Letter of Offer.
BSE	BSE Limited
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of SCSBs, which coordinate Bids under the Issue with the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in.
Demographic Details	Details of Investors including the Investor's address, name of the Investor's father/ husband, investor status, occupation and bank account details, wherever applicable.
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.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=3 updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited.
Draft Letter of Offer/DLOF	The Draft Letter of Offer dated Thursday, November 28, 2024 filed with the Stock Exchange.
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date i.e. Tuesday, April 15, 2025. Please note that the investors who are eligible to participate in the Issue (exclude certain overseas shareholders). For further details, see **"Notice to Investors"** on page no. 12 of this Letter of Offer.
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 "Axis Bank Limited"
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018.
IEPF	Investor Education and Protection Fund.
ISIN	International Securities Identification Number.
Issue/ Rights Issue	Issue of upto 48,89,25,000 (Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand) Fully Paid-up Equity Shares of face value of Re. 1.00/- (Rupee One Only) each for cash at an Issue Price of Re. 1.00/- (Rupee One Only) per equity share aggregating upto Rs. 48,89,25,000# (Rupees Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand Only) on a rights basis to the Existing Equity Shareholders of our Company in the ratio of 159 (One Hundred Fifty Nine) Rights Equity Shares for every 10 (Ten) Fully Paid-up Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. Tuesday, April 15, 2025. #*Assuming full subscription of the Issue*

Issue Closing Date	Wednesday, May 21, 2025
Issue Opening Date	Wednesday, April 30, 2025
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	Re. 1.00/- (Rupee One Only) per share.
Issue Proceeds	Gross proceeds of the Issue.
Issue Size	Issue of upto 48,89,25,000 (Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand) Fully Paid-up Equity Shares of face value of Re. 1.00/- (Rupee One Only) each for cash at an Issue Price of Re. 1.00/- (Rupee One Only) per equity share aggregating upto Rs. 48,89,25,000# (Rupees Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand Only). #*Assuming full subscription of the Issue*
Letter of Offer/ LOF	This letter of offer dated Monday, April 07, 2025 filed with the Stock Exchange.
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 Entitlement will not be treated as multiple application
Net Proceeds	Proceeds of the Issue less issue related expenses. For further information about the issue related expenses, see **"Objects of the Issue"** on page no. 47 of this Letter of Offer.
Net Worth	Net worth as defined under Section 2(57) of the Companies Act, 2013.
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Equity Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees.
Non-Institutional Bidders or NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
Other/ Non Retail Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
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 Friday, May 16, 2025.
QIBs or Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	A record date fixed by our Company for the purpose of determining the names of the Equity Shareholders who are eligible for the issue of Rights Equity Shares i.e. Tuesday, April 15, 2025.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) is opened, in this case being, Axis Bank Limited
Registrar to the Company	**PURVA SHAREGISTRY (INDIA) PVT. LTD,** Unit No. 9, Shiv Shakti Ind. Estate, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai, Maharashtra-

	400011 **Contact No.:** 022 - 23018261 **Email id:** support@purvashare.com **Website:** www.purvashare.com **Contact Person:** Deepali Dhuri **SEBI Registration No.:** INRO00001112 **CIN:** U67120MH1993PTC074079
Registrar to the Issue/ Registrar	**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** **SEBI Registration No.:** INROQOO03241 D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi– 110020, India **Telephone Number:** 011 2681 2683, Fax No.: 011-26812682 **Email Id:** ipo@skylinerta.com **Investor Grievance E-mail ID:** grievances@skylinerta.com **Website:** www.skylinerta.com **Contact Person:** Anuj Rana **CIN:** U74899DL1995PTC07132
Registrar Agreement	Agreement dated April 03, 2025 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.
Renouncee(s)	Person(s) who has/ have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation either through On Market Renunciation or through Off Market Renunciation in accordance with the SEBI ICDR Regulations, the SEBI Rights Issue Circular, the Companies Act, 2013 and any other applicable law.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on Friday, May 16, 2025, in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off - market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Bidders(s)/ Retail Individual Investor(s)/ RII(s)/ RIB(s)	An individual Investor (including an HUF applying through Karta) who has applied for Rights Equity Shares and whose Application Money is not more than Rs. 200,000/- (Rupees Two Lakhs) in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations.
Rights Entitlements/ REs	The number of Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholders on the Record Date, i.e. Tuesday, April 15, 2025 in this case being 159 (One Hundred Fifty Nine) Rights Equity Shares for every 10 (Ten) Fully Paid-Up Equity Shares held by an existing Eligible Equity Shareholders. 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 Equity Shareholders.
Rights Equity Shares	Equity Shares of our Company to be allotted pursuant to this Issue.
SEBI Rights Issue Circular	SEBI master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024.
Self-Certified Syndicate Banks or SCSBs	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Stock Exchange	Stock Exchange where the Equity shares are presently listed, being BSE Limited.
Transfer Date	The date on which the amount held in the escrow account(s) and the

	amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Wilful Defaulter	A Company or person, as the case may be, categorized as a Wilful Defaulter or Fraudulent Borrower by any Bank or Financial Institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any Company whose director or promoter is categorized as such.
Working Days	All days except 2nd and 4th Saturdays of the month, Sundays, Public holidays, State and National holidays, on which commercial banks in Gujarat; are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/ Issue Period, Term Description, the term Working Day shall mean all days, excluding 2nd and 4th Saturdays, Sundays, Public holidays, State and National holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchange. **"Working Day"** shall mean all trading days of the Stock Exchange, excluding Saturdays, Sundays and trading holidays.

NOTICE TO INVESTORS

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other applicable Issue material (collectively, the **"Issue Materials"**) will be sent/ dispatched only to such Eligible Equity Shareholders who have provided email address and who are located in jurisdictions where the offer and sale of the Rights Entitlement and the Rights Equity Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them, subject to compliance with relevant SEBI circulars/ notices giving/ extending relaxation in dispatch of physical issue material to those Eligible Equity Shareholders who have not provided a valid email address to the 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 dispatch the Issue Materials, shall not be sent any Issue materials. Further, the Letter of Offer will be provided through e-mail by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. 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 and the Stock Exchange, subject to the applicable law.

Our Company shall also endeavor to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company, subject to compliance with relevant SEBI circulars/ notices giving/ extending relaxation in dispatch of physical issue material to those Eligible Equity Shareholders who have not provided a valid email address to the Company. Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, or other Issue Materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or any other Issue Materials (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 **("Restricted Jurisdictions")** and, in those circumstances, the Letter of Offer or any other Issue Materials must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer, or any other Issue Materials should not distribute such document(s) to any person outside India where to do so would or might contravene local securities laws or regulations. If this Letter of Offer, or any other Issue Materials is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares. Rights Entitlements may not be transferred or sold to any person outside India.

Envelopes containing an Application Form should not be postmarked or otherwise dispatched from any Restricted Jurisdiction, and all persons subscribing for the Rights Equity Shares and wishing to hold such Rights Equity Shares in registered form must provide an address for registration of these Rights Equity Shares in India.

Neither the delivery of this Letter of Offer, or any other Issue Materials 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 or any other Issue Materials or the date of such information.

SEBI has introduced the Concept of Credit of Rights Entitlements into the Demat Accounts of the Eligible Equity Shareholders, which can be renounced by them by way of On Market Renunciation or Off Market Renunciation. Further, the Credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialized Form.

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 purchase or sale of Rights Equity Shares or Rights Entitlements. Accordingly, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of Rights Equity Shares. In addition, our Company is not making any representation to any offeree or purchaser of the Rights

Equity Shares regarding the legality of an investment in the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certifications set out in the Application Form; (ii) appears to us or our agents to have been executed in or dispatched from a Restricted Jurisdiction; (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 in respect of any such Application Form.

The Rights Entitlements and the Rights Equity Shares have not been approved, disapproved or recommended by the United States Securities and Exchange Commission, any other federal or state authorities in the United States or the securities authority of any other jurisdiction or any other regulatory authority in any jurisdiction. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Letter of Offer. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions.

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, 1933 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 the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Letter of Offer/ Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letter should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

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

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

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

PRESENTATION OF FINANCIAL INFORMATION AND USE OF MARKET DATA

Certain Conventions

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

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

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

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

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

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Letter of Offer has been derived from our Financial Statements. For details, please see **"Financial Information"** on page no. 88 of this Letter of Offer. Our Company's Financial Year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

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

The Financial Statements of our Company for the Financial Year 2023-24 and 2022-23 are prepared in accordance with the IND AS Rules, Section 133 of the Companies Act, 2013 & other the relevant provisions of the Companies Act and in accordance with the SEBI ICDR Regulations, 2018 & the Guidance Note on Reports in Company Prospectuses (revised), 2019, issued by the ICAI.

The Audited Financial Results of our Company for the quarter and year ended on 31st March, 2024 are prepared in accordance with IND AS, Section 133 of Companies Act, 2013 and SEBI LODR Regulations, 2015.

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

Accordingly, the degree to which the financial information included in this Letter of Offer will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Letter of Offer should accordingly be limited. For further information, see **"Financial Information"** on page no. 88 of this Letter of Offer.

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

column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Currency and Units of Presentation

All references to:

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

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

Exchange Rates

This Letter of Offer contains conversion of certain other currency amount into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency	Exchange rate as on		
	March 28, 2025	March 28, 2024	March 31, 2023
1 USD	85.5814	83.3739	82.2169
1 Euro	92.324	90.2178	89.6076

(Source: RBI reference rate at https://www.rbi.org.in/scripts/referenceratearchive.aspx

Industry and Market Data

Unless stated otherwise, industry and market data used in this Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

Although we believe the industry and market data used in this Letter of Offer is reliable, it has not been independently verified by us. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "Risk Factors" on page no. 24 of this Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

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

FORWARD LOOKING STATEMENTS

Certain statements contained in this Letter of Offer that are not statements of historical fact constitute 'forward- looking statements'. Investors can generally identify forward-looking statements by terminology including 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'future', 'forecast', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'target', 'will', 'would' or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements may include planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Letter of Offer that are not historical facts.

These forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward- looking statement. Important factors that could cause our actual results, performances and achievements to differ materially from any of the forward-looking statements include, among others:

- General political, social and economic conditions in India and other countries;
- Regulatory changes and the Company's ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Technology changes;
- Change in domestic and foreign laws, regulations and taxes and change in the competition in the industry;
- Fluctuation of the operating cost;
- Company's ability to attract and retain qualified personnel;
- Any adverse outcome in the legal proceedings in which the Company is involved;
- Strikes or work stoppages by our employees or contractual employees;
- Increasing competition in, and the conditions of, the industry;
- Failure to undertake projects on commercially favorable terms;
- Changes in government policies, including introduction of or adverse changes in tariff or non-tariff barriers, foreign direct investment policies, affecting the retail industry generally in India;
- Accidents and natural disasters; and
- Other factors beyond our control.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see **"*Risk Factors*", "*Our Business" and "Management's Discussion and Analysis of Financial Position and Results of Operations"*** on page nos. 24, 65 and 139 respectively of this Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect the current views of our Company as at the date of this Letter of Offer and are not a guarantee or assurance of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Accordingly, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct and given the uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements. None of our Company, our Directors, nor any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date of this Letter of Offer or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of this Letter of Offer until the time of receipt of the listing and trading permissions from the Stock Exchange.

SECTION II - SUMMARY OF LETTER OF OFFER

The following is a general summary of the Terms of this Issue, and should be read in conjunction with and is qualified by more detailed information appearing in this Letter of Offer, including the sections titled ***"Risk Factors", "Summary of the Issue", "Capital Structure", "Objects of the Issue", "Our Business", "Industry Overview", "Outstanding Litigati*on" and "*Terms of the Issue*" on page nos. 24, 38, 44, 47, 65, 55, 143 and 154 respectively of this Letter of Offer.**

OUR COMPANY

Onesource Industries and Ventures Limited (Formerly Known as Onesource Ideas Venture Limited) bearing Corporate Identification Number L46201TN1994PLC097983 was incorporated as "Anugraha Jewellers Limited" under the provisions of the Companies Act, 1956 vide certificate of incorporation dated December 08, 1994 issued by Registrar of Companies ("ROC"), Tamil Nadu, Coimbatore bearing registration No. 181-5580. The Equity Shares of the Company were initially listed on Coimbatore Stock Exchange Limited ("CSX"), Madras Stock Exchange Limited ("MSE") and BSE limited ("BSE") pursuant to its maiden Public Issue. However, upon exit of CSX and MSE as stock exchanges vide SEBI orders dated April 03, 2013 and May 14, 2015 respectively, the equity shares of the Company are currently listed on BSE only. Subsequently the Name of the Company change to Onesource Industries and Ventures Limited pursuant to Certificate of incorporation dated 27th Day of September, 2024 issued by Registrar of Companies, CPC and CIN of the Company has been changed due to change of Main Object Clause pursuant to Certificate of Registrar of Companies , CPC dated 22nd Day of October, 2024. The Company was listed and admitted to dealings on the BSE Limited ('BSE) on July 17, 1995. For further details of our Company, please refer to the chapter titled "General Information" on page no. 39 of this Letter of Offer.

SUMMARY OF THE INDUSTRY IN WHICH OUR COMPANY OPERATES

The Company operates in trading of Agricultural Commodities. The Company is broadly engaged in the primary business of trading of seeds, agricultural produces mainly Rice, Wheat, Onions, Cereals and Pulses. Further Company is on verge of Expansion and amended its Object Clause to enter into other segments.

Expansion Plans:

Establishing a robust network of wholesalers and retailers
Enhancing our supply chain efficiency
Expanding our market presence

Mission:

To provide high-quality agricultural products, fostering strong relationships with farmers, wholesalers, and retailers, while ensuring timely delivery and customer satisfaction.

Vision:

To become a prominent player in the agricultural commodities market, driving growth and sustainability in the industry.

Challenges

Market-Related Challenges

1. Price Volatility: Agro commodity prices can fluctuate rapidly due to factors like weather, supply and demand, and government policies.
2. Market Information Asymmetry: Access to timely and accurate market information can be limited, especially for small-scale farmers or traders.
3. Lack of Liquidity: Thin markets can make it difficult to buy or sell commodities quickly and at favorable prices.

Logistical Challenges

1. Storage and Handling: Agro commodities require proper storage and handling facilities to maintain quality.
2. Transportation: Inefficient transportation networks can increase costs and reduce the quality of commodities.
3. Infrastructure: Inadequate infrastructure (e.g., silos, warehouses) can hinder the smooth movement of Commodities.

Regulatory Challenges

1. Complex Regulations: Multiple regulations and standards can create compliance challenges for traders.
2. Tariffs and Trade Barriers: Import/export restrictions, tariffs, and quotas can impact trade flows.
3. Food Safety and Standards: Ensuring compliance with food safety and quality standards can be costly

Financial Challenges

1. High Transaction Costs: Trading in agro commodities often involves high transaction costs (e.g., brokerage fees).
2. Risk Management: Managing price, credit, and operational risks can be complex.
3. Access to Finance: Small-scale farmers and traders may struggle to access financing.

Operational Challenges

1. Supply Chain Complexity: Managing supply chains can be intricate, with multiple stakeholders involved.
2. Quality Control: Ensuring consistent quality of commodities can be difficult.
3. Seasonality: Agro commodity trading is often seasonal, creating fluctuations in supply and demand.

Environmental and Social Challenges

1. Climate Change: Weather-related events and climate change impact agricultural productivity.
2. Sustainability: Ensuring environmentally friendly and socially responsible practices.
3. Social Responsibility: Addressing labor rights, child labor, and fair trade practices.

To overcome these challenges, traders, farmers, and policymakers are exploring innovative solutions, such as:

1. Digital marketplaces and trading platforms
2. Blockchain-based systems for transparency and traceability
3. Weather insurance and risk management tools
4. Sustainable agriculture practices
5. Capacity building and training programs
6. Policy reforms and regulatory simplification

Innovations and Trends

Technology-driven innovations:

1. Blockchain-based platforms: Ensure transparency, security, and efficiency in transactions.
2. Artificial Intelligence (AI): Analyzes market trends, predicts prices, and optimizes trading decisions.
3. Internet of Things (IoT): Enables real-time monitoring of commodity quality, quantity, and movement.
4. Digital marketplaces: Online platforms connect buyers and sellers, reducing intermediaries.
5. Mobile trading apps: Enable traders to access markets and execute trades on-the-go.

Financial innovations:

1. Derivatives: Options, futures, and swaps help manage price risks.
2. Exchange-traded funds (ETFs): Allow investors to diversify portfolios.
3. Commodities-focused cryptocurrencies: Streamline transactions and reduce costs.
4. Peer-to-peer lending: Direct financing for farmers and traders.

Sustainability-focused innovations:

1. Carbon credits trading: Encourages sustainable practices.
2. Sustainable commodity certifications: Verify environmentally friendly production.

3. Green bonds: Finance eco-friendly agricultural projects.
4. Impact investing: Supports socially responsible agriculture.

Logistics and supply chain innovations:

1. Warehouse receipt financing: Enhances commodity storage and financing.
2. Electronic bills of lading: Digitize trade documentation.
3. Automated storage and handling: Improves efficiency and reduces costs.
4. Real-time monitoring: Tracks commodity movement and quality.

Data-driven innovations:

1. Market data analytics: Provides insights for informed trading decisions.
2. Predictive analytics: Forecasts market trends and prices.
3. Commodity indexing: Benchmarks commodity performance.
4. Alternative data sources: Utilize satellite imaging, weather data, and social media.

Regulatory innovations:

1. Electronic trading platforms: Meet regulatory requirements.
2. Automated reporting: Streamlines compliance.
3. Regulatory sandboxes: Test innovative trading solutions.
4. Digital identity verification: Enhances security.

Other innovations:

1. Vertical farming: Increases crop yields, reduces water usage.
2. Precision agriculture: Optimizes inputs, reduces waste.
3. Alternative proteins: Plant-based and lab-grown options.
4. Biotechnology: Improves crop resilience, disease resistance.

Export and Trade

According to Inc42, the Indian agricultural sector is predicted to increase to US$ 24 billion by 2025. Indian food and grocery market is the world's sixth largest, with retail contributing 70% of the sales. As per First Advance Estimates for FY 2022-23 (Kharif only), total food grain production in the country is estimated at 149.92 million tonnes. Rapid population expansion in India is the main factor driving the industry. The rising income levels in rural and urban areas, which have contributed to an increase in the demand for agricultural products across the nation, provide additional support for this. In accordance with this, the market is being stimulated by the growing adoption of cutting-edge techniques including block chain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of various e-farming applications.

*For further detailed information, please refer to chapter titled **"Industry Overview"** on page no. 55 of this Letter of Offer.*

SUMMARY OF OUR BUSINESS:

The Company Onesource Industries and Ventures Limited (Formerly Known as Onesource Ideas Venture Limited) was takeover by the new Promoter Mr. Vibhu Maurya pursuant to the Open Offer made pursuant to Regulations 3(1) and 4 read with 13(1) and 15(1) of the Takeover Code for the purpose of substantial acquisition of equity shares. Also, a Share Purchase Agreement was executed on 13, October, 2021, amongst the Acquirers and M/s B.P. Jhunjhunwala and others HUF and Mrs. Mala Jhunjhunwala the erstwhile of Promoter and Promoter Group of the Target Company and Sellers to buy their entire shareholding in the Target Company constituting 65.03% of the paid-up capital of the Target Company.

Pursuant to provisions of Regulation 7(2)(b) of SEBI (PIT) Regulations 2015 and regulation 29(1) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, Mr. Vibhu Maurya acquired 1999823 equity shares through open offer. Therefore, under Regulation 7(1) read with Regulation 6(2) of SEBI (PIT) Regulation. 2015 and became the promoters of the Company pursuant to takeover.

Our Company Onesource Industries and Ventures Limited (Formerly Known as Onesource Ideas Venture Limited) operates in trading of Agricultural Commodities. The Company is broadly engaged in the primary

business of trading of seeds, agricultural produces mainly Rice, Cereals and Pulses on verge of expansion of the existing business of the Company.

Agriculture is the primary sector of our economy. Apart from being the source of food, agricultural produce serves as the raw materials for several industries. Mainly Rice is an integral part of the Indian diet, serving as the staple food for the majority of the population. As the second-largest producer of rice globally, India plays a significant role in the world rice market. It is the second-largest producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, cotton, and sugar. Agriculture sector in India holds the record for second-largest agricultural land in the world generating employment for about half of the country's population. Thus, farmers become an integral part of the sector to provide us with means of sustenance. Consumer spending in India will return to growth in 2021 post the pandemic-led contraction, expanding by as much as 6.6%. The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food processing industry accounts for 32% of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. Rice is the leading staple food crop cultivated across the country. It contributes to over 41 percent of India's food grain production. Rice is the main staple cereal for almost two-thirds of India's population. More than 4,000 rice varieties are grown across the country under varying agro-climatic conditions and catering to local consumer preferences.

India's annual agricultural exports have hovered around $50 billion since F.Y. 2022 (Figure 1.8). The export basket, nevertheless, remains highly concentrated (with high shares of rice, including basmati rice, and sugar together accounting for more than one third of total exports). Despite curbs imposed on rice and sugar exports aimed at improving domestic availability to contain price pressures, total agricultural exports during F.Y. 2024 at $48.8 billion were only modestly lower than in F.Y.2023.

Further, at present, the Board of the Company have 7 (Seven) Directors, Mr. Vibhu Maurya, Managing Director and Chief Financial Officer is in charge of the affairs of the Company. Mr. Ankit Kotwani, Mr. Sachin Maurya, Non-Independent Non- Executive Director. Mr. Atul Chauhan, Mr. Rahul Lalwani, Mr. Ritik wagh and Ms. Harshaben Tolaram Bhagwani Non-Executive - Independent Director.

*For further details, please refer to the chapter titled **"Our Business"** on page nos.* 65 *of this Letter of Offer.*

LOCATION OF OUR COMPANY

Registered and Corporate Office:

35 Block-C Mansarovar complex, 7 no Stop M.P. Nagar MPSRTC Depo 7, M.P. Vidhan Sabha, Bhopal, Huzur,Madhya Pradesh, India, 462004

STRENGTHS:

- Quality Assurance and Standards;
- Experienced Management Team;
- Extensive Distribution Network;
- Well established manufacturing facility; and
- Cost-effective approach.

For details, please refer chapter titled ***"Our Business"*** on page no. 65 of Letter of Offer.

SWOT Analysis:

SWOT Analysis can be briefly summarized below:

Strengths	***Weakness***
o Diversified Product Range o Established Distribution Network o Focus on Innovation o Strong Export Market	o Volatility in Raw material prices o Regulatory challenges o Fragmented Market o Limited awareness and adoption of Innovations

Opportunities	*Threats*
○ Growing demand for Animal Protein ○ Government support and policies ○ Technological advancements ○ Expansion in export markets	○ Price competition and margins ○ Climate change and environmental issues ○ Disease outbreaks ○ Dependency on Imports

Business Strategies:

- Product Innovation and Diversification;
- Strengthen supply chain and procurement;
- Expand market presence;
- Leverage Digital Technologies;
- Focus on sustainability;
- Customer Relationship Management; and
- Regulatory compliance and advocacy.

Our Promoters:

A. Individual Promoters[1]:

1. Mr. Vibhu Maurya

B. Individual Members of Promoter Group:

There is no promoter group**.**

C. Non-Individual Promoters/ Members of Promoter Group:

There are no non-individual promoter group.

OBJECTS OF THE ISSUE:

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

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue (Rs. in Lakhs)
1.	Gross Proceeds from the Issue	4889.25
2.	Less: Issue related expenses	35.00
	Net Proceeds from the Issue	**4854.25**

UTILIZATION OF NET PROCEEDS OF THE ISSUE

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue (Rs. in Lakhs)	Estimated deployment in FY 2025-26 (Rs. in Lakhs)
1.	Incremental working capital requirements	4700.00	4700.00
2.	General Corporate Purpose	154.25	154.25
	Net Proceeds	**4854.25**	**4854.25**

For further details, please see chapter titled ***"Objects of the Issue"*** on page no. 47 of this Letter of Offer.

1. Intention and extent of participation by Promoter and Promoter Group

The Promoter of the Company Mr. Vibhu Maurya have no intention to participate in the Right Issue.

Further letter dated 25th November, 2024 the Promoter of the Company has shown their no intention to participate in the Right Issue as well as not to sale RE to through third party except inter-se transfer if required.

For further details, please see the chapter titled **"Capital Structure"** on page no. 44 of this Letter of Offer.

Summary of Outstanding Litigations

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

Sr. No.	Particulars	Number of cases outstanding	Amount involved in such proceedings (Rs. In Lakhs)
1.	**Litigation involving our Company**		
i.	**Litigation against our Company**		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
ii.	**Litigation by our Company**		
a)	Criminal proceedings	NIL	NIL
b)	Civil and other material litigations	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
2.	**Litigation involving our Promoters**		
i)	**Litigation against our Promoters**		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
ii.	**Litigation by our Promoters**		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
3.	**Litigation involving our Directors**		
i.	**Litigation against our Directors**		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL

f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
ii.	**Litigation by our Directors**		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
4.	**Litigation involving our Group Entities**		
a)	Tax Proceedings (including interest)	N.A.	N.A.

For further details, please see the chapter titled ***"Outstanding Litigation and Material Developments"*** on page no. 143 of this Letter of Offer.

1. Risk Factors

Please refer the chapter titled **"Risk Factors"** on page no. 24 of this Letter of Offer.

2. Summary of Contingent Liabilities

For details, please refer **"Financial Information"** on page no. 88 of this Letter of Offer.

3. Summary of Related Party Transactions

For details, please refer **"Financial Information"** on page no. 88 of this Letter of Offer.

4. Issue of Equity shares made in last one year for consideration other than cash

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

5. Split or consolidation of Equity shares in last one year

Our Company has sub-divided or consolidated its Equity shares vide approval of members through postal ballot on August 24 2024, the approval of Stock Exchange was received for the same.

SECTION III: RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this issue including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment.

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a better understanding, you should read this section in conjunction with the chapters titled ***"Our Business"****,* ***"Our Industry"*** *and* ***"Management's Discussion and Analysis Report"*** *on page nos.* 65, 55 *and* 139 *respectively of this Letter of Offer as well as other financial information contained herein.*

The following factors have been considered for determining the materiality of Risk Factors:

- *Some risks may not be material individually but may be found material collectively;*
- *Some risks may have material impact qualitatively instead of quantitatively;*
- *Some risks may not be material at present but may have material impact in future.*

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of our Company used in this section is derived from our Financial Information prepared in accordance with IND AS and the Companies Act. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled ***"Definitions and Abbreviations"*** *on page no.* 1 *of this Letter of Offer. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

The 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 many factors, including the considerations described below and elsewhere in the Letter of Offer.

INTERNAL RISK FACTORS:

1. Our Company was taken over pursuant to open offer under SEBI (SAST) Regulations the new acquirers and promoters makes no assurance with financial performance:

Our Company acquired by the new promoter Mr. Vibhu Maurya after giving open offer under SEBI (SAST) Regulations, 2011 on January 2022. The new promoter makes no assurance with respect to the continuation of the past trend in the financial performance of the Company and makes no assurance with respect to the future performance of the Company.

2. Promoters of the Company has shown their no Intention to Participate in the Right Issue:

Promoters of the Company has shown their no Intention to Participate in the Right Issue and that the proposed Right Issue is only for Public Shareholders.

3. Risk with respect to Market Price of equity shares of the Company

The Company and promoter cannot provide any assurance with respect to the market price of the Equity Shares of the Company before, during or after the Offer for Right issue and the Company expressly

disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any eligible shareholder on whether to participate or not to participate in the Offer

4. ***Our Company in past entered into Scheme of Reduction of Capital. The legal proceedings are over before various regulatory authorities which can affect the future operations of the Company.***

In 2014, a Scheme of Reduction of Capital ("Scheme") under Section 100 to 104 of the Companies Act, 1956 between the Company, its shareholders and creditors was sanctioned by Hon'ble High Court of Judicature at Madras, Chennai *vide* an order dated October 28, 2014. Pursuant to scheme, the paid-up equity share capital of the target company was reduced from Rs. 4,50,00,000 (Rupees Four Crore Fifty Lakh Only) consisting of 45,00,000 (Forty Five Lakh) equity shares of face value of Rs. 10 (Rupees Ten Only) each to Rs. 22,50,000 (Rupees Twenty Two Lakh Fifty Thousand Only) consisting of 2,25,000 (Two Lakh Twenty Five Thousand) equity shares of face value of Rs. 10 (Rupees Ten Only) each.

Also no assurance that in future, we, our promoters, our directors or group company may not face legal proceedings and any adverse decision in such legal proceedings may impact our business. For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Company, kindly refer the chapter titled ***"Outstanding Litigation and Material Developments"*** on page no. 143 of this Letter of Offer.

A classification of the present legal proceedings is mentioned below:

Sr. No.	Particulars	Number of cases outstanding	Amount involved in such proceeding (Rs. In Lakhs)
1.	**Litigation involving our Company**		
i.	**Litigation against our Company**		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	*NIL*	NIL
ii.	**Litigation by our Company**		
a)	Criminal proceedings	NIL	NIL
b)	Civil and other material litigations	NIL	NA
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
2.	**Litigation involving our Promoters**		
i.	**Litigation against our Promoters**		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL

e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
ii.	**Litigation by our Promoters**		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
3.	**Litigation involving our Directors**		
i.	**Litigation against our Directors**		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
ii.	**Litigation by our Directors**		
a)	Criminal proceedings	NIL	NIL
b)	Civil proceedings	NIL	NIL
c)	Actions taken by Statutory/ Regulatory Authorities	NIL	NIL
d)	Tax proceedings (including interest)	NIL	NIL
e)	Other material litigations	NIL	NIL
f)	Disciplinary action against our Company by SEBI or any Stock Exchange in the last five fiscal years	NIL	NIL
4.	**Litigations involving our Group entities**		
a)	Tax Proceedings (including interest)	N.A.	N.A.

5. ***The Equity shares of the Company are traded in GSM 4:***

As the securities of our Company are listed on BSE Limited, our Company is subject to certain obligations due to which surveillance measures (i.e. GSM Stage 4) are taken by SEBI to safeguard the interest of

investors. As on date of Letter of Offer, the Equity shares are trading restricted on account of GSM stage 4 due to surveillance measures. Further, the Equity shares are restricted on trading under Trade for Trade Category (i.e., XT Group) on stock exchange.

For more details on GSM and ESM, please refer the below links:

Criteria	Links
Graded Surveillance Measure (GSM)	https://www.bseindia.com/static/markets/equity/EQReports/sur_Surveillance.html
Enhanced Surveillance Measure (ESM)	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20230718-46
FAQs on Periodic Call Auction	https://www.bseindia.com/download/markets/equity/FAQ-Periodic%20Call%20Auction%20Session.pdf

6. ***We require certain approvals and licenses in the ordinary course of business, and the failure to obtain or retain them in a timely manner may materially affect our operations.***

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, whenever it expires.

While we have obtained a significant number of approvals, licenses, registrations and permits from the relevant authorities. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations. These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty.

7. ***The Registered Office and Corporate Office of our Company is not owned by us and Company is in process of shifting the registered office of the Company:***

Pursuant to Completion of takeover process we operate from our Corporate office situated at 35 Block-C Mansarovar Complex, 7 no Stop M.P. Nagar MPSRTC Depo 7, M.P. Vidhan Sabha, Bhopal, Huzur, Madhya Pradesh, India, 462004 which has been taken on lease to use the place as corporate office and registered office vide leave and license Agreement. Any discontinuance of such arrangement will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company. Also post takeover the new management is in process of shifting the registered office of the Company from the state of Tamil Nadu to the State of Madhya Pradesh and the said resolution has been approved by the shareholders by way of Postal ballot dated 24th August, 2024. The Company has received the order of Regional Director (Chennai) dated February 26, 2025 for confirmation of alteration of the registered office clause of the Memorandum of Association of the Company so as to change the place of registered office from the State of Tamil Nadu to the State of Madhya Pradesh. The Board of Directors of the Company, in its meeting on February 28, 2025 has approved the change in the registered office of the Company. The relevant form in this regard has been filed with the Ministry of Corporate Affairs, approval for which is awaited.

8. ***The price, at which we are trade depend largely on prevailing market prices. Increase in costs of our raw materials could have a material adverse effect on our Company's sales, profitability and results of operations.***

Our Company is dependent on third party suppliers for procuring goods for trading. We are exposed to fluctuations in the prices of the goods as well as its unavailability, particularly as we typically do not enter into any long-term supply agreements with our suppliers and our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the materials. We also face the risks associated with compensating for or passing on such increase in our cost of production on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of raw material may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations. Though we enjoy favourable terms from the

suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our production and delivery schedules, which may result in the loss of our customers and revenues.

9. Our business is subject to seasonal volatility, which may contribute to fluctuations in our results of operations and financial condition.

Due to the seasonal availability of these agriculture products, our business is seasonal in nature. The period during which our business may experience higher revenues varies from season to season depending upon the availability agricultural produce for trading. During the crop season, we are able to procure agricultural commodities at reasonable terms and in substantial quantities, whereas during the off-season their availability is less and also there are price variations. Accordingly, our revenue in one quarter may not accurately reflect the revenue trend for the whole Financial Year. The seasonality of Cotton Seeds and its impacts may cause fluctuations in our result of operations and financial conditions.

10. Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirement may have an adverse on our results of operations.

Our business is working capital intensive and involves a lot of investment in working capital. All these factors may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of funds in a timely manner, or at all, to meet the requirement of working capital or payout debts, could adversely affect our financial condition and result of our operation.

11. We have delayed in regulatory filings to be made with the ROC and Stock Exchange

There are some instances where forms have been belated filed with ROC with requisite additional fees. Although, no show cause notice have been issued against our Company till date in respect of above also there are instances where filling are delayed in doing compliances as per SEBI LODR , the Company has paid penalties as required by the stock exchange ,but in future in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected. Also with the expansion of our operations there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.

12. Non-traceability of certain secretarial and statutory records of the Company since incorporation

Since the Company was incorporated on December 08, 1994 and there are changes in promoter and management pursuant to takeover, our Company is unable to trace certain corporate and other documents such as copies of certain prescribed forms filed with the ROC from the date of our incorporation except those available on MCA Portal and Exchange on which Company is listed. While we believe that we had filed these forms with the ROC in a timely matter, we have not been able to obtain copies of these forms. While there is no outstanding litigation or regulatory proceeding on the date of this Letter of Offer which requires these forms, there can be no assurance that these forms will not be required in the legal proceedings in the future. We cannot assure you that we will be able to locate or obtain access to the documentation pertaining to such historical, legal and secretarial data or information or that we will not be subject to any penalty imposed by any relevant regulatory authority due to our inability to locate or obtain access to such documentation.

13. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

Our future ability to pay dividends will depend on our future earnings, financial condition and capital requirements. Dividends may be distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

14. Our actual results could differ from the estimates and projections used to prepare our financial statements.

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/ or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

15. Any defects in our products could make our Company liable for customer claims, which in turn could affect our Company's results of operations.

Our Company is bound by the terms and conditions as stated in the purchase order placed by its customers. There are no specific regulations governing the supply of the same, other than the general law of contracts. Any claims made by these customers for defects in the products, would be subject to these terms and conditions, which are in the nature of normal contractual obligations in India. Any violation of these obligations could impact our Company's results of operations and financial conditions.

16. Statistical and industry data in this Letter of Offer may be inaccurate, incomplete or unreliable.

We have not independently verified data obtained from industry publications and other sources referred to in this Letter of Offer. This Letter of Offer includes information that is derived from relevant sources. Neither we nor any other person connected with the Issue has verified the information in the website of relevant sources. This information does not guarantee the accuracy, adequacy or completeness of the information and disclaims responsibility for any errors or omissions in the information or for the results obtained from the use of the information. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that information from website of relevant sources are correct or will not change and accordingly, our position in the market may differ from that presented in this Letter of Offer. Further, Prospective Investors are advised not to unduly rely on the information of relevant sources or extracts thereof as included in this Letter of Offer, when making their investment decisions.

17. A failure of our internal controls over financial reporting may have an adverse effect on our business and results of operations.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting for external purposes, including with respect to record keeping and transaction authorization. Because of our inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report its financial results accurately and in a timely manner, or to detect and prevent fraud.

18. Our Company's failure to maintain the quality standards of the products could adversely impact our business, results of operations and financial condition.

Quality Control Inspection is an integral part of our operations. We are required to implement quality management system in respect of all our products. Our products depend on customer's specifications. Any failure to maintain the quality standards of our products may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customers' quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation, our operations and our results from operations.

19. We do not have any long-term agreement or contract for supply of goods & consequently are exposed to price and supply fluctuations for our agricultural produce:

We are to a major extent dependent on external suppliers for our agricultural commodities requirements and we do not have any long-term supply agreements or commitments in relation to the same or for any other goods. Consequently, we are exposed to price and supply fluctuations in agricultural produce, and these fluctuations may adversely affect our ability to obtain orders and/ or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition.

In case of non-availability of goods on favourable terms we may have to procure the same at the terms and conditions prevalent at that point. This will result in reducing our revenues by a considerable amount due to shortage of raw material and job worker or due to inability to procure the same. Further, unfavourable terms of raw materials may also force us to reduce the scale of our operations resulting in a down-sizing of our overall business. We may have to put on hold any expansion plans and our business will be adversely affected.

20. Our success depends heavily upon our Directors and Key Managerial Personnel for their continuing services, strategic guidance and financial support. Our success depends heavily upon the continuing services of Promoters, Directors and Key Managerial Personnel who are the natural person in control of our Company.

Our Directors have a vast experience in the business undertaken by our Company. They have established cordial relations with various customers and suppliers over the past several years, which have immensely benefitted our Company's current customer and supplier relations. We believe, our Promoters and Directors, who have rich experience in this industry, managing customers and handling overall businesses, has enabled us to experience growth and profitability.

We benefit from our relationship with our Promoter, Directors and Key Managerial Personnel and our success depends upon their continuing services. We also depend significantly on our Directors and Key Managerial Personnel for executing our day-to-day activities. The loss of any of our Promoters, Directors and Key Managerial Personnel, or failure to retain, recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and Key Managerial Personnel, please refer to the chapter titled ***"Our Management"*** on page no. 78 of this Letter of Offer.

21. General Factors affecting Operation and Financial Position of the Company.

- Shortage or Non-availability of power supply could result in hindrance in our process which may adversely affect the financial position of the Company due to disruption of power supply from State Electricity Board.

- Our business is manpower intensive and may be affected if we are unable to obtain or retain employees on contract or at commercially attractive costs. We cannot assure you that we will be able to find or hire personnel with the necessary experience or expertise to operate our business.

- Misconduct or errors by manpower engaged by us includes breach of security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes and improper use of confidential information could expose us to business risks or losses that could affect our business prospects, results of operations and financial condition, including regulatory sanctions, penalties and serious harm to our business.

- Any shortfall in the supply of our agricultural produce such as, onion, maize, rice paddy, toor dal etc or an increase in raw material costs or other input costs may adversely impact the pricing and supply of our products and have an adverse effect on our business.

- We may be subject to working capital risks due to delays or defaults in payment by customer, which may restrict our ability to trade in agricultural produce and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the stipulated time to our customers may affect our payment schedule and business image.

- The demand for our products depends on quality that manufacture maintain and market. Any failure of ours to maintain the quality standards may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customer's quality standards.

EXTERNAL RISK FACTORS:

1. ***The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.***

   The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in Letter of Offer, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on Director(s) and Key Managerial Personnel(s) from engaging in forward dealing. Further, Companies meeting certain financial thresholds are also required to constitute a committee of the Board of Directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our company, Director(s) and Key Managerial Personnel(s) being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

   To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

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

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

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

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

   Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

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

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

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

requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

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

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

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

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

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

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance, and the trading price of the Equity Shares.

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

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

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

costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

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

6. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

7. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other/ adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

8. Any further downgrading of our debt ratings or of India's sovereign debt rating may adversely affect our business.

Any downgrading of our credit ratings may increase interest rates on our outstanding debt, increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and materially and adversely affect our ability to raise new capital on a competitive basis, which may adversely affect our profitability and future growth. In addition, any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available. This may materially and adversely affect our capital expenditure plans, business and future financial performance and our ability to fund our growth in future.

9. The ability of Indian companies to raise foreign capital may be constrained by Indian law.

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

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

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

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

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India;

- prevailing income conditions among Indian consumers and Indian corporations;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region orglobally, including in India's various neighbouring countries;
- prevailing regional or global economic conditions; and
- other significant regulatory or economic developments in or affecting India

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

11. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

12. Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.

India has experienced natural calamities such as earthquakes, tsunami, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

22. RISK FACTORS RELATED TO ISSUE:

1. Our Company will not distribute this Letter of Offer, the Abridged Letter of Offer and Application Form to overseas Shareholders who have not provided an address in India for service of documents.

Our Company will dispatch this, the Abridged Letter of Offer, Rights Entitlement Letter and Application Form **(the "Issuing Materials")** to such Eligible Shareholders as on Record Date i.e Tuesday, April 15, 2025, whose email address are not available in record of the Depositories. The Issuing Materials shall not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions.

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

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. Tuesday, April 15, 2025 and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company in the manner provided on the website of the Registrar to the Issue at **www.skylinerta.com** at least two working days prior to the Issue Closing Date i.e. on or before Monday, May 19, 2025, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date i.e. on or before Tuesday, May 20, 2025. They may also communicate with the Registrar with the help of the helpline number 011-26812682 and their email address at **ipo@skylinerta.com**.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date, i.e. **on or before Monday, May 19, 2025**, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in ***Section Terms of the Issue - "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner" on page nos.* 160 *and* 177 *respectively of this Letter of Offer.***

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

   Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Issue. Renouncees 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 Renouncees 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 Renouncee will not be able to apply in this Issue with respect to such Rights Entitlements. For details, please refer to ***"Terms of the Issue"*** on page no. 154 of this Letter of Offer.

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

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

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

   The Equity Shares that you subscribe to the Issue may not be credited to your demat account with the depository participants until approximately 9 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

6. ***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, approval for listing and trading of the Equity Shares will not be granted by the Stock Exchange until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchange. 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.

7. ***No market for the Rights Entitlements may develop and the price of the Rights Entitlements may be volatile.***

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchange during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the Equity Share price. Factors affecting the volatility of the Share price, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the Equity Share price will have an adverse impact on the trading price of the Rights Entitlements. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.

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

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

9. ***The Rights Entitlements may not be credited into your demat account on time and you may not be able to trade such Rights Entitlements on the platform of the Stock Exchange.***

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. The Rights Entitlements that you may be entitled to may not be credited into your demat account in a timely manner. In relation to the SEBI Rights Issue circular, the Eligible Equity Shareholders can trade in such Rights Entitlements on the platform of the Stock Exchange after the Issue Opening Date and such trading shall be closed at least three working days prior to the Issue Closing Date. We cannot assure that the Rights Entitlements allocated to you will be credited to your demat account in a timely manner or at all, which will impact your ability to trade in the Rights Entitlements.

10. ***We have evolved a mechanism for credit of the Rights Equity Shares in respect of the Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date. However, this mechanism may entail a risk that the sale of such shares by the Company on the open market subsequently may not be at a price acceptable to such shareholders. Further, the Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their demat account to the Registrar.***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. **Tuesday, April 15, 2025** and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company in the manner provided on the website of the Registrar to the Issue at www.skylinerta.com at least two working days prior to the Issue Closing Date i.e on or before Monday, May 19, 2025, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date i.e. on or before Tuesday, May 20, 2025 They may also communicate with the Registrar with the help of the helpline number 011-26812682 and their email address at ipo@skylinerta.com.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date, i.e. **on or before Monday, May 19, 2025**, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in ***Section Terms of the Issue - "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner" on page nos.* 160 *and* 177 *respectively of this Letter of Offer.***

11. 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 Exchange, 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 Equity Shares will commence in a timely manner.

12. There is no monitoring agency appointed by our Company to monitor the utilization of the Issue proceeds.

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above Rs. 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations/ adverse comments of the audit committee public.

13. 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.

SECTION –IV INTRODUCTION

This Issue has been authorized through a resolution passed by our Board of Directors at its meeting held on Thursday, November 28, 2024 pursuant to Section 62(1) (a) of the Companies Act. The following is a summary of this Issue and should be read in conjunction with and is qualified entirely by the information detailed in the chapter titled **"Terms of the Issue"** on page no. 154 of this Letter of Offer.

SUMMARY OF THE ISSUE

Equity shares offered through the Issue	Upto #48,89,25,000 (Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand) Equity Shares.
Rights Entitlements	*Upto 159 (One Hundred Fifty Nine) Rights Equity Shares for every 10 (Ten) fully paid-up Equity Shares held by the eligible equity shareholders on the Record Date i.e. Tuesday April 15, 2025
Record Date	Tuesday, April 15, 2025
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 10 (Ten) Equity Shares, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
Face value per Equity share	Re. 1.00/- (Rupee One Only) per share.
Issue price per Equity share	Re. 1.00/- ((Rupee One Only) per share.
Issue Size	Upto #48,89,25,000 (Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand) Equity Shares of face value of Re. 1.00/- (Rupee One Only) each for cash at a price of Re. 1.00/- (Rupee One Only) per share aggregating upto Rs. 48,89,25,000 (Rupees Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand Only).
Voting Rights and Dividend	The Equity Shares issued pursuant to this Issue shall rank pari passu in all respects with the existing Equity shares of our Company.
Equity Shares issued, subscribed and paid up prior to the Issue	3,07,50,000 (Three Crores Seven Lakhs Fifty Thousand) Equity Shares.
Equity Shares subscribed and paid-up after the Issue (assuming full subscription for and allotment of the Rights Entitlement)	#Upto 51,96,75,000 (Fifty One Crores Ninety Six Lakh Seventy Five Thousand) Equity Shares.
Scrip and Series Details	**ISIN: INE125F01032 (Equity)** **BSE Scrip Code: 530805**
Terms of the Issue	Please refer to the section titled "***Terms of the Issue***" on page no. 154 of this Letter of Offer.
Use of Issue Proceeds	Please refer to the section titled ***"Objects of the Issue"*** on page no. 47 of this Letter of Offer.
Fractional Entitlement	For details in relation fractional entitlements, see ***"Terms of the Issue"*** on page no. 154 of this Letter of Offer.

#***Assuming full subscription of the Issue.***

**The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 159 (One Hundred Fifty Nine) Rights Equity Shares for every 10 (Ten) fully paid-up Equity Shares held by the eligible equity shareholders of our Company on the Record date i.e. April 15, 2025. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 10 (Ten) Equity Shares or is not in multiples of 10 (Ten), the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlements. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.*

Please refer to the chapter titled "***Terms of the Issue***" on page no. 154 of this Letter of Offer.

GENERAL INFORMATION

Pursuant to the resolution passed by our Board at its meeting held on Thursday, November 28, 2024, our Company has been authorized to make the following Rights Issue to the Equity Shareholders of our Company.

Issue of upto #48,89,25,000 (Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand) Fully Paid-up Equity shares of face value of Re. 1.00/- (Rupee One Only) each for cash at a price of Re. 1.00/- (Rupee One Only) per Equity share aggregating upto Rs. 48,89,25,000 (Rupees Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand Only) on a rights basis to the existing equity shareholders of our Company in the ratio of 159 (One Hundred Fifty Nine) Rights Equity shares for every 10 (Ten) fully paid-up equity shares held by the eligible equity shareholders on the record date, i.e. Tuesday, April 15, 2025. The issue price is One time of face value of the Equity shares.
#*Assuming full subscription of the Issue*

For further details, please refer to the chapter titled **"Terms of the Issue"** on page no. 154 of this Letter of Offer.

REGISTERED OFFICE AND CORPORATE OFFICE OF OUR COMPANY

ONESOURCE INDUSTRIES AND VENTURES LIMITED

Registered and Corporate Office:

35 Block-C Mansarovar Complex, 7 no Stop M.P. Nagar MPSRTC Depo 7, M.P. Vidhan Sabha, Bhopal, Huzur, Madhya Pradesh, India, 462004

Contact No.: +91-9685634568
Email id: cs@osivl.com
Website: www.osivl.com
CIN: L46201TN1994PLC097983
Registration No.: 181-5580

BOARD OF DIRECTORS

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

Name of the Director	Age	Designation	DIN	Other Directorship
Mr. Vibhu Maurya	35 yrs	Managing Director and Chief Financial Officer	06458105	1. Oracle Realinfra Private Limited 2. Sadbhav Minerals Private Limited
Mr. Atul Chauhan	50 yrs	Non-Executive - Independent Director	00465990	1. Kapissh Finone Private Limited
Mr. Ankit Kotwani	25 yrs	Non-Executive and Non - Independent Director	09184682	Nil
Mr. Sachin Maurya	49 yrs	Non-Executive Non-Independent Director	05295874	Nil
Mr. Harshaben Tolaram Bhagwani	35 yrs	Independent Director	10739148	Nil
Mr. Ritik Wagh	24 yrs	Independent Director	10768388	Nil
Mr. Rahul Kumar lalwani	38 yrs	Independent Director	10768522	Nil

For further details of our Board of Directors, see **"Our Management"** on page no. 78 of this Letter of Offer.

REGISTRAR OF COMPANIES

Our Company is registered with the ROC, Gwalior, which is situated at the following address:

Registrar of Companies, Gwalior
3rd Floor, A Block, Sanjay Complex, Jayendra Ganj,
Gwalior, Madhya Pradesh - 474001
Email id: roc.gwalior@mca.gov.in

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mrs. Neha Prajapati
35 Block-C Mansarovar Complex, 7 no Stop M.P. Nagar
MPSRTC Depo 7, M.P. Vidhan Sabha, Bhopal,
Huzur, Madhya Pradesh, India, 462004
Contact No.: +916232119251
Email id: cs@osivl.com

Investors may contact Compliance Officer or Registrar to the Issue for any pre-issue/ post-issue related matters such as non-receipt of letters of allotment/ share certificates/ refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs for grievances related to ASBA, giving full details such as name, address of the applicant, e-mail id of the first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process), ASBA account number and the Designated Branch of the SCSBs where the plain paper application was submitted by the ASBA Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For further details on the ASBA process, please refer to the section titled **"Terms of the Issue"** on page no. 154 of this Letter of Offer.

REGISTRAR TO THE ISSUE

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
SEBI Registration No.: INROQOO03241
Address: D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi– 110020,
India Telephone Number: 011 2681 2683, Fax No.: 011-26812682
Email Id: ipo@skylinerta.com
Investor Grievance E-mail ID: grievances@skylinerta.com
Website: www.skylinerta.com
Contact Person: Anuj Rana
CIN: U74899DL1995PTC07132

REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY

PURVA SHAREGISTRY (INDIA) PVT. LTD
Unit No. 9, Shiv Shakti Ind. Estate, J.R. Boricha Marg,
Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai, Maharashtra,400011
Contact No.: 022 - 23018261
Email id: support@purvashare.com
Investor Grievance Email id: support@purvashare.com
Website: www.purvashare.com
Contact Person: Deepali Dhuri
SEBI Registration No.: INRO00001112
CIN: U67120MH1993PTC074079

STATUTORY AUDITORS OF OUR COMPANY

M/s S V J K And Associates, Chartered Accountants
813, 8th Floor I square Business Park, Near Shukan Mall,
Besides CIMS Hospital, science city road, sola, Ahmedabad Gujrat- 380060
Email ID: info@caadvisors@gmail.com
Contact Person: Mr. Reeturaj K Verma
Membership No.: 193591
Firm Registration No.: 135182W
Peer Review Certificate No : 014698

BANKERS TO THE COMPANY

ICICI BANK LIMITED
New Delhi – Greater Kailash Branch, W57, New Delhi – 110048, India
IFSC: ICIC0000029
Contact Person: Rachit Mehra
Email ID: rachit.mehra@icicibank.com
Website: www.icicibank.com

IDBI BANK
Kolar Road, Bhopal
IFSC: IBKL0001098
Contact Person: Rajat Shrivastava
Email ID: rajat.shrivastava@idbi.co.in
Website: https://www.idbibank.in

BANKERS TO THE ISSUE

Axis Bank Limited
CIN: L65110GJ1993PLC020769
Address: C 3/21, Janakpuri, New Delhi – 110058 India
Telephone Number: +91 99998 17313
Email ID: kanchan.shukla@axisbank.com
Website: www.axisbank.com
Contact Person: Mrs. Kanchan Shukla
SEBI Registration No. INBI00000017

LEGAL ADVISOR TO THE ISSUE:

K Jatin & Co.
Company Secretary
Mobile No.: 8866576084
Address: 806, the Skywalk the Elements, Jagatpur Road,
Gota, Ahmedabad – 382481
Email: office@kjatin.com

ADVISORS TO THE ISSUE:

TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED
CIN: U74140DL2015PTC278474
614, Vishwadeep Bulding, Plot No. 4, District Centre, Janak Puri, New Delhi – 110058, India
Contact Person: Ms. Priya Sharma
Telephone: +91 -11-45510390
Email: info@tcagroup.in
Website: https://tcagroup.in
Investor Grievance Email: complaints@tcagroup.in
SEBI Registration No: INM000012290

Experts

Except for the reports of the Auditor of our Company on the Audited Financial Information and Statement of Tax Benefits, included in the Letter of Offer, our Company has not obtained any expert opinions.

Designated Intermediaries

Self-Certified Syndicate Bankers

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

be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

For further details on the ASBA process, please refer to the details given in ASBA form and to the chapter titled **"Terms of the Issue"** on page no. *154* of this Letter of Offer.

Investor grievances

Investors may contact the Compliance Officer for any pre-issue/ post-issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ refund orders, etc.

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

Credit Rating

This being an issue of Equity shares, no credit rating is required.

Inter-se allocation of Responsibilities for the Issue

The Company has not appointed any Merchant Banker to act as Lead Manager to the Issue. Hence there is no inter-se allocation of responsibilities.

Debenture Trustees

This being an issue of Equity Shares, the appointment of Debenture Trustees is not required.

Monitoring Agency

As the Issue size is less than Rs. 10,000 Lakhs, under the SEBI ICDR Regulations, the Company is not required to appoint a Monitoring Agency pertaining to this Issue.

Underwriting Agreement

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

Appraising Entity

None of the purposes for which the Issue Proceeds are proposed to be utilized have been financially is appraised by any Bank or Financial Institution.

Minimum Subscription

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

In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (Four) days from the Issue closing date in accordance with SEBI master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors who are "officers in defaults" shall pay interest for the delayed period, at such rates as prescribed under the applicable laws.

Changes in Auditors during the last three years

M/s. S V J K And Associates (formerly known as M/s ASRV & Co.), Chartered Accountants, Ahmedabad (firm registration number: 135182W) had been appointed as the Statutory Auditor of the Company for a period of 5 consecutive years, starting from the conclusion of this 29th AGM until the 34th Annual General Meeting (AGM) of the Company, due to casual vacancy caused by resignation of M/s N.Sankaran & Co., Chartered Accountants, (FRN: 003590s) on 15th November, 2022.

M/s. N. Sankaran & Co, Chartered Accountants, were appointed as statutory auditors of the Company to hold office for a term of 5 (five) consecutive years at the 24th Annual General Meeting of the Company held on 27th September, 2018 until the conclusion of the Annual General Meeting of the Company in the year 2022-23 and he resigned on with effect from 15th November, 2022 due to change in the Management/Promoter of the Company.

Issue Schedule

Last date for credit of Rights Entitlements	Tuesday, April 29, 2025
Issue Opening Date	Wednesday, April 30, 2025
Last date for On-market renunciation of rights/ Date of closure of trading of Rights Entitlements#	Friday, May 16, 2025
Issue Closing Date*	Wednesday, May 21, 2025
Finalizing the basis of allotment with the Designated Stock Exchange (on or about)	Monday, June 02, 2025
Date of Allotment (on or about)	Monday, June 02, 2025
Date of Credit (on or about)	Tuesday, June 03, 2025
Date of Listing (on or about)	Friday, June 06, 2025

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

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

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company and/ or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.

Filing

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees Ten Crores to Rupees Fifty Crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with BSE Limited **('BSE')** and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with BSE Limited **('BSE')**.

CAPITAL STRUCTURE

Our Company's share capital, as on the date of this Letter of Offer, is set forth below:

(Amount in Lakhs except share data)

Sr. No.	Particulars	Aggregate value at Face value	Aggregate value at Issue Price
A	**AUTHORISED SHARE CAPITAL**		
	55,00,00,000 Equity shares of face value of Re. 1.00/- (Rupee One Only) each*	5500.00	N.A.
B	**ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE**		
	3,07,50,000 (Three Crores Seven Lakhs Fifty Thousand) Equity Shares of face value of Re. 1.00/- (Rupee One Only) each	307.50	N.A.
C	**PRESENT ISSUE BEING OFFERED TO THE EXISTING EQUITY SHAREHOLDERS THROUGH THIS LETTER OF OFFER(1)**		
	Upto 48,89,25,000# (Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand) Rights Equity Shares of face value of Re. 1.00/- (Rupee One Only) each for cash at a price of Re. 1.00/- (Rupee One Only) per Equity share	4889.25	4889.25
D	**ISSUED SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE(2)**		
	51,96,75,000 (Fifty One Crores Ninety Six Lakhs Seventy Five Thousand) Fully Paid-up Equity Shares of Re. 1.00/- (Rupee One Only) each**	5196.75*	
E	**SECURITIES PREMIUM ACCOUNT**		
	Before this Issue		171.00
	After the Issue(3)		171.00

(1)This Issue has been authorized by a resolution passed by our Board at its meeting held on Thursday, November 28, 2024, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013.
(2)Assuming full subscription for and Allotment of the Rights Entitlements.
(3)Assuming full subscription and allotment with respect to the Rights Equity Shares.
***Assuming full acceptance and subject to finalization of Basis of Allotment, Allotment and deduction of Issue Expenses.*

Notes to the Capital Structure:

1. Our Company does not have any employee stock option scheme or employee stock purchase scheme.
2. Our Company does not have any outstanding warrants, options, convertible loans, debentures or any other securities convertible at a later date into Equity shares, as on the date of this Letter of Offer, which would entitle the holders to acquire further Equity Shares.

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value In Rs	Issue Price In Rs	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid -up Capital In Rs	Cumulative Securities premium In Rs
08/12/199	707	10	10	Cash	Subscriber to the memorandum	707	7,070	Nil
24/02/1995	9,99,293	10	10	Cash	Preferential Allotment	10,00,000	1,00,00,000	Nil

June 1995*	35,00,000	10	10	Cash	Initial Public Offer	45,00,000	4,50,00,000	Nil
20/01/2015	42,75,000	10	10	Cash	Reduction of Share Capital vide High Court	2,25,000	22,50,000	Nil
10/07/2017	28,50,000	10	10	Cash	Private Placement	30,75,000	3,07,50,000	1,71,00,000

All the Equity Shares of our Company are fully paid-up and there are no partly paid-up Equity shares outstanding as on the date of this Letter of Offer. For further details on the terms of the Issue, please see the chapter titled **"Terms of the Issue"** on page no. 154 of this Letter of Offer.

BUILD UP OF CURRENT PAID-UP CAPITAL OF COMPANY

A. Shareholding of Promoter and Promoter Group:

The details of Equity shares held by the Promoter and Promoter Group including the details of lock-in, pledge and encumbrance on such Equity shares as on 31st March, 2025 are set forth below:

Sr. No	Name of the Promoter & Promoter Group	Number of fully paid up Equity Shares held	Shareholding as a %of total no. of shares (calculated as per SCRR, 1957)	Details of Equity Shares pledged / encumbered		Details of Equity Shares locked-in	
				No of % of Total Equity Shares held		No of % of Total Equity Shares held	
1.	Vibhu Maurya	89,10,569	28.98	-	-	-	-
	Total	89,10,569	28.98	-	-	-	-

B. Details of Equity Shares acquired by Promoter or Promoter Group in the last one year.

Promoter or Promoter Group has not acquired any shares during the last one year. However Company was takeover by the Promoters Mr. Vibhu Maurya pursuant to the Open Offer made pursuant to Regulations 3(1) and 4 read with 13(1) and 15(1) of the Takeover Code for the purpose of substantial acquisition of equity shares. Also a Share Purchase Agreement was executed on 13th October, 2021 amongst the Acquirers and B. P. Jhunjhunwala & Others HUF and Mala Jhunjhunwala, erstwhile Promoter and Promoter Group of the Target Company and Sellers to buy their entire shareholding in the Target Company constituting 40.00% of the paid-up capital of the Target Company.

Pursuant to provisions of Regulation 7(2)(b) of SEBI (PIT) Regulations 2015 and regulation 29(1) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, Mr. Vibhu Maurya acquired total 1,99,88,230 through open offer. Therefore, under Regulation 7(1) read with Regulation 6(2) of SEBI (PIT) Regulation. 2015 and became the promoter of the Company pursuant to takeover.

The Promoter has not acquired any shares in the last one year.

C. Intention and extent of participation in the Issue by the Promoter and Promoter Group

The Promoter of the Company Mr. Vibhu Maurya have no intention to participate in the Right Issue.

Further letter dated 25th November, 2024 promoter of the Company has shown their no intention to participate in the Right Issue as well as not to sale RE to through third party except inter-se transfer if required.

D. The ex-rights price per Equity share arrived in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is Re. 1.42/- (Rupee One and Paisa Four Two Only)

E. At any given time, there shall be only one denomination of the Equity Shares.

F. The details of the promoter and promoter group's shareholding of the Company as on 31st December, 2024 are as under:

Sr. No.	Name of Promoter and Promoter Group	No. of Equity shares held	% of Total Share Capital
1.	Vibhu Maurya	1,67,38,230*	54.43
	Total	**1,67,38,230**	**54.43**

** as on the date of this letter of offer, Mr. Vibhu Maurya is holding 89,10,569 Equity Shares aggregating to 28.98% of the Total Share Capital of the Company.*

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

- Shareholding Pattern of the Equity Shares of our Company as per the last filing with the Stock Exchange, i.e., as on 31st **December**, 2024 is available on the websites of **BSE** at https://www.bseindia.com/stock-share-price/onesource-ideas-venture-ltd/oivl/530805/shareholding-pattern/

- Statement showing holding of the Equity Shares of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon as on 31st **December**, 2024 can be accessed on the websites of **BSE** at https://www.bseindia.com/stock-share-price/onesource-ideas-venture-ltd/oivl/530805/shareholding-pattern/

- The statement showing holding of Equity Shares belonging to the category "Public" including the details of lock-in, pledge of and encumbrance thereon as on 31st **December**, 2024, can be accessed on the websites of **BSE** at https://www.bseindia.com/stock-share-price/onesource-ideas-venture-ltd/oivl/530805/shareholding-pattern/

- Statement showing shareholding pattern of the Non Promoter - Non Public shareholder of our Company as on 31st December, 2024 can be accessed on the websites of BSE at https://www.bseindia.com/stock-share-price/onesource-ideas-venture-ltd/oivl/530805/shareholding-pattern/

H. Details of the Shareholders holding more than 1% of the issued and paid-up equity share capital

Sl. No	Name of Shareholders	No. of Equity Shares Held	% of Paid up Capital
1.	Vibhu Maurya	1,67,38,230	54.43
2.	Deva Gogia	7,83,573	2.55
3.	Sachin Govindlal Modi	15,00,000	4.88
4.	Divya Prakash Bhojwani	12,55,110	4.08
5.	Ajay Singh Verma	5,92,850	1.93
6.	Anjena Ravi	3,54,834	1.15
7.	Rohit Maurya	13,37,430	4.35
8.	M Kalpana .	3,12,000	1.01
9.	Dealmoney Commodities Private Limited	5,50,000	1.79

SECTION – V PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Our Company intends to utilize the proceeds raised through the Issue **("Gross Proceeds")** after deducting the Issue related expenses **("Net Proceeds")** for the following objects (collectively referred to as the **"Objects"**):

1. Incremental Working Capital Requirements; and
2. General Corporate Purpose.

The main objects clause and objects incidental or ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

ISSUE PROCEEDS

The details of Issue proceeds and its utilization are as under:

Particulars	Estimated Amount (Rs. in Lakhs)
Gross Proceeds to be raised through the Issue*	**4889.25**
Less: Issue related expenses	35.00
Net Proceeds to be raised through the issue	**4854.25**
Utilization of the net proceeds	
(a) Incremental working capital requirements	4700.00
(b) General Corporate Purpose**	154.25
Net Proceeds	**4854.25**

**Assuming full subscription and allotment with respect to the Rights Equity Shares.*
***The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

UTILISATION OF NET ISSUE PROCEEDS

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

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Issue (Rs. in Lakhs)	Estimated deployment in FY 2025-26 (Rs. in Lakhs)	Estimated deployment in FY 2026-27 (Rs. in Lakhs)
1.	Incremental Working Capital Requirements*	4700.00	2850.00	1850.00
2.	General Corporate Purpose	154.25	154.25	
	Net Proceeds*	**4854.25**	**3004.25**	**1850.00**

**Assuming full subscription and allotment with respect to the Rights Equity Shares.*

The above fund requirements are based on our current business plan, internal management estimates and have not been appraised by any Bank or Financial Institution. The deployment of funds raised through this Issue is at the discretion of the Management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. In view of the competitive environment of the industry in which we operate, we may have to revise our business plan from time to time and consequently, our funding requirements may also change. Our historical funding requirements may not be reflective of our future funding plans. We may have to revise our funding requirements, and deployment from time to time on account of various factors such as economic and business conditions, increased competition and other external factors which may not be within our control. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

In case of any increase in the actual utilization of funds earmarked for any of the Objects of the Issue or a shortfall in raising requisite capital from the Net Proceeds, such additional funds for a particular activity will be met by means available to us, including by way of incremental debt and/or internal accruals. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Issue in accordance with applicable law.

Means of Finance

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised to be issue and through existing identifiable accruals.

As we operate in a competitive environment, our Company may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling & revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled **"Risk Factors"** beginning on page no. 24 of this Letter of offer.

DETAILS OF USE OF ISSUE PROCEEDS

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

1. Incremental working capital requirements

Our business is working capital intensive. We finance our working capital requirement from our internal accruals and bank finance. Considering the existing and future growth, the incremental working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach Rs. 4770.81 Lakhs.

We intend to meet our working capital requirements to the extent of Rs. 4700.00 Lakhs from the Net Proceeds of this Issue and the balance will be met from internal accruals at an appropriate time as per the requirement.

A. Detailed Assessment of Working Capital:

The working capital requirements set forth below are our estimates based on past experience and projections for the future in line with our operations.

Our Company's existing and estimated working capital requirements and funding on a standalone basis is as follows:

S.No.	Particulars	As on March 31 2023 (Audited)	As on March 31 2024 (Audited)	As on March 31 2025 (Provisional)	As on March 31 2026 (Estimated and Budgeted)	As on March 31 2027 (Estimated and Budgeted)
A.	**Current Assets**					
	Inventories	-	-	172.51	2,131.10	3,232.16
	Trade Receivables	-	-	56.32	3,245.33	4,543.46
	Short Term Loans and Advances and Other Current Assets	105.63	200.17	129.86	259.72	519.44
	Total Current Assets (A)	**105.63**	**200.17**	**358.69**	**5,636.14**	**8,295.06**
B.	**Current Liabilities and Provisions**					
	Trade Payables	7.65	6.26	5.02	2,453.06	3,164.53
	Other current liabilities and provisions	3.93	2.37	28.82	31.70	34.87
	Total current liabilities and Provisions (B)	**11.58**	**8.63**	**33.84**	**2,484.76**	**3,199.41**

	Total Working Capital requirement (A-B)	**94.05**	**191.54**	**324.85**	**3,151.38**	**5,095.66**
	Additional Working Capital requirement	**-**	**97.49**	**230.80**	**2,826.53**	**1,944.27**
	Source of Working Capital					
	Right Issue Proceeds				2,800.00	1,900.00
	Short Term borrowings	30.00	60.00	-	-	2,600.00
	Internal Resources	64.05	131.54	324.85	351.38	595.66
	Total Source of Working Capital	**94.05**	**191.54**	**324.85**	**3,151.38**	**5,095.66**

B. Assumptions for working capital requirements:

S. No.	Particulars	As on March 31 2023 (Audited)	As on March 31 2024 (Audited)	As on March 31 2025 (Provisional)	As on March 31 2026 (Estimated and Budgeted)	As on March 31 2027 (Estimated and Budgeted)
1	Inventories holding period (based on Cost of Goods Sold)	-	-	9	60	65
2	Trade Receivables holding period (based on Operating Sales)	-	-	3	90	90
3	Trade Payables (based on Purchases of Traded Goods)	-	3	-	60	60
4	Short Term Loans and Advances and Other Current Assets	1,928	90	7	7	10

2. General Corporate Purpose

We intend to deploy Rs. 154.25 Lakhs (Rupees One Crore Fifty Four Lakhs Twenty Five Thousand Only) from Net Proceeds of the Rights Issue towards General Corporate purposes. The General Corporate purposes for which our Company proposes to utilize issue proceeds include but not restricted to entering into brand building exercises and strengthening our marketing capabilities, general maintenance, partnerships, tie-ups or contingencies in ordinary course of business which may not be foreseen or any other purposes as approved by our Board of Directors. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds ear marked for General Corporate purposes. Further, the amount for General Corporate purposes, as mentioned in this Letter of Offer, shall not exceed 25% of the amount raised by our Company through this Issue.

ISSUE EXPENSES

The total expenses of the Issue are estimated to be approximately Rs. 35 Lakhs (Rupees Thirty Five Lakhs Only)*. The expenses of the Issue include among others, fees of the Registrar to the Issue, fees of the other advisors, printing and stationery expenses, advertising, marketing expenses and other expenses.

The Estimated Issue Expenses are as under:

Particulars	Expenses (Rs. in Lakhs)	% of Estimated Issue Size	% of the Issue Expenses
Fees of Banker to the Issue, Registrar to the Issue, Auditor's Fees, Advisors to the Issue etc. including out of pocket expenses	19.00	0.39%	54.29%
Expenses relating to advertising, printing, distribution, marketing and stationery expenses	5.00	0.10%	14.29%

Regulatory fees, filing fees, listing fees and other miscellaneous expenses	11.00	0.22%	31.43%
Total	**35.00**	**0.71%**	**100%**

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

APPRAISAL OF THE OBJECTS

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

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, we intend to deposit the Net Proceeds only in scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or in any such other manner as permitted under the SEBI ICDR Regulations or as may be permitted by SEBI. Our Company confirms that pending utilization of the Net Proceeds shall not be utilized for any investment in the equity markets, real estate or related products.

BRIDGE LOAN

Our Company has not raised any bridge loans from any Bank or Financial Institution as on the date of this Letter of Offer, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument pending receipt of the Net Proceeds.

MONITORING UTILIZATION OF FUNDS FROM ISSUE

As this is an Issue for an amount less than Rs. 10,000 Lakhs, there is no requirement for the appointment of a monitoring agency. The Board or its duly authorized committees will monitor the utilization of the proceeds of the Issue. Our Company will disclose the utilization of the Issue Proceeds, including interim use, under a separate head along with details, for all such Issue Proceeds that have not been utilized. Our Company will indicate investments, if any, of unutilized Issue Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the listing.

We will also on an annual basis, prepare a statement of the funds which have been utilized for purposes other than those stated in this Letter of Offer, if any, and place it before the Audit Committee and the Board. Such disclosure will be made only until all the Issue Proceeds have been utilized in full. The statement shall be certified by our Statutory Auditor. Further, in accordance with Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchange on a quarterly basis, a statement including deviations and variations, if any, in the utilization of the Issue Proceeds from the Objects of the Issue as stated above.

STRATEGIC AND FINANCIAL PARTNERS TO THE OBJECTS OF THE ISSUE

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

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

No part of the Net Proceeds will be paid by us as consideration to our Promoters and Promoter Group, our Directors, Associates or Key Managerial Personnel.

VARIATION IN OBJECTS

In accordance with Section 27 of the Companies Act, 2013, 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. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

STATEMENT OF POSSIBLE TAX BENEFITS

S V J K AND ASSOCIATES
Chartered Accountants

STATEMENT OF POSSIBLE TAX BENEFITS

To
The Board of Directors,
ONESOURCE INDUSTRIES AND VENTURES LIMITED
(Formerly Known as Onesource Ideas Venture Limited)
35 Block-C Mansarovar Complex, 7 No Stop M Pnagar Mpsrtc Depo 7,
M.P. Vidhan Sabha, Bhopal,Huzur, Madhya Pradesh, India- 462004

Dear Sir,

Reference – Rights Offer of Equity Shares by ONESOURCE INDUSTRIES AND VENTURES LIMITED (Formerly Known as Onesource Ideas Venture Limited)
Subject - Statement of possible tax benefits ("the statement") available to ONESOURCE INDUSTRIES AND VENTURES LIMITED (Formerly Known as Onesource Ideas Venture Limited) ("the Company") and its shareholders.

1. We hereby confirm that the enclosed Annexure 1 and 2 (together **"the Annexures"**), prepared by **ONESOURCE INDUSTRIES AND VENTURES LIMITED (Formerly Known as Onesource Ideas Venture Limited) ('the Company')**, provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961 **('the Act')** as amended by the Finance Act 2024, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26. the Central Goods and Services Tax Act, 2017 and the Integrated Goods and Services Tax Act, 2017, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26 **('the Indirect Tax Act')**, presently in force in India (together, the **"Tax Laws"**), several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

2. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.

3. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Letter of Offer/ Offer Documents in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

4. The statement showing the current position of special tax benefits available to the Company and the shareholders of the Company as per the provisions of Income-tax Act 1961 ("IT Act") and Indirect Tax Regulations (which are together, the "Tax laws") as amended by Finance Act, 2024, i.e. applicable for the assessment year AY 2024-25 relevant to the financial year 2023-24 for inclusion in the Letter of Offer ("LOF") for the issue of rights shares is annexed herewith.

5. These possible special tax benefits are dependent on the Company, its Certain Material Subsidiaries and the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the corresponding Tax laws. Hence, the ability of the Company, is Certain Material Subsidiaries and the shareholders of the Company to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives, the Company and its Certain Material Subsidiaries may face in the future and accordingly, the Company, its Certain Material Subsidiaries and the shareholders of the Company may or may not choose to fulfill. Further, certain tax benefits may be optional and it would be at the discretion of the Company or its Certain Material Subsidiaries or the shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the Tax laws.

S V J K AND ASSOCIATES FRN: 135182W AHMEDABAD CHARTERED ACCOUNTANTS

908, Phoenix, Opp Commerce Six Metro Station, Near Vijay Cross Roads, Navrangpura, Ahmedabad - 380009.
Email: info@svjkadvisors.com Website: www.svjkadvisors.com Contact: 079-4604 1102

6. The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure I and Annexure II are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide 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. We are neither suggesting nor are we advising the investor to Invest money or not to invest money based on this statement.

7. We do not express any opinion or provide any assurance whether:

   (i) The Company or its Certain Material Subsidiaries or the shareholders of the Company will continue to obtain these benefits in future;
   (ii) The conditions prescribed for availing the benefits have been/would be met;
   (iii) The revenue authorities/courts will concur with the views expressed herein.

The statement is intended solely for information and the inclusion in the Letter of Offer in connection with the rights issue of equity shares of the Company and is not be used, referred to or distributed for any other purpose, without our prior consent, provided the below statement of limitation is included in the Offer Letter.

Limitation

Our views expressed herein are based on the facts and assumptions indicated to us. 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 the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, as per applicable law.

For, M/s. SVJK and Associates
Chartered Accountants
FRN: 135182W

Reeturaj

SVJK AND ASSOCIATES FRN: 135182W AHMEDABAD CHARTERED ACCOUNTANTS

CA Reeturaj Verma
Partner
Membership no. 193591
UDIN: 25193591BMJGJA8973

Date: April 3rd, 2025
Place: Ahmedabad

ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice.

A. Special Tax Benefits to the Company

(i) Lower Corporate tax rate under section 115BAA

A new section 115BAA has been inserted in the Act by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019) w.e.f. April 1, 2020. Section 115BAA grants an option to domestic company to be governed by the section from a particular assessment year. If company opts for section 115BAA, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge 10% plus education cess 4%). Section 115BAA further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their book profits under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions/ incentives under the IT Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The tax expense are recognized in the Statement of Profit and Loss of the Company for the year ended March 2024 by applying the tax rate as prescribed in Section 115BAA of the IT Act.

B. Special Tax Benefits to the Shareholder

The Shareholders of the Company are not entitled to any special tax benefits under Direct Tax Act.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole/ first name holder where the shares are held by joint holders.
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.

For, M/s. SVJK and Associates
Chartered Accountants
FRN: 135182W

Reeturaj

SVJK AND ASSOCIATES FRN: 135182W AHMEDABAD CHARTERED ACCOUNTANTS

CA Reeturaj Verma
Partner
Membership no. 193591
UDIN: 25193591BMJGJA8973

Date: April 3rd, 2025
Place: Ahmedabad

ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Goods and Services Tax Act, presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. Special Tax Benefits to the Company

(i) Input Tax Credit availment:

Under the Central Goods and Service Tax Act, 2017 and Rules framed thereunder and Integrated Goods and Service Tax Act, 2017 and Rules framed thereunder (collectively "GST regime"), the company is eligible to adjust the amount of tax paid at the time of purchase with the amount of output tax and balance liability has to be paid to the Government.

ITC can be claimed by a person registered under GST only if he fulfills all the conditions as prescribed:

1. The dealer should be in possession of tax invoice.
2. The said goods/services have been received
3. Returns have been filed by the supplier.
4. The tax charged has been paid to the government by the supplier.
5. When goods are received in installments ITC can be claimed only when the last lot is received.
6. No ITC will be allowed if depreciation has been claimed on tax component of a capital good.

B. Special Tax Benefits to The Shareholder

The Shareholders of the Company are not entitled to any special tax benefits under the Goods and Services Tax Act.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole/ first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant GST law benefits and does not cover any direct tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Letter of Offer/ Offer Documents.

This statement is solely prepared in connection with the Rights Issue under the Regulations as amended.

For, M/s. SVJK and Associates
Chartered Accountants
FRN: 135182W

Reeturaj

SVJK AND ASSOCIATES FRN: 135182W AHMEDABAD CHARTERED ACCOUNTANTS

CA Reeturaj Verma
Partner
Membership no. 193591
UDIN: 25193591BMJGJA8973
Date: April 3rd, 2025
Place: Ahmedabad

SECTION VI - ABOUT THE COMPANY

INDUSTRY OVERVIEW

*The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, nor any of our or their respective affiliates or advisors nor any other person connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Before deciding to invest in the Equity Shares, prospective investors should read this entire Letter of Offer, including the information in the sections **'Risk Factors'** and **'Financial Information'** on page nos. 24 and 88 respectively, of this Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section **'Risk Factors'** on page no. 24 of this Letter of Offer. Accordingly, investment decisions should not be based on such information.*

GLOBAL ECONOMIC OUTLOOK

Macro Overview of Global GDP:

Global growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with the 2024 forecast 0.2 percentage point higher than that in the October 2023 World Economic Outlook (WEO) on account of greater-thanexpected resilience in the United States and several large emerging market and developing economies, as well as fiscal support in China. The forecast for 2024–25 is, however, below the historical (2000–19) average of 3.8 percent, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth. Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and to 4.4 percent in 2025, with the 2025 forecast revised down.

With disinflation and steady growth, the likelihood of a hard landing has receded, and risks to global growth are broadly balanced. On the upside, faster disinflation could lead to further easing of financial conditions. Looser fiscal policy than necessary and then assumed in the projections could imply temporarily higher growth, but at the risk of a more costly adjustment later on. Stronger structural reform momentum could bolster productivity with positive cross-border spillovers. On the downside, new commodity price spikes from geopolitical shocks—including continued attacks in the Red Sea—and supply disruptions or more persistent underlying inflation could prolong tight monetary conditions. Deepening property sector woes in China or, elsewhere, a disruptive turn to tax hikes and spending cuts could also cause growth disappointments.

(Source:https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024)

Forces shaping the outlook:

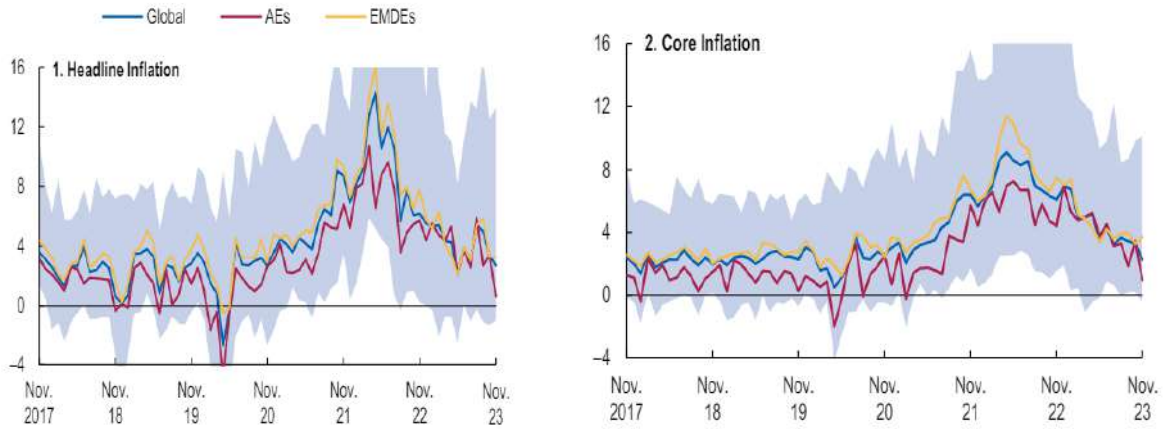
The global economic recovery from the COVID-19 pandemic, Russia's invasion of Ukraine, and the cost-of-living crisis is proving surprisingly resilient. Inflation is falling faster than expected from its 2022 peak, with a smaller-than-expected toll on employment and activity, reflecting favorable supply side developments and tightening by central banks, which has kept inflation expectations anchored. At the same time, high interest rates aimed at fighting inflation and a withdrawal of fiscal support amid high debt are expected to weigh on growth in 2024.

Growth resilient in major economies. Economic growth is estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economies. In several cases, government and private spending contributed to the upswing, with real disposable income gains supporting consumption amid still-tight—though easing—labor markets and households drawing down on their accumulated pandemic-era savings. A supply-side expansion also took hold, with a broad-based increase in labor force participation, resolution of pandemic-era supply chain problems, and declining delivery times. The rising momentum was not felt everywhere, with notably subdued growth in the euro area, reflecting weak consumer sentiment, the lingering effects of high energy prices, and weakness in interest-rate-sensitive manufacturing and

business investment. Low-income economies continue to experience large output losses compared with their prepandemic (2017–19) paths amid elevated borrowing costs.

Inflation subsiding faster than expected. Amid favorable global supply developments, inflation has been falling faster than expected, with recent monthly readings near the prepandemic average for both headline and underlying (core) inflation (Figure 1). Global headline inflation in the fourth quarter of 2023 is estimated to have been about 0.3 percentage point lower than predicted in the October 2023 WEO on a quarter over-quarter seasonally adjusted basis. Diminished inflation reflects the fading of relative price shocks— notably those to energy prices—and their associated pass-through to core inflation. 1 The decline also reflects an easing in labor market tightness, with a decline in job vacancies, a modest rise in unemployment, and greater labor supply, in some cases associated with a strong inflow of immigrants. Wage growth has generally remained contained, with wage-price spirals—in which prices and wages accelerate together—not taking hold. Near-term inflation expectations have fallen in major economies, with long-term expectations remaining anchored.

Figure 1. Global Inflation: Rise and Fall
(Month-over-month annualized percent change, seasonally adjusted)



High borrowing costs cooling demand. To reduce inflation, major central banks raised policy interest rates to restrictive levels in 2023, resulting in high mortgage costs, challenges for firms refinancing their debt, tighter credit availability, and weaker business and residential investment. Commercial real estate has been especially under pressure, with higher borrowing costs compounding post pandemic structural changes. But with inflation easing, market expectations that future policy rates will decline have contributed to a reduction in longer-term interest rates and rising equity markets (Box 1). Still, long-term borrowing costs remain high in both advanced and emerging market and developing economies, partly because government debt has been rising. In addition, central banks' policy rate decisions are becoming increasingly asynchronous. In some countries with falling inflation—including Brazil and Chile, where central banks tightened policy earlier than in other countries—interest rates have been declining since the second half of 2023. In China, where inflation has been near zero, the central bank has eased monetary policy. The Bank of Japan has kept short-term interest rates near zero.

Fiscal policy amplifying economic divergences. Governments in advanced economies eased fiscal policy in 2023. The United States, where GDP had already exceeded its pre pandemic path, eased policy more than did euro area and other economies in which the recovery was incomplete. In emerging market and developing economies, in which output has on average fallen even further below the pre pandemic trend, on average the fiscal stance is estimated to have been neutral. The exceptions include Brazil and Russia, where fiscal policy eased in 2023. In low-income countries, liquidity squeezes and the elevated cost of interest payments—averaging 13 percent of general government revenues, about double the level 15 years ago—crowded out necessary investments, hampering the recovery of large output losses compared with pre pandemic trends. In 2024, the fiscal policy stance is expected to tighten in several advanced and emerging market and developing economies to rebuild budgetary room for maneuver and curb the rising path of debt, and this shift is expected to slow growth in the near term.

(Source:https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024)

INDIAN ECONOMIC OUTLOOK

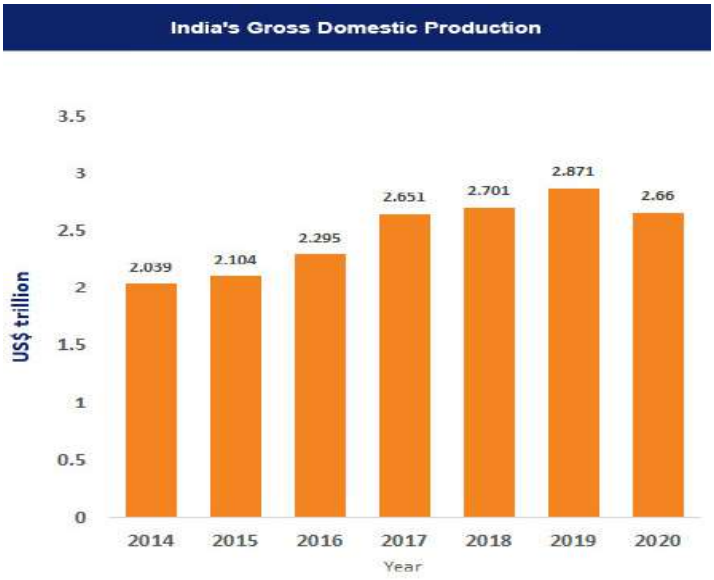
Introduction:

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

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

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

Market Size:



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

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

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

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

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of April 12, 2024, India's foreign exchange reserves stood at US$ 643.162 billion.
- In 2023, India saw a total of US$ 49.8 billion in PE-VC investments.
- Merchandise exports in March 2024 stood at US$ 41.68 billion, with total merchandise exports of US$ 437.06 billion during the period of April 2023 to March 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In March 2024, the gross Goods and Services Tax (GST) stood at second highest monthly revenue collection at Rs.1.78 lakh crore (US$ 21.35 billion), of which CGST is Rs. 34,532 crore (US$ 4.14 billion), SGST is Rs. 43,746 crore (US$ 5.25 billion).
- Between April 2000–December 2023, cumulative FDI equity inflows to India stood at US$ 971.52 billion.
- In February 2024, the overall IIP (Index of Industrial Production) stood at 147.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 139.6, 144.5 and 187.1, respectively, in February 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.69% in December 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US$ 8.06 billion) in India during January-April 2024.
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

Government Initiatives:

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.

- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based Company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.

- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.

- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US$ 110 billion by 2030.
- India is expected to attract investment of around US$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

Road Ahead:

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

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

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

Note: *Conversion rate used for January 2024 is Rs.1 = US$ 0.012*

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

INDIAN AGRICULTURE GROWTH

India is one of the major players in the agriculture sector worldwide and it is the primary source of livelihood for ~55% of India's population. India has the world's largest cattle herd (buffaloes), the largest area planted for wheat, rice, and cotton, and is the largest producer of milk, pulses, and spices in the world. It is the second-largest

producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, cotton, and sugar. The agriculture sector in India holds the record for second-largest agricultural land in the world generating employment for about half of the country's population. Thus, farmers become an integral part of the sector to provide us with a means of sustenance.
Consumer spending in India will return to growth in 2021 post the pandemic-led contraction, expanding by as much as 6.6%. The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry.

The Indian food processing industry accounts for 32% of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. Foodgrain production in India touched 330.5 million metric tonnes (MT) in 2022-23 (3rd Advance Estimate). India is the world's 2nd largest producer of food grains, fruits and vegetables and the 2nd largest exporter of sugar. A total of 521.27 LMT rice has been anticipated for procurement for the upcoming KMS 2023-24, up from 496 LMT produced during the previous KMS 2022-23.

Market Trends:

According to Inc42, the Indian agricultural sector is predicted to increase to US$ 24 billion by 2025. Indian food and grocery market is the world's sixth largest, with retail contributing 70% of the sales. As per the First Advance Estimates for 2023-24 (Kharif only), total foodgrain production in the country is estimated at 148.5 million tonnes. Rabi crop area has from 709.09 lakh hectares in 2022-23 to 709.29 lakh hectares in 2022-23 In 2022-23 (as per the second advance estimate), India's horticulture output is expected to have hit a record 351.92 million tonnes (MT), an increase of about 4.74 million tonnes (1.37%) as compared to the year 2021-22. The Agriculture and Allied industry sector witnessed some major developments, investments, and support from the Government in the recent past. Between April 2000-March 2024, FDI in agriculture services stood at US$ 3.08 billion. According to the Department for Promotion of Industry and Internal Trade (DPIIT), the Indian food processing industry has cumulatively attracted a Foreign Direct Investment (FDI) equity inflow of about US$ 12.58 billion between April 2000-March 2024. This accounts for 1.85% of total FDI inflows received across industries.

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Increasing demand for animal-based food is expected to drive market growth:

The market is expected to surge in the coming years, due to the rise in the demand for animal-based food, such as meat, chicken, and others in the country. According to the data given by the Department of Animal Husbandry and Dairying, there were over 9.06 million pigs in the country, and around 851.81 million poultry in 2019, with a significant increase from the last census in 2012. The country had over 1.3 billion people, and even a tiny per capita per consumption has the potential to surge the demand for animal feed in the country.

According to the data given by the Indian Council of Food and Agriculture, the country's per capita consumption of poultry meat has been around 3.1 kg per annum. The country's per capita consumption of meat has been around 5.6 kg, per annum. Moreover, according to the trends given by the Food and Agriculture Organization, the demand for poultry meat is expected to increase by 850% by the year 2040, from around 1.05 million tonnes to 9.92 million tonnes, per annum. The rise in meat and chicken consumption is expected to increase the demand for high-quality animal feed products.
(*Source:https://www.businesswire.com/news/home/20211230005114/en/Indian-Animal-Feed-Market-Growth-Forecasts-to-2026-Increasing-Demand-for-Animal-Based-Food---ResearchAndMarkets.com*)

India Compound Feed Market Analysis:

The India Compound Feed Market size is estimated at USD 27.23 billion in 2024, and is expected to reach USD 36.60 billion by 2029, growing at a CAGR of 6.10% during the forecast period (2024-2029).

- The increased purchasing power of the populace, as well as favorable demographics in the country, from rural to urban areas, are also contributing largely to the compound feed market in the country. People are eating more animal products, such as dairy products, meat, fish, and eggs, as their disposable budgets rise in cities, necessitating more high-quality feed. This is a significant component that is fueling expansion in the compound feed industry.

- In 2021, the Department of Animal Husbandry and Dairy, Government of India, employed production agendas to guarantee food security and economic development, along with improving animal health. Improving the livestock sector's entrepreneurial development envisages supporting animal husbandry infrastructure and implementing the One Health framework. The aim of improving animal health is anticipated to support the growth of the compound feed market in the country.

- The poultry segment dominates the market due to growing meat consumption, which leads to a higher demand for poultry feed. Cargill Inc., Archer Daniels Midland, Charoen Pokphand, Godrej Agrovet Limited, Nutreco NV, Trouw Nutrition, and Alltech Inc. are some of the leading players in the market.

India Compound Feed Market Trends:

This section covers the major market trends shaping the India Compound Feed Market according to our research experts:

Rising Consumption of Agriculture:

Economic Survey says that the Indian agriculture sector provides livelihood support to about 42.3 per cent of the population and has a share of 18.2 per cent in the country's GDP at current prices. The sector has been buoyant, which is evident from the fact that it has registered an average annual growth rate of 4.18 per cent at constant prices over the last five years and as as per provisional estimates for 2023-24, the growth rate of the agriculture sector stood at 1.4 percent. Economic Survey states that the Investment in agriculture research and support of enabling policies have contributed substantially to food security. It is estimated that for every rupee invested in agricultural research (including education), there is a payoff of Rs.13.85. In 2022-23, Rs.19.65 Thousand Crore was spent on agriculture research. Economic Survey calls for enhancing private sector investment in agriculture saying it is vital to provide impetus to the agriculture sector. Investment in technology, production methods, marketing infrastructure, and reduction in post-harvest losses need to be scaled up. A greater focus on post-harvest infrastructure and the development of the food processing sector can reduce wastage/loss and increase the length of storage, ensuring better prices for the farmers.

Economic Survey says that in 2022-23, foodgrain production hit an all-time high of 329.7 million tonnes, and oilseeds production reached 41.4 million tonnes. In 2023-24, food grain production is slightly lower at 328.8 million tonnes, primarily because of poor and delayed monsoons. The domestic availability of edible oil has risen from 86.30 lakh tonnes in 2015-16 to 121.33 lakh tonnes in 2023-24. The total area coverage of all oilseeds has increased from 25.60 million hectares in 2014-15 to 30.08 million hectares in 2023-24(17.5 percent growth). This has reduced the percentage share of imported edible oil, from 63.2 per cent in 2015-16 to 57.3 percent in 2022-23, despite rising domestic demand and consumption patterns. Economic Survey suggests that to promote efficiency in agriculture marketing, and improve price discovery, the government implemented the e-NAM Scheme and as of 14th March 2024, more than 1.77 Crore farmers and 2.56 Lakh traders have been registered on the e-NAM portal. The Government of India launched the scheme to form and promote 10,000 FPOs in 2020 with a budget outlay of Rs.6.86 thousand crore till 2027-28. As of 29 February 2024, 8,195 FPOs have registered under the new FPO scheme, and equity grants of Rs.157.4 crore were released to 3,325 FPOs. Credit guarantee cover worth Rs.278.2 crore was issued to 1,185 FPOs. Economic Survey states that the Agricultural price support assures farmers of remunerative returns, increasing income and allows the Government to ensure a stable supply of staples at reasonable prices. Accordingly, the Government has been increasing the MSP for all Kharif, Rabi and other commercial crops with a margin of at least 50 per cent over the all-India weighted average cost of production since the agricultural year 2018-19. Economic Survey shows that to provide social security to the most vulnerable farmer families, the Government implements Pradhan Mantri Kisan Maandhan Yojna (PMKMY). The scheme offers a monthly pension of Rs.3,000 to the enrolled farmers on the attainment of 60 years of age, based on a nominal premium between Rs.55 to Rs.200 per month paid by the applicant (in the age group 18 to 40 years) subject to exclusion criteria. As of 07 July 2024, 23.41 lakh farmers have enrolled under the scheme. Economic

Survey, on focusing to reduce the use of chemical fertilizer, states that the PM Programme for Restoration, Awareness Generation, Nourishment, and amelioration of Mother Earth (PM-PRANAM) initiative incentivises states to reduce chemical fertiliser use. It promotes sustainable methods such as the use of alternative fertilisers, viz. Nano Urea, Nano DAP, and organic fertiliser. Focusing on the security of farmers' crop, Economic Survey highlighted the Pradhan Mantri Fasal Bima Yojana (PMFBY) which offer a safety net against crop losses due to natural calamities, pests, or diseases, ensuring financial stability for farmers. The scheme safeguards farmers' livelihoods and encourage them to adopt modern farming practices and technologies. PMFBY is the largest crop insurance scheme in the world in terms of farmer enrolment and is the third largest scheme in terms of insurance premiums. The scheme ensure comprehensive risk cover for crops to farmers against all non-preventable natural risks from pre-sowing to post-harvest. The overall insured area in 2023-24 reached 610 lakh ha compared to 500.2 lakh ha in 2022-23. A total of 5549.40 Lakh farmer applications were insured under the scheme since 2016-17, and Rs.150589.10 Crore has been paid as claims.

OUR BUSINESS

Our Company Onesource Industries and Ventures Limited (Formerly Known as Onesource Ideas Venture Limited) operates in trading of Agricultural Commodities. The Company is broadly engaged in the primary business of trading of seeds, agricultural produces mainly Rice, Cereals and Pulses on verge of expansion of the existing business of the Company.

Agriculture is the primary sector of our economy. Apart from being the source of food, agricultural produce serves as the raw materials for several industries. Mainly Rice is an integral part of the Indian diet, serving as the staple food for the majority of the population. As the second-largest producer of rice globally, India plays a significant role in the world rice market. It is the second-largest producer of fruit, vegetables, tea, farmed fish, cotton, sugarcane, wheat, rice, cotton, and sugar. Agriculture sector in India holds the record for second-largest agricultural land in the world generating employment for about half of the country's population. Thus, farmers become an integral part of the sector to provide us with means of sustenance. Consumer spending in India will return to growth in 2021 post the pandemic-led contraction, expanding by as much as 6.6%. The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food processing industry accounts for 32% of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. Rice is the leading staple food crop cultivated across the country. It contributes to over 41 percent of India's food grain production. Rice is the main staple cereal for almost two-thirds of India's population. More than 4,000 rice varieties are grown across the country under varying agro-climatic conditions and catering to local consumer preferences.

India's annual agricultural exports have hovered around $50 billion since F.Y. 2022 (Figure 1.8). The export basket, nevertheless, remains highly concentrated (with high shares of rice, including basmati rice, and sugar together accounting for more than one third of total exports). Despite curbs imposed on rice and sugar exports aimed at improving domestic availability to contain price pressures, total agricultural exports during F.Y. 2024 at $48.8 billion were only modestly lower than in F.Y.2023.

OUR COMPETITIVE STRENGTHS

- **Quality Assurance and Standards:**

We believe in providing our customers the best possible quality by products. We are very particular and stringent about. Quality Control (QC): Monitoring and controlling product quality, Quality Assurance (QA): Systematic processes to ensure consistent quality, Standards: Established guidelines for quality, safety, and sustainability. Our dedicated efforts towards ensure the quality and safety of agricultural products throughout the supply chain, from production to consumption.

- **Experienced Management Team:**

Our promoters are experienced in our line of business. Years of experience in agricultural trading, expertise in market analysis and risk management, strong networking skills.

- **Extensive distribution network:**

Our distribution network ensures our product availability to our customers translating into efficient supply chain, focused customer service and short turnaround times for product delivery. Our delivery base is supported by an efficient sub dealer and distribution network and sales team and making our products available on the shelf across most places at all times thereby reducing dealer stock levels and increased annual sales.

- **Cost Effective sourcing and Strategic Location of Manufacturing Unit:**

We believe that our cost efficient supply chain management results in a significant reduction in our operational costs. With our experience, we are able to gauge our commodities in timely manner. Further, our manufacturing units, situated within the state of Gujarat are ensured with sufficient raw material supply which is locally procured. The location of our current manufacturing facilities gives us a significant competitive cost advantage in terms of raw material sourcing manufacturing and labour costs and enables us to address the western markets efficiently.

OUR BUSINESS STRATEGIES

- **Innovation and Diversification:**
- **Strengthen supply chain and procurement:**

Build Strategic Partnerships: Establish alliances with local and proposed international suppliers in future to ensure a stable and cost-effective supply of agro commodities.

Enhance Logistics: Optimize logistics and distribution networks to improve efficiency and reduce costs. Implement advanced supply chain management systems to ensure timely delivery and minimize wastage.

- **Expand market presence:**

Geographical Expansion: Explore new markets both within India and internationally. Focus on regions with high growth potential, such as Southeast Asia and the Middle East, to enter into export sector.

Local Penetration: Strengthen presence in underserved domestic markets by establishing regional distribution centers and leveraging local marketing strategies to enhance brand recognition and customer loyalty.

- **Leverage Digital Technologies**

Adopt Digital Solutions: Implement digital tools for better trade management, including mobile apps. Utilize big data and analytics.

E-commerce Platforms: Develop e-commerce platforms for direct contact for customers and maintain profit margin accordingly.

- **Focus on sustainability:**

1. Environmental concerns (climate change, deforestation)
2. Social responsibility (human rights, labor practices)
3. Economic benefits (cost savings, risk management)
4. Regulatory requirements (compliance, reporting)
5. Stakeholder expectations (investors, customers, NGOs)

- **Customer Relationship Management:**

1. Enhanced customer satisfaction
2. Improved retention and loyalty
3. Increased sales and revenue
4. Better risk management
5. Real-time market insights
6. Personalized service and support
7. Competitive advantage.

- **Regulatory compliance and advocacy:**

Compliance: Ensure strict adherence to all local and international regulatory standards to supply good quality product and avoid legal issues. Regular audits and certifications can help in maintaining high standards.

Policy Advocacy: Engage with policymakers to advocate for favorable regulations. Participate in industry associations to influence policy decisions and stay updated on regulatory changes.

SWOT ANALYSIS

Strengths	***Weakness***
o Diversified Product Range o Established Distribution Network o Focus on Innovation o Strong Export Market	o Volatility in Raw material prices o Regulatory challenges o Fragmented Market o Limited awareness and adoption of Innovations

Opportunities	*Threats*
o Growing demand for Animal Protein o Government support and policies o Technological advancements o Expansion in export markets	o Price competition and margins o Climate change and environmental issues o Disease outbreaks o Dependency on Imports

COMPETITION

We face the competition in our business from other existing traders of same 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. Our industry is highly competitive while being unorganized and fragmented. This market is not governed directly by any regulations or any governmental authority. The players in the informal education market are mostly small and unrecognized. We face competition from both organized and unorganized players in the market and more specifically from different players for different sections to which we offer our Products.

SALES & MARKETING

Our success lies in the strength of our relationship with our customers. Our Chairman cum Managing Director & Chief Financial Officer and Whole-time Director, through their vast experience and good rapport with customers owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, we regularly interact with them and focus on gaining an insight into their other additional needs and requirements. Our Company has good marketing network and good customer base for agro commodities . We have already well established market and the Company has very good reputation among its customers and suppliers. The Company has a long association with these intermediaries.

MARKETING STRATEGY

In future, we intend to focus on following marketing strategies:

- Focus on existing markets and increasing our customer base;
- Continuously holding markets trends;
- Supply of quality products; and
- Timely fulfillment of order quantity.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of certain sector-specific statutes, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to us in order to carry out our business and operations in India. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies that are available in the public domain. The description set out below is only intended to provide general information to the investors and may not be exhaustive and is neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled ***"Government and other Approvals"*** *on page no.* 147 *of this Letter of Offer.*

For the purpose of the business undertaken by our Company, it 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 chapter titled ***"Government and other Approvals"*** *on page no.* 147 *of this Letter of Offer.*

APPLICABLE LAWS AND REGULATIONS

I. BUSINESS/ TRADE RELATED LAWS/ REGULATIONS

- ***Food Safety and Standards Act, 2006***

  The Food Safety and Standards Act, 2006 is a comprehensive legislation that consolidates various laws related to food safety and establishes the Food Safety and Standards Authority of India (FSSAI) to regulate the food industry. The Act aims to ensure the availability of safe and wholesome food for human consumption by laying down science-based standards for articles of food and regulating their manufacture, storage, distribution, sale, and import. While FSSAI primarily oversees food safety for human consumption, it also sets standards and regulations for animal feed to ensure the overall safety and quality of food products derived from animals, such as milk, meat, and eggs. The rationale is that the quality of animal feed directly impacts the safety of the food products consumed by humans. FSSAI has established specific standards for various types of animal feed, including cattle feed, to ensure they are free from contaminants and of high nutritional value. Manufacturers of animal feed, including cattle feed, must obtain the necessary licenses and registrations from FSSAI. This helps in maintaining a controlled and monitored supply chain. There are stringent labeling requirements for animal feed products. Labels must provide detailed information about the ingredients, nutritional content, and usage instructions to ensure transparency and safety. FSSAI mandates adherence to Good Manufacturing Practices for animal feed , agro products manufacturers to ensure the production process is hygienic and meets safety standards. Regular inspections and audits are conducted by FSSAI to ensure compliance with the established standards and regulations. Non-compliance can lead to penalties or suspension of licenses. The regulations emphasize rigorous quality control measures, including testing for contaminants like aflatoxins, heavy metals, pesticides, and other harmful substances. FSSAI regulations play a crucial role in the cattle feed industry by ensuring the feed is safe, nutritious, and free from harmful substances, ultimately contributing to the safety of animal-derived food products for human consumption.

- ***Prevention of Food Adulteration Act, 1954***

  The Prevention of Food Adulteration Act, 1954 is a significant legislation in India aimed at preventing the adulteration of food items to ensure the safety and quality of food consumed by the public. Enacted on September 29, 1954, this Act defines adulteration and outlines various scenarios where an article of food can be deemed adulterated. It covers instances where food sold does not meet the standards expected by the consumer, contains harmful substances, is processed under unhygienic conditions, or includes elements unfit for human consumption like diseased animal parts or poisonous ingredients. The Act extends to the entire country and has been pivotal in setting standards to combat food adulteration, ensuring that food products meet specified quality and purity criteria. The Act has evolved over time through amendments in 1964, 1976, and 1986, reflecting the ongoing efforts to enhance food safety regulations in India.

  The Prevention of Food Adulteration Act, 1954, primarily addresses the adulteration of food meant for human consumption. However, the principles of this act can indirectly apply to the cattle feed industry

because the quality of cattle feed directly impacts the safety and quality of animal-derived food products consumed by humans. Ensuring the cattle feed is free from adulterants and contaminants is essential for the health of the animals and the safety of the food products they produce. Therefore, while the act may not directly govern cattle feed, its objectives support the regulation of feed quality to prevent food adulteration at the source.

- ***Bureau of Indian Standards***

The Bureau of Indian Standards (BIS) extends its applicability to the food color industry in India, where it plays a crucial role in ensuring quality and safety standards. BIS develops Indian Standards for various products, including food colors, making certification from BIS mandatory for certain food colors to be sold in the country. Manufacturers, both domestic and foreign, are required to obtain a BIS license to use the ISI mark on their food color products, with the certification process involving adherence to relevant Indian Standards, license application, and scrutiny through audits and sample testing by BIS before approval is granted. Selling food colors without the ISI mark is deemed illegal and can result in criminal charges, imprisonment, and fines, while imported food colors lacking a BIS license will face customs restrictions from July 1, 2023. This stringent certification framework ensures that food colors in the market meet specified quality and safety criteria, aligning with BIS's overarching objective of safeguarding consumer health and promoting product excellence in the food industry.

- ***The Legal Metrology Act 2009***

The Legal Metrology Act, 2009 ("LMA") provides for establishing uniform standards of weights and measures regulate trade in weights, and other goods which are sold or distributed by weight, measure or number. Every manufacturer, repairer and seller shall have to obtain a license from the respective 148 Controller. The Act allows Govt. approved test centers to verify weights and measures.

- ***The Registration, Evaluation, Authorization, and Restriction of Chemicals (REACH)***

The Registration, Evaluation, Authorization, and Restriction of Chemicals (REACH) Regulation is a European Union regulation that addresses the production and use of chemical substances and their potential impacts on human health and the environment. The main goals of REACH are to improve the protection of human health and the environment from the risks posed by chemicals, while enhancing the competitiveness of the EU chemicals industry. Key aspects of REACH include registration, where companies must register chemical substances manufactured or imported into the EU in quantities exceeding 1 metric ton per year, and registrations are submitted to the European Chemicals Agency (ECHA) through the IUCLID website. Evaluation involves ECHA evaluating individual registrations for compliance, and EU Member States evaluating selected substances to clarify initial concerns for human health or the environment. Authorization allows substances of very high concern to be subject to authorization to ensure risks are adequately controlled or justified by socio-economic grounds, and by March 2019, authorizations had been granted 185 times, with no eligible request ever having been rejected. Restriction enables authorities to restrict the use of hazardous substances if their risks are unmanageable, and restrictions can be introduced across the European Community where shown to be necessary. REACH places the burden of proof on companies to identify and manage risks linked to the substances they manufacture and market in the EU, and it impacts a wide range of companies across many sectors, even those not directly involved with chemicals.

- ***The Customs Act, 1962***

The Customs Act, 1962 is an Act of the Parliament of India that consolidates and amends the law relating to customs. It was enacted on December 13, 1962, and came into force on February 1, 1963. The Act is administered by the Ministry of Finance, Department of Revenue, and is responsible for regulating the import and export of goods into and out of India. Key provisions include the power of customs officers to search and inspect persons and places, summon witnesses, and require the production of documents, as well as the disposal of seized goods. The Act has undergone several amendments, including making offenses under the Act bailable in 2012 and substituting the term "Principal Commissioner of Customs" for "Commissioner of Customs" in several sections in 2014.

- ***The Gujarat Cotton Seeds (Regulation of Supply, Distribution, Sale and Fixation of Sale Price) Act, 2008***

The Gujarat Cotton Seeds (Regulation of Supply, Distribution, Sale and Fixation of Sale Price) Act, 2008, is a state-specific law enacted to regulate the supply, distribution, sale, and fixation of sale prices of cotton seeds in the state of Gujarat. The Act defines various terms, appoints a Cotton Seeds Controller to regulate the supply, distribution, and sale of cotton seeds, and empowers the Controller to issue orders, direct sales, and ensure compliance with quality standards. It also requires vendors to obtain a license, establishes seeds testing laboratories, provides for compensation to farmers if seeds fail to meet expected agronomic performances, and appoints Seeds Inspectors and Seeds Analysts. The Act repeals the Gujarat Cotton Seeds (Regulation of Supply, Distribution, Sale and Fixation of Sale Price) Ordinance, 2008, and ensures the quality and authenticity of cotton seeds sold to farmers, thereby protecting their interests. The Ikhedut Gujarat system is a portal that provides various services related to agriculture, including the issuance and renewal of licenses for fertilizers, seeds, and pesticides. This system is managed by the Gujarat government and aims to streamline the process of obtaining these licenses, making it more efficient and accessible for farmers and other stakeholders involved in the agricultural sector.

- ***The Gujarat Essential Commodities and Cattle (Control) Act, 2005***

The Gujarat Essential Commodities and Cattle (Control) Act, 2005, regulates the production, supply, and distribution of essential commodities, including cattle feed, in Gujarat to ensure availability, fair pricing, and quality. It mandates licensing for producers and sellers, prevents hoarding and black marketing, enforces quality control, and prescribes penalties for non-compliance, thereby supporting the agricultural sector and ensuring the safety of animal-derived food products.

- ***The Gujarat Fertilizer Control Order, 1985***

The Gujarat Fertilizer Control Order, 1985, is a regulation that governs the distribution and sale of fertilizers in the state of Gujarat. It requires all dealers, including manufacturers, pool handling agencies, wholesale dealers, retail dealers, and industrial dealers, to register with the registering authority and obtain a certificate of registration. The order specifies the standards and specifications for different types of fertilizers, lays down requirements for laboratory facilities in manufacturing units, and allows the Central Government to fix maximum prices for fertilizers. Dealers must display stock positions and price lists, issue cash or credit memoranda to purchasers, and comply with the order's provisions, which are enforced by registering authorities and inspectors who must possess specific qualifications.

II. LAWS RELATING TO EMPLOYMENT

- ***The Code on Wages, 2019 (the "Code")***

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (I) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees' and allows the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them.

The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

- **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical

(including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965 (the "PoB Act")**

  The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

  The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

- ***Industrial Relations Code, 2020***

  The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows:

- **Industrial Disputes Act, 1947**

  The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a lab or court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

- **Trade Unions Act, 1926**

  Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the "Standing Orders")**

  The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimalize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers

about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressed for workmen in different.

- ***Code on Social Security, 2020***

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows –

- **Employee's Compensation Act, 1923**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/ obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/ serious bodily injury.

- **Employee's State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

- **Employee's Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall

be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

- ***The Employees' Pension Scheme, 1995***

  Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

- ***Employees' Deposit Linked Insurance Scheme, 1976***

  The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

- ***The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013 (the "Act")***

  In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

- ***Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")***

  The "CLPR Act" seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

- ***Fire Prevention Laws and the National Building Code of India, 2016***

  State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centres and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance. The National Building Code (NBC) promulgates legal provisions governing the safety of individuals within specific categories of structures, encompassing public, residential, industrial buildings and others as stated within categories provided therein. These provisions encompass a wide array of critical aspects, including but not limited to fire safety, disaster management and precautions, as well as accessibility.

- ***The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996***

The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996 were introduced by the Central Government of India to address chemical accidents. These rules define a chemical accident as an unintended incident involving hazardous chemicals that leads to exposure, injury, or damage. Hazardous chemicals are identified based on specific toxicity criteria or inclusion in designated schedules. The rules establish Central, State, District, and Local Crisis Groups responsible for preventing, preparing for, and responding to chemical accidents. The Central Crisis Group oversees post-accident situations, analyzes incidents, reviews emergency plans, and addresses inquiries. State Crisis Groups support state governments in planning and response efforts, while District Crisis Groups coordinate at the local level, monitor accidents, and ensure information dissemination. Local Crisis Groups focus on industrial site emergencies, developing local plans, training personnel, educating the public, conducting drills, and handling inquiries. Overall, these rules create a structured framework for managing chemical accident risks across different levels of governance in India.

- ***The Gujarat Fire Prevention and Life Safety Measures Act, 2006***

The Gujarat Fire Prevention and Life Safety Measures Act, 2006 aims to ensure fire safety measures in various types of buildings across the state. The Act requires owners or occupiers of buildings to provide fire prevention and life safety measures, including minimum firefighting installations, and maintain them in good repair and efficient condition. It empowers the State Government to appoint a Fire Officer or Fire Supervisor in certain buildings and to make rules for the implementation of the Act. The Act also provides for the constitution of a special fund and the imposition of fees for fire services. Additionally, it requires buildings above 30 meters in height to fulfill specific fire safety requirements and permits the use of temporary structures for temporary and ceremonial occasions.

- ***Certain other laws and regulations that may be applicable to our Company in India include the following:***

  - Public Liability Insurance Act, 1991 ("PLI Act")
  - Industrial (Development and Regulation) Act, 1951 ("IDRA")
  - Industrial Disputes Act, 1947 ("ID Act")
  - Payment of Bonus Act, 1965 ("POB Act")
  - Payment of Gratuity Act, 1972.
  - Child Labour (Prohibition and Regulation) Act, 1986
  - Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
  - Equal Remuneration Act, 1976 ("ER Act")
  - Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition)
  - Central Rules, 1971 (Contract Labour Rules)
  - Workmen Compensation Act, 1923 ("WCA")
  - Maternity Benefit Act, 1961 ("Maternity Act")
  - Industrial Employment Standing Orders Act, 1946
  - The Employees Compensation Act, 1923 ("EC Act") and the rules framed thereunder
  - Minimum Wages Act, 1948 ("MWA") and the rules framed thereunder.

III. INTELLECTUAL PROPERTY LAWS

- ***The Trade Marks Act, 1999 (the "Trade Marks Act")***

The Trade Marks Act provides for the application, registration and protection of trademarks in India. The Trade Marks Act provides exclusive rights to the use of trademarks such as, brands, labels and headings that have been registered and to provide relief in case of infringement of such marks. The Trade Marks Act prohibits any registration of deceptively similar trademarks. The Trade Marks Act also provides for penalties for infringement and for falsifying and falsely applying trademarks and using them to cause confusion among the public.

Our Company has obtained and applied for trademark registrations for the various brands and logos used in our business which are subject to the provisions of the Trade Marks Act, 1999.

- ***The Copyright Act, 1957,***

The Copyright Act, 1957, provides copyright protection in India for original literary, dramatic, musical, and artistic works, as well as cinematograph films and sound recordings. It confers copyright protection in two forms: economic rights, including the right to reproduce, issue copies, perform in public, make

cinematograph films or sound recordings, and make translations or adaptations, and moral rights, including the right to claim authorship and prevent distortion, mutilation, or modification. The author of a work is generally considered the first owner of the copyright, unless created in the course of employment, in which case the employer is the first owner. The act provides administrative, civil, and criminal remedies for copyright infringement, and jurisdiction for suing for infringement is governed by the Supreme Court's judgement in Indian Performing Rights Society Ltd. vs. Sanjay Dalia.

IV. FOREIGN INVESTMENT LAWS

- ***Foreign Investment Regulations***

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("FDI Policy"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e. direct foreign investment and indirect foreign investment) in an Indian Company.

- ***Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder***

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999, read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 (last amended on June 23, 2017). The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

V. GENERAL CORPORATE COMPLIANCE

- ***The Companies Act, 2013***

The consolidation and amendment in the law relating to the Companies Act, 1956 made way for the enactment of the Companies Act, 2013. The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post-incorporation. The conversion of the private company into a public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, the appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to bank companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One-Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act. Further, The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified.

VI. OTHER RELEVANT LEGISLATIONS

- ***The Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")***

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("MSME"). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as "Micro enterprise", where

the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; "Small enterprise", where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; "Medium enterprise", where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

- ***The Indian Stamp Act, 1899***

The Indian Stamp Act, 1899 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Indian Stamp Act, 1899, an instrument not duly stamped cannot be accepted as evidence by civil court, an arbitrator or any other authority authorized to receive evidence. However, the document can be accepted as evidence in criminal court.

- ***Municipality Laws***

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

- ***Shops and Establishments Legislations***

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

- ***Competition Act, 2002***

The Competition Act, 2002 came into effect on June 1, 2011, and has been enacted to "prohibit anti-competitive agreements, abuse of dominant positions by enterprises" and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

- ***The Arbitration and Conciliation Act, 1996***

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

- ***The Insolvency and Bankruptcy Code, 2016***

The Insolvency and Bankruptcy Code, 2016 (the "code") cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities.

VII. TAX RELATED LEGISLATIONS

- ***Income-tax Act, 1961***

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded 154 under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The

maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

- ***Goods and Service Tax (GST)***

  The Goods and Services Tax ("GST") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provi des for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("CGST"), relevant state's Goods and Services Act, 2017 ("SGST"), Union Territory Goods and Services Act, 2017 ("UTGST"), Integrated Goods and Services Act, 2017 ("IGST"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

- ***The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976***

  The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976 is a legislation that aims to impose a tax on professions, trades, callings, and employments in the state of Gujarat. The Act extends to the whole of Gujarat and is applicable to all persons engaged in any profession, trade, calling, or employment. The tax is levied on the gross income of such persons, and the rate of tax varies based on the class of persons and the type of profession. The Act also provides for the deduction of tax by employers from the salaries of their employees and for the payment of tax by employers on behalf of their employees. Additionally, the Act empowers the State Government to specify the class of persons other than those mentioned in Schedule I to whom entry 10 in that Schedule shall apply, and it provides for the assignment of tax collections to village panchayats. The Act has been amended several times to enhance its provisions and ensure better compliance.

OUR MANAGEMENT

BOARD OF DIRECTORS

The Articles of Association require our Board to have at least (Three) Directors and not more than 15 (Fifteen) Directors. Our Board presently comprises of 7 (Seven) Directors, which consists of 1 (One) Executive Director and 2 (Two) Non-Executive Non Independent Directors and 4 (Four) Non - Executive and Independent Directors.

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

Name, DIN, Designation, Date of Birth, Age, Qualification, Experience, address, occupation, Date of Expiration of current term, Period of Directorship	**Details of Directorships in other Companies**
Name: Mr. Vibhu Maurya **DIN**: 06458105 **Designation**: Managing Director **Date of Birth**: 20/10/1990 **Age**: 35 Years **Qualification**: B.E. (Civil) **Experience**: Mr. Vibhu Maurya holds a Bachelor's degree in Engineering (Civil Engineering) from University of Technology of Madhya Pradesh and has 7 years of experience in the mining sector and export. **Address**: Flat no- 22, Ivory Platinum Park, TT Nagar, Huzur, Bhopal, Madhya Pradesh 462003 India **Occupation**: Business **Date of Expiration of current term as Director:** Not liable to retire by rotation. **Date of Expiration of current term as Managing Director:** for a period of five years commencing from 30th March, 2022**.** **Date of Expiration of current term as CFO:** Not applicable **Period of Directorship**: since 30th March, 2022. **Period of CFO:** since 14th March, 2023	1. Sadbhav Minerals Private Limited 2. Oracle Realinfra Private Limited
Name: Mr. Atul Chauhan **DIN**: 00465990 **Designation**: Director **Date of Birth**: 09/08/1974 **Age**: 50 Years	1. Kapissh Finone Private Limited

Qualification: B. Com and MBA. **Experience**: Mr. Atul Chauhan holds a B. Com and is an MBA. He has experience in the field of Banking, Finance, General Management, Marketing management and in Legal field. He has served in Simran marketing services for about 18 years which is a banking and Finance Company. Currently, he is proprietor of Abhiraj Enterprise which is also a banking and finance Company. **Address**: L.I.G. 304, Sonagiri Piplani, Sonagiri A Sector, Huzur, Bhopal, Madhya Pradesh 462022 India **Occupation**: Business **Date of Expiration of current term as Director:** for a period of five years commencing from 30th March, 2022 and not liable to retire by rotation. **Period of Directorship**: since 30th March, 2022.	
Name: Mr. Ankit Kotwani **DIN**: 09184682 **Designation**: Director **Date of Birth**: 17/04/1999 **Age**: 25 Years **Qualification**: B.Com (Hons) and MBA. **Experience**: Mr. Ankit Kotwani holds a B. Com (Hons) from Mumbai University and an MBA from the University of Westminster. His experience spans equity research at the BSE Limited and an investment banking internship at JP Morgan. Currently, he is a serving Director as a Non-Executive Non-Independent Director at OIVL. But after evaluation done by independent Director's meeting held today i.e. 27th March, 2025, and after analyzing his visionary ideas, Board of directors has decided to re-designate him as Executive Director of the Company on the post of Whole -time Director of the Company. **Address**: 6-B Panchavati Colony, Airport Road, Huzur, Bhopal, Madhya Pradesh 462030 India **Occupation**: Business **Date of Expiration of current term as Director:** liable to retire by rotation. **Period of Directorship**: since 27th May, 2021.	N.A.
Name: Mr. Sachin Maurya	N.A.

DIN: 05295874 **Designation**: Director **Date of Birth**: 27/09/1975 **Age**: 49 Years **Qualification**: M-Derm (Master's Degree in Dermatology) and M.B.B.S. **Experience**: Mr. Sachin Maurya has 13 years of experience as a Doctor and is an expert in Dermatology and is a visiting consultant in the Department of Dermatology at Fortis Escorts Heart Institute, New Delhi and Medeor Hospital, New Delhi. **Address**: 514, Suresh Nagar, Thatipur, Morar, Gwalior Madhya Pradesh-474001 India **Occupation**: Business **Date of Expiration of current term as Director:** liable to retire by rotation. **Period of Directorship**: since 30th March, 2022.	
Name: Ms. Harshaben Tolaram Bhagwani **DIN**: 10739148 **Designation**: Director **Date of Birth**: 18/02/1989 **Age**: 36 Years **Qualification**: B. Com and M. Com. **Experience**: Ms. Harsha Tolaram Bhagwani has Completed Master in Commerce and having more than 5 years of Experience in Accounting and Marketing field. **Address**: c/o Kamal, House No 3, Dempiyar Nagar, Mathura Uttar Pradesh 281001 India **Occupation**: Business **Date of Expiration of current term as Director:** for a period of five years commencing from 27th August, 2024 and not liable to retire by rotation. **Period of Directorship**: since 27th August, 2024.	N.A.
Name: Mr. Ritik Wagh **DIN**: 10768388 **Designation**: Director **Date of Birth**: 15/06/2000	N.A.

Age: 24 Years **Qualification**: B.Tech **Experience**: Mr. Ritik Wagh has Completed Bachelor of Technology (B.Tech) in Fundamentals of Manufacturing and having more than 2 years of Experience in General Managements and Research and training. **Address**: House no 9, Nai Basti, Barkhedikhurd Near Sakshi Dabha, Durga Nagar, Huzur Bhopal Madhya Pradesh 462044 **Occupation**: Business **Date of Expiration of current term as Director:** for a period of five years commencing from 07th October, 2024 and not liable to retire by rotation. **Period of Directorship**: since 07th October, 2024.	
Name: Mr. Rahul Kumar Lalwani **DIN**: 10768522 **Designation**: Director **Date of Birth**: 16/07/1986 **Age**: 38 Years **Qualification**: B.A. (Honours) **Experience**: Mr. Rahul Kumar Lalwani has Completed Bachler Degree in B.A. (Honours) and having more than 10 years of Experience in Economics, General Managements and Marketing Management. **Address**: Villa no. 08, the Bellaire Colony Gandhi Nagar, Huzur, Bhopal Madhya Pradesh 462030 India **Occupation**: Business **Date of Expiration of current term as Director:** for a period of five years commencing from 07th October, 2024 and not liable to retire by rotation. **Period of Directorship**: since 07th October, 2024.	N.A.

FAMILY RELATIONSHIP BETWEEN OUR DIRECTORS

None of the Directors are related to each other.

Promoter and Promoter Group:

The following are Promoters and Members of Promoter Group as on date of this Letter of Offer:

A. Individual Promoters:

Mr. Vibhu Maurya

B. Individual Members of Promoter Group:

There is no promoter group**.**

C. Non-Individual Promoters/ Members of Promoter Group:

There are no non-individual promoter group.

INTEREST OF OUR PROMOTERS

Our Promoters are interested to the extent of their directorship and shareholding.

PAYMENT OR BENEFIT TO PROMOTERS OF OUR COMPANY

Except as disclosed herein and as stated in the section titled **"Financial Statements"** on page no. 88 of this Letter of Offer, there has been no amount paid or benefits granted by our Company to our Promoters or any of the members of the Promoter Group in the preceding two years nor is there any intention to pay any amount or provide any benefit to our Promoters or Promoter Group as on the date of this Letter of Offer..

OTHER CONFIRMATIONS

No material guarantees have been given to third parties by our Promoter(s) with respect to Equity Shares of our Company.

Our Promoter(s) have not been declared as wilful defaulter by the Reserve Bank of India (RBI) or any other Governmental authority and there are no violations of securities laws committed by them in the past or are pending against them.

Our Promoter(s) and Members of Promoter Group have not been debarred or prohibited from accessing or operating in Capital Market under any order or direction passed by SEBI or any other regulatory or Governmental authority. Our Promoter(s) are not and have never been a Promoter, Director or Person in control of any other Company which is debarred or prohibited from accessing or operating in Capital Market under any order or direction passed by SEBI or any other regulatory or Governmental authority.

None of the Promoter Group Companies have made any public issue in the preceding three years. None of Promoter Group Companies fall under the definition of a Sick Company within the meaning of the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985, as amended or have been declared insolvent or bankrupt under the provisions of the Insolvency and Bankruptcy Code, 2016, as amended or have any insolvency or bankruptcy proceedings initiated against any of them and is not under winding up.

For details on litigations and disputes pending against the Promoter(s), please refer to the section titled **"Outstanding Litigations and Material Development"** on page no. 143 of the Letter of Offer.

DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) OF THE ABOVE DIRECTORS IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/ WERE SUSPENDED FROM BEING TRADED ON ANY OF THE STOCK EXCHANGES, DURING HIS/ HER TENURE.

None of our Directors is or was a Director of any Company listed on any Stock Exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Letter of Offer, during the term of his/her directorship in such Company.

DETAILS OF CURRENT AND PAST DIRECTORSHIP(S) OF THE ABOVE DIRECTORS IN LISTED COMPANIES WHICH HAVE BEEN/ WERE DELISTED FROM THE STOCK EXCHANGE(S), DURING HIS/ HER TENURE.

None of our Directors is or was a Director of any Listed Company, which has been or was delisted from any Stock Exchange, during the term of his/ her directorship in such Company.

CORPORATE GOVERNANCE

- ***Audit Committee***

Our Company has formed the Audit Committee as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of Company's Equity shares on BSE Limited **('BSE')**. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Atul Chauhan	Chairman	Non-Executive - Independent Director
Mr. Vibhu Maurya	Member	Managing Director and CFO
Mr. Rahul Lalwani	Member	Non-Executive - Independent Director

The Company Secretary of our Company shall act as a Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. **Tenure**: The Audit Committee shall continue to be in function as a Committee of the Board until otherwise resolved by the Board to carry out the functions of the Audit Committee as approved by the Board.

B. **Meetings of the Committee**: The Committee shall meet at least 4 (Four) times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the Committee, whichever is higher but there shall be presence of at least one Independent Director at each meeting.

C. **Role and Powers**: The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

i. Recommendation for appointment, remuneration and terms of appointment of Internal and Statutory Auditors' of the Company;
ii. Review and monitoring of the Auditors' independence and performance, an effectiveness of the Audit process;
iii. Review and examination of the, the quarterly, half yearly and yearly financial statements and report of the Auditors' thereon;
iv. Overview of the Company's financial reporting process and the disclosure of its Financial Information to ensure that financial information is correct, sufficient and credible;
v. Reviewing, with the management, financial statements before submission to the board for approval, with particular reference to:

    a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause 134 of the Companies Act, 2013;
    b) Changes, if any, in accounting policies and practices and reasons for the same;
    c) Major accounting entries involving estimates based on the exercise of judgment by management;
    d) Significant adjustments made in the financial statements arising out of audit findings;
    e) Compliance with listing and other legal requirements relating to financial statements;
    f) Disclosure of any related party transactions; and
    g) Qualifications in the audit report.

vi. Approval or any subsequent modification of transaction of the Company with the related parties;
vii. Scrutiny of Inter corporate loans and investments;
viii. Valuation of the undertakings or assets of the Company, wherever it is necessary;
ix. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
x. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
xi. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

xii. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
xiii. To recommend and review the functioning of the vigil mechanism/ Whistle Blower mechanism;
xiv. To recommend the appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
xv. To obtain outside legal or other professional advice wherever required;
xvi. To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

➢ ***Stakeholders Relationship Committee***

Our Company has formed the Stakeholders Relationship Committee as per Section 178 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of Company's Equity shares on BSE Limited **('BSE')**. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Sachin Maurya	Chairman	Non-Executive Non Independent Director
Ms. Ankit Kotwani	Member	Non-Executive Non-Independent Director
Ms. Harshaben Tolaram Bhagwani	Member	Non-Executive - Independent Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

A. **Tenure**: The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

B. **Meetings**: The Stakeholders Relationship Committee shall meet at least once a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be minimum 2 (Two) members, out of which at least 1 (One) shall be an Independent Director.

C. **Scope and Terms of Reference**: Redressal of shareholders' and investors' complaints, including and in respect of:

i. To ensure effective and efficient system for transfer, transmission, dematerialization, re-materialization, splitting and consolidation of shares and other securities;
ii. To ensure effective and efficient system for time attendance and resolution to the grievances of all securities holders of the Company and resolve all the grievances of securities holders of the Company;
iii. To monitoring the transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by the Company;
iv. To issue of duplicate/ split/ consolidated share and other securities certificates;
v. To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers; and
vi. To attend to any other responsibility as may be entrusted by the Board within the terms of Reference.

➢ ***Nomination and Remuneration Committee***

Our Company has formed the Nomination and Remuneration Committee as per Section 178 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of Company's Equity shares on BSE Limited **('BSE')**. The Nomination and Remuneration Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Rahul Lalwani	Chairman	Non-Executive - Independent Director
Mr. Sachin Maurya	Member	Non-Executive and Non-Independent Director
Mr. Ritik wagh	Member	Non-Executive - Independent Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings: The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the Annual General Meeting, to answer the shareholders' queries; however, it shall be up to the Chairperson to decide who shall answer the queries.

C. Scope and Terms of Reference:

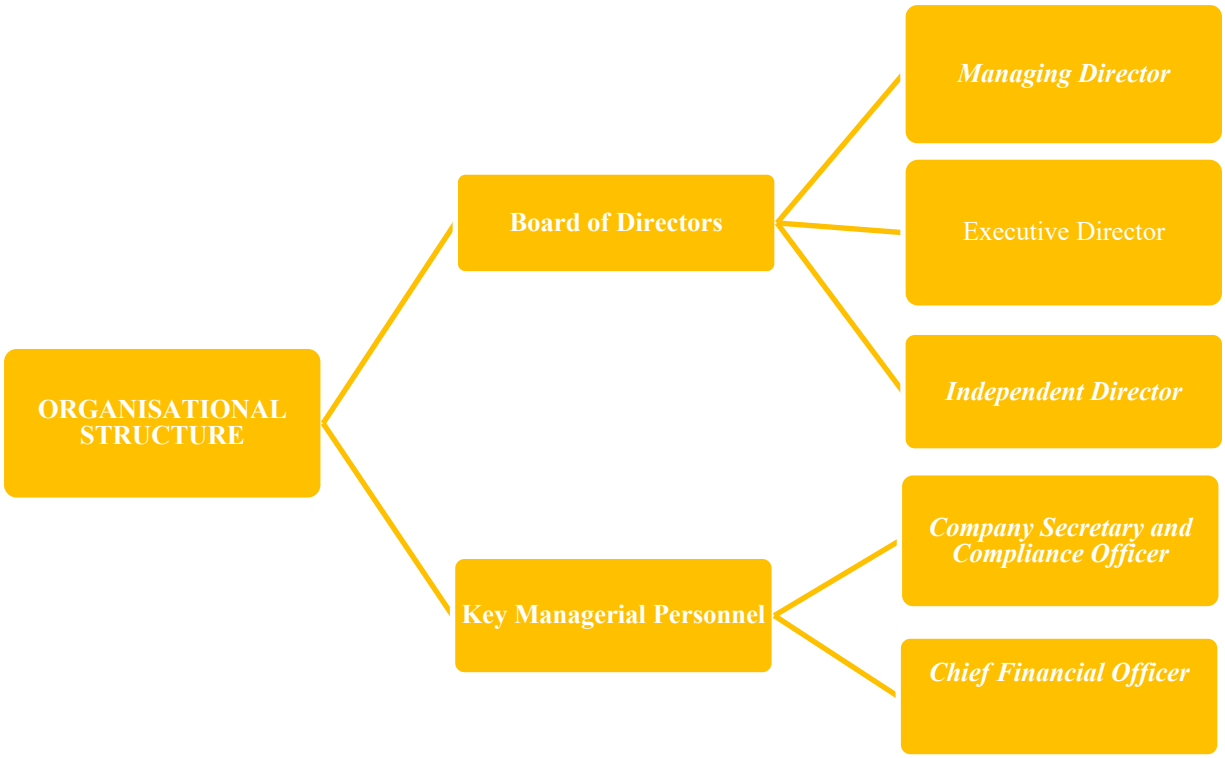
i. To ensure formal and transparent procedures for the selection and appointment of new directors and succession plans;
ii. To identified and lay down the criteria and procedures for appointment of senior management and in accordance with the criteria laid down, recommend to the Board their appointment and removal;
iii. To formulate the criteria and policies for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for Directors, KMPs and other employees;
iv. To recommend to the Board, the appointment and remuneration for Managing/ Joint Managing/ Deputy Managing/ Whole-time/ Executive Directors and other KMP(s) from time to time;
v. To implement supervise and administer any share or stock option scheme of the Company;
vi. To formulate and implement the policies for evaluation of the performance of the Members of the Board and other KMP(s); and
vii. To attend to any other responsibility as may be trusted by the Board within the terms of reference.

Composition of Board of Directors

Composition of Board of Directors is set forth in the below mentioned table:

Name of the Director	Designation	DIN	Other Directorship
Mr. Vibhu Maurya	Managing Director and Chief Financial Officer	06458105	1. Oracle Realinfra Private Limited 2. Sadbhav Minerals Private Limited
Mr. Atul Chauhan	Non-Executive - Independent Director	00465990	1. Kapissh Finone Private Limited
Mr. Ankit Kotwani	Non-Executive and Non - Independent Director	09184682	Nil
Mr. Sachin Maurya	Non-Executive Non-Independent Director	05295874	Nil
Mr. Harshaben Tolaram Bhagwani	Independent Director	10739148	Nil
Mr. Ritik Wagh	Independent Director	10768388	Nil
Mr. Rahul kumar lalwani	Independent Director	10768522	Nil

ORGANIZATIONAL STRUCTURE



Details of Key Managerial Personnels (KMPs)

Following are the Key Managerial Personnels (KMP's) of our Company as on the date of this Letter of Offer:

Sr. No.	Name of Person	Designation
1.	Mr. Vibhu Maurya	Managing Director (MD) & Chief Financial Officer (CFO)
2.	Mrs. Neha Prajapati	Company Secretary & Compliance Officer (CS)

BONUS OR PROFIT-SHARING PLAN FOR OUR KEY MANAGERIAL PERSONNEL(S) (KMPS)

Our Company does not have any bonus or profit-sharing plan for our Key Managerial Personnel(s) (KMPs).

DIVIDEND POLICY

The declaration and payment of final dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. The dividend, if any, will depend on a number of factors, including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into finance our fund requirements for our business activities. As per SEBI LODR Regulations as of now Dividend Policy is not applicable to the Company.

SECTION VII: FINANCIAL INFORMATION

Sr. No.	Particulars	Page Nos.
1.	The Audited Financial Results along with Independent Auditor's Report for the quarter and year ended on 31st March, 2024.	89
2.	The Audited Financial Statements along with Independent Auditor's Report for the year ended on 31st March, 2024.	97
3.	The Unaudited Financial Statements along with Limited review Report for the quarter ended on 31st December, 2023 and 31st December, 2024	133

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Independent Auditor's Report on the Quarterly and Year to Date Annual Financial Results of the Company pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended)

To
The Board of Directors of
ONESOURCE IDEAS VENTURE LIMITED

Report on the audit of the Financial Results

Opinion

We have audited the accompanying Statement of quarterly and year to date Financial Result of **M/s. ONESOURCE IDEAS VENTURE LIMITED** (the 'Company') for the quarter & year ended 31st March, 2024 (the 'Statement'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the 'Listing Regulations') including relevant circulars issued by SEBI from time to time.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

I. are presented in accordance with the requirements of the Listing Regulations in this regard, and

II. gives a true and fair view in conformity with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the standalone net profit after tax and other comprehensive income and other financial information of the Company for the quarter and year ended 31 March 2024.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') 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 Statement" 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 ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Statement

The Statement has been prepared on the basis of the annual audited financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Statement

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 Standards on Auditing, specified under Section 143(10) of the Act, 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 this Statement.

As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place adequate internal financial controls with reference to financial statements 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 the 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 Statement 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 Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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.

Other Matter

The accompanying Statement includes the financial results for the quarter ended 31 March 2024, being the balancing figures between the audited figures in respect of the full financial year ended March 31, 2024 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 01st April, 2023. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the

financial year ended March 31, 2024 however software used does not have a feature of recording audit trail (Edit Log) facility.

Our opinion on the Statement is not modified in respect of this matter.

For, S VJ K and Associates,
Chartered Accountants
Firm Reg. No. 135182W

Reeturaj

Reeturaj Verma
Partner
M.NO. 193591

DATE: 30TH MAY, 2024
PLACE: Ahmedabad
UDIN: 24193591BKAFLY8440

ONESOURCE IDEAS VENTURE LIMITED
Regd. Office: F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore, Chennai Tamil Nadu
CIN - L74900TN1994PLC097983
E: cs@oslvl.com W: www.oslvl.com
AUDITED STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2024

	Particulars	As at 31.03.2024	As at 31.03.2023
A	**ASSETS**		
1	**Non-Current Assets**		
	(a) Property, Plant and Equipment	0.02	0.02
	(b) Capital work-in-progress	-	-
	(c) Other Intangible Assets	-	-
	(c) Financial Assets		
	(i) Investments	-	-
	(ii) Trade Receivables	-	-
	(iii) Loans	126.86	102.63
	(iv) Other Financial Assets	3.00	3.00
	(d) Deferred Tax Assets (net)	-	-
	(e) Other Non-Current Assets	-	-
	Sub-total - Non-Current Assets	**129.88**	**105.65**
2	**Current Assets**		
	(a) Inventories	-	-
	(b) Financial Assets		
	(i) Investment	-	-
	(ii) Trade Receivables	24.99	23.60
	(iii) Cash and Cash Equivalents	2.83	2.49
	(iv) Bank Balances other than (iii) above	-	-
	(v) Loans	190.15	191.92
	(vi) Others (to be specified)	-	-
	(c) Current Tax Assets (Net)	3.22	3.28
	(d) Other Current Assets	6.80	-
	Sub-total - Current Assets	**228.00**	**221.30**
	TOTAL - ASSETS	**357.88**	**326.95**
B	**EQUITY AND LIABILITIES**		
1	**Equity**		
	(a) Equity Share Capital	307.50	307.50
	(b) Other Equity	(18.25)	(22.14)
	Sub-total - Equity	**289.25**	**285.36**
	Liabilities		
	Non-Current Liabilities		
	(a) Financial Liabilities		
	(i) Borowings	-	-
	(ii) Trade Payables	-	-
	(b) Provisions	-	-
	(c) Deferred Tax Liabilities (Net)	-	-
	(d) Other Non-Current Liabilities	-	-
	Sub-total - Non Current Liabilities	-	-
2	**Current liabilities**		
	(a) Financial Liabilities		
	(i) Borowings	60.00	30.00
	(ii) Trade Payables		
	(a) Due to MSME	-	-
	(b) Due to Others	6.26	7.65
	(iii) Other Financial Liabilities	-	-
	(b) Other Current Liabilities	1.65	1.07
	(c) Provisions	-	-
	(d) Current Tax Liabilities (Net)	0.72	2.86
	Sub-total - Current Liabilities	**68.63**	**41.59**
	TOTAL - EQUITY AND LIABILITIES	**357.88**	**326.95**

For, ONESOURCE IDEAS VENTURE LIMITED

Vibhu Maurya
Managing Director
DIN: 06458105

Place: Chennai
Date: 30th May, 2024

ONESOURCE IDEAS VENTURE LIMITED

Regd. Office: F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore, Chennai Tamil Nadu 600008

CIN - L74900TN1994PLC097983

E: cs@osivl.com W: www.osivl.com

AUDITED FINANCIAL RESULTS FOR THE QUARTER / YEAR ENDED 31st MARCH, 2024

(Rs. In Lacs except for earning per share data)

Sr. No.	Particulars	3 months ended			Year Ended	
		31.03.2024	31.12.2023	31.03.2023	31.03.2024	31.03.2023
		Audited	Un-Audited	Audited	Audited	Audited
1	Revenue from Operations	376.12	429.75	-	809.99	20.00
2	Other Income	23.79	(9.05)	4.46	23.79	18.91
3	**Total Revenue (1+2)**	**399.90**	**420.70**	**4.46**	**833.78**	**38.91**
4	**Expenses**					
	a. Cost of material consumed	-	-	-	-	-
	b. Purchase of stock-in-trade	433.84	376.08	-	809.91	-
	c. Change in inventories of finished goods, work-in- process and stock-in-trade	-	-	-	-	-
	d. Employees benefits expense	(4.21)	9.21	3.75	10.50	10.07
	e. Finance costs	0.00	-	0.00	0.01	0.01
	f. Depreciation and amortisation expense	-	-	-	-	-
	g. Other Expenses	(5.07)	9.86	5.07	9.25	14.47
	Total Expenses	**424.56**	**395.15**	**8.82**	**829.67**	**24.54**
5	**Profit before Exceptional Items and Extraordinary Items and Tax (3-4)**	**(24.66)**	**25.55**	**(4.36)**	**4.11**	**14.36**
6	Exceptional items	-	-	-	-	-
7	**Profit Before Tax (5-6)**	**(24.66)**	**25.55**	**(4.36)**	**4.11**	**14.36**
	Current Tax	(6.12)	6.00	(2.02)	0.72	2.66
	MAT Credit	-	-	(2.66)	-	(2.66)
	Deferred Tax	-	-	-	-	-
	Short/Excess provision for previous year	(0.49)	-	-	(0.49)	-
8	**Total Tax Expenses**	**(6.61)**	**6.00**	**(4.68)**	**0.22**	-
9	**Profit for the period from Continuing Operation (7-8)**	**(18.05)**	**19.55**	**0.32**	**3.88**	**14.36**
10	**Profit from Discontinuing operations before tax**	-	-	-	-	-
11	**Tax expense of discontining operations**	-	-	-	-	-
12	**Profit from Discontinuing operations (after tax) (10-11)**	-	-	-	-	-
13	Share of Profit (loss) of associates and joint venture accounted for using equity method	-	-	-	-	-
14	**Profit for the period (9-12)**	**(18.05)**	**19.55**	**0.32**	**3.88**	**14.36**
15	Other comprehensive income net of taxes	-	-	-	-	-
16	**Total comprehensive income net of taxes (14+15)**	**(18.05)**	**19.55**	**0.32**	**3.88**	**14.36**
17	**Details of equity share capital**					
	Paid-up equity share capital	307.50	307.50	307.50	307.50	307.50
	Other Equity				289.25	285.36
	Face value of equity share capital	**10.00**	**10.00**	**10.00**	**10.00**	**10.00**
18	**Earnings Per Share (EPS)**					
	a) Basic	(0.59)	0.64	0.01	0.13	0.47
	b) Diluted	(0.59)	0.64	0.01	0.13	0.47

Notes:

1	The above Audited financial statement for quarter/ year ended March, 2024 has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 30th May, 2023 and Statutory Auditors of the Company have carried out audit of the same.
2	This statement has been prepared in accordance with the Companies(Indian Accounting Standards)Rules 2015(IND AS) prescribed under section 133 of the Companies Act 2013 and other recognized accounting practices and policies to the extent applicable.
3	The Company operates in a single segment and hence information pursuant to Ind AS 108 is not applicable.
4	The Figures for the quarter ended 31st March, 2024 and 31st March, 2023 are the balancing figure between the audited figures of the financial year and figures upto the third quarter for the respective years which were subject to limited review.
5	Figures for the previous year and quarters have been re-grouped / rearranged, wherever necessary.

For, ONESOURCE IDEAS VENTURE LIMITED

Vibhu Maurya
Managing Director
DIN: 06458105

Place: Chennai
Date: 30th May, 2024

ONESOURCE IDEAS VENTURE LIMITED
Regd. Office: F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore, Chennai Tamil Nadu 600008
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AUDITED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH, 2024

	Year ended	
	31st March, 2024	**31st March, 2023**
	Audited	**Audited**
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax as per Statement of Profit and Loss	**3.88**	**14.36**
Adjusted for:		
Depreciation	-	-
Finance Cost	(0.01)	0.01
Interest Income	(17.79)	(18.91)
Operating Profit before working capital changes	**(13.91)**	**(4.54)**
Adjusted for:		
(Increase)/Decrease in Trade Receivables	(1.39)	(23.60)
Increase/(Decrease) in Trade Payables	(1.39)	7.56
(Increase)/Decrease in Inventories	-	-
Increase/(Decrease) in Other Financial Liabilities	-	(1.26)
Increase/(Decrease) in Other Current Liabilities	0.58	1.07
Increase/(Decrease) in Provisions	-	-
(Increase)/Decrease in Loans	(22.46)	(294.55)
Increase/(Decrease) in Current Tax Liabilities	(2.15)	2.86
Increase/(Decrease) in Current Tax Assets	0.05	1.74
(Increase)/Decrease in Other Current Assets	(6.80)	-
(Increase)/Decrease in Other Financial Assets	0.00	37.00
Cash Generated from Operations	**(47.46)**	**(273.71)**
Adjusted for:		
Income Tax	-	-
Net Cash from Operating activities	**(47.46)**	**(273.71)**
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase) /Sale of Investments	-	219.93
Interest Income	17.79	18.91
Net Cash Flow from Investing Activities	**17.79**	**238.83**
C. Cash Flow from Financing activities:		
Finance Cost	0.01	(0.01)
Proceeds / (Repayment) of Borrowings	30.00	30.00
Net cash from Financing Activities	**30.01**	**29.99**
Net Increase/(Decrease) in cash	**0.34**	**(4.88)**
Opening Balance of Cash & Cash equivalents	**2.49**	**7.38**
Closing Balance of Cash & Cash equivalents	**2.83**	**2.49**

For, ONESOURCE IDEAS VENTURE LIMITED

Vibhu Maurya
Managing Director
DIN: 06458105

Place: Chennai
Date: 30th May, 2024

Independent Auditors' Report

To
The Members of
ONESOURCE IDEAS VENTURE LIMITED
CHENNAI

Report on the Financial Statements

We have audited the accompanying IND AS Financial Statements of **ONESOURCE IDEAS VENTURE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), and the Statement of Changes in Equity and statement of Cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 ("Ind AS") prescribed under Section 133 of the act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, and its profit and loss and 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 financial statements in accordance with the Standards on Auditing (SAs) 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 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 financial statements under the provisions of the Act and the Rules 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the 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 that there are no key audit matters to be communicated in our report.

S V J K AND ASSOCIATES
FRN : 135182W
AHMEDABAD
CHARTERED ACCOUNTANTS

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Board's Report including Annexures to Board's Report, and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The above mentioned reports are expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the above mentioned reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as per the applicable laws and regulations.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 **("the Act")** with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other Comprehensive Income, cash flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder. 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

S V J K AND ASSOCIATES
FRN : 135182W
AHMEDABAD
CHARTERED ACCOUNTANTS

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 controls 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- 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.

S V J K AND ASSOCIATES
FRN: 135182W
AHMEDABAD
CHARTERED ACCOUNTANTS

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2020 **("the Order")** issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **"Annexure A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. **As required by section 143(3) of the Act, we further report that:**

   (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   (ii) 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.

   (iii) The Balance Sheet, Statement of Profit and Loss including other comprehensive income, Cash Flow Statement and statement of changes in equity dealt with by this Report are in agreement with the books of account.

   (iv) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended.

   (v) On the basis of written representations received from the directors as on March 31, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.

   (vi) With respect to 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 B"**,

   (vii) 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.

   (viii) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 financial statements.

      ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

S V I K AND ASSOCIATES
FRN : 135182W
AHMEDABAD
CHARTERED ACCOUNTANTS

iii) There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.

iv) A] The Management has represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

B] the management has represented, that, to the best of their knowledge and belief, no funds have been received by the company from any person(s) or entity (ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and C] Based on such audit procedures, nothing has come to our notice that has caused them to believe that the representations under sub-clause (A) and (B) contain any material mis-statement.

v) The Company has not declared or paid dividend during the year.

vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 01st April, 2023. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 however software used does not have a feature of recording audit trail (Edit Log) facility.

For S V J K And Associates
Chartered Accountants
(Registration No.135182W)

Reeturaj

Reeturaj Verma
Partner
Membership No. 193591
UDIN: 24193591BKAFLZ5267

S V J K AND ASSOCIATES
FRN : 135182W
AHMEDABAD
CHARTERED ACCOUNTANTS

Place: Ahmedabad
Date: 30th May, 2024

Annexure 'A' to the Independent Auditor's Report

Referred to in paragraph 1 under the heading "Report on Other Legal And Regulatory Requirements" of Our Independent Audit Report of even date on the Financial Statements of ONESOURCE IDEAS VENTURE LIMITED for the year ended 31st March, 2024.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

1. In respect of the Company's Property, Plant & Equipment:

a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets as required by the Act.

(B) The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the order is not applicable.

b) The Property, Plant & Equipment of the Company were physically verified in full by the management during the half year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us, the company does not own any land & building or any other immovable properties, accordingly paragraph 3(i)(c) of the order is not applicable to the company.

d) The Company has neither revalued its Property, Plant & Equipment nor Intangible Assets.

e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2. In respect of Inventory and Working Capital

a) The inventories has been physically verified by the Management during the year (Except stock in transit and stock laying with third party). In Our opinion the frequency of verification, coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed on verification between the physical stocks and book records that were more than 10% in the aggregate of each class of Inventory..

b) During any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.

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3. Details of Investments, any guarantee, security, advances or loans given

a) According to information and explanation given to us, the company has granted loan to various Parties.

Sr No	Particulars	Aggregate amount during the year	Balance outstanding as on 31.03.2024
A	To Subsidiaries, Joint Ventures and Associates		
		NIL	NIL
B	To Other Then Subsidiaries, Joint Ventures and Associates		
	Loans & Advances (including Business Advances)	40.58 lakhs	317.01 lakhs

b) The terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;

c) In respect of loans and advances in the nature of loans, schedule of repayment of principal and payment of interest has not been stipulated.

d) As the repayment terms has not been stipulated all the Loans are repayable on demand hence there is no instances of overdue.

e) No loans are fallen due during the year.

f) The Company has granted Loans as mentioned in point 3 (a) [B]. 100% loans are repayable on demand and without specifying any terms or period of repayment.

(Amount Rs. In Lakhs)

Sr. No.	Particulars	Amount granted during the year	Outstanding Balance as on 31st March, 2024
1)	Business Advances Granted to Promoters	Nil	Nil
2)	Business Advances to Related Parties excluding Promoters	5.90	160.15
	% of overall Business Advances granted of same nature	14.53%	50.52%

S V J K AND ASSOCIATES FRN : 135182W AHMEDABAD CHARTERED ACCOUNTANTS

4. According to information and explanation given to us, The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

7. In respect of statutory dues:

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as applicable have been generally regularly deposited during the year by the Company with the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, goods and service tax, which have not been deposited on account of any dispute.

8. No, As per the information and explanation given to us by the company the company has not made any transactions which were not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. Default in repayment of Borrowing:

a) According to the information and explanations given to us, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institutions and banks. The Company does not hold any debentures.

b) The Company is not declared wilful defaulter by any bank or financial institutions or any other lender

c) The Company has not taken any term loan hence this clause is not applicable.

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d) No, The fund raised on short term basis are not have been utilized for long term purposes.

e) No, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate company.

f) No, the Company has not raised loans during the year on the pledge of securities held in its company.

10. a) In our opinion and according to the information and explanations given to us, the Company has not applied for any term loan. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments).

b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment through right issue.

11. a) 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.

b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

c) During the period there were no whistle-blower complaints received by us.

12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable. The details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

14. a) Yes, The Company has an internal audit system commensurate with the size and nature of its business;
b) We have not been provided with Internal Audit Reports.

15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable

16. a) According to the information and explanations given to us and based on our

S V J K AND ASSOCIATES
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examination of the records of the company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

b) According to the information and explanations given to us the company has not conducted any Non-banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;

c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India

d) As represented by the management, the Group does not have Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016.

17. The company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

17. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable to the Company.

19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, in our opinion no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

20. Provisions of section 135 of the companies Act not applicable to company

21. Qualifications or Adverse auditor remarks in other Group Companies :
The reporting under clause 3(xxi) of the Order is not applicable in respect of the audit of Standalone Financial Statements and hence no comment in respect of the said clause has been included in this report

For S V J K And Associates
Chartered Accountants
(Registration No.135182W)

Reeturaj

Reeturaj Verma
Partner
Membership No. 193591
UDIN: 24193591BKAFLZ5267

S V J K AND ASSOCIATES
FRN : 135182W
AHMEDABAD
CHARTERED ACCOUNTANTS

Place: Ahmedabad
Date: 30th May, 2024

Annexure - B to the Independent Auditors' Report

Referred to in paragraph 2(F) under the heading "Report on Other Legal And Regulatory Requirements" of Our Independent Audit Report of even date on the Financial Statements of **ONESOURCE IDEAS VENTURE LIMITED** for the year ended 31st March, 2024.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **ONESOURCE IDEAS VENTURE LIMITED** ("the Company") as of 31 March, 2024 in conjunction with our audit of the Ind As financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management 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 ('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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

S V J K AND ASSOCIATES
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CHARTERED ACCOUNTANTS

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 generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, 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.

For S V J K And Associates
Chartered Accountants
(Registration No.135182W)

Reeturaj

Reeturaj Verma
Partner
Membership No. 193591
UDIN: 24193591BKAFLZ5267

S V J K AND ASSOCIATES
FRN : 135182W
AHMEDABAD
CHARTERED ACCOUNTANTS

Place: Ahmedabad
Date: 30th May, 2024

ONESOURCE IDEAS VENTURE LIMITED
F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore,Chennai Tamil Nadu 600008
(CIN: L74900TN1994PLC097983)
Balance Sheet as at 31st March, 2024

(Rs. In Lakhs)

Particulars	Note		As At 31.03.2024		As At 31.03.2023
I ASSETS					
1 **Non-current Assets**					
a) Property, Plant & Equipment	2	0.02		0.02	
b) Other Intangible Assets		-		-	
c) Capital Work-in-Progress		-		-	
d) Financial Assets:					
(i) Investments		-		-	
(ii) Trade Receivable		-		-	
(iii) Loans	3	126.86		102.63	
(iv) Other Financial Asset	4	3.00		3.00	
e) Other non-current assets				-	
Total Non-Current Assets			**129.89**		**105.66**
2 **Current Assets**					
a) Inventories		-		-	
b) Financial Assets:					
(i) Investments	5	-		-	
(ii) Trade Receivables	6	24.99		23.60	
(iii) Cash and cash equivalents	7	2.83		2.49	
(iv) Loans	8	190.15		191.92	
c) Current Tax Assets (Net)	9	3.22		3.28	
d) Other Current Assets	10	6.80			
Total Current Assets			**228.00**		**221.29**
Total Assets			**357.88**		**326.95**
II EQUITY & LIABILITIES					
A **Equity**					
a) Equity Share Capital	11	307.50		307.50	
b) Other Equity	12	(18.25)		(22.14)	
Total Equity			**289.25**		**285.36**
B **Liabilities**					
1 **Non -current Liabilities**					
a) Financial Liabilities:					
(i) Borrowings		-		-	
(ii) Trade Payable		-		-	
b) Provisions		-		-	
c) Deferred Tax Liabilities (net)		-		-	
d) Other Non Current Liabilities		-		-	
Total Non-Current Liabilities			-		-
2 **Current Liabilities**					
a) Financial Liabilities:					
(i) Borrowings	13	60.00		30.00	
(ii) Trade Payable	14				
(a) Due to MSME		-		-	
(b) Due to Others		6.26		7.65	
(iii) Other Financial Liabilities	15	-		-	
b) Other Current Liabilities	16	1.65		1.07	
c) Provisions				-	
d) Current Tax Liabilities (Net)	17	0.72		2.86	
Total Current Liabilities			**68.63**		**41.59**
Total Liabilities			**68.63**		**41.59**
Total Equity & Liabilities			**357.88**		**326.95**

Significant Accounting Policies 1
Notes forming part of the Financial Statements

As per our report of even date

For S V J K and Associates
Chartered Accountants
Registration No. 135182W

Reeturaj

Reeturaj Verma
Partner
M.No. 193591

SVJK AND ASSOCIATES FRN:135182W AHMEDABAD CHARTERED ACCOUNTANTS

UDIN: 24193591BKAFLZ5267
Place- Ahmedabad
Date - 30th May, 2024

For and on behalf of the Board
ONESOURCE IDEAS VENTURE LIMITED

ONESOURCE INDUSTRIES & VENTURES LTD.

Vibha Maurya
Managing Director & CFO
DIN: 06458105

Atul Chauhan
Director
DIN: 08465990

Place- Chennai
Date - 30th May, 2024

ONESOURCE IDEAS VENTURE LIMITED
F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore,Chennai Tamil Nadu 600008
(CIN: L74900TN1994PLC097983)
Statement of Profit and Loss for the Year ended 31st March, 2024

(Rs. In Lakhs)

	Particulars	Note No.	2023-24	2022-23
	INCOME			
(I)	Revenue from Operations	18	809.99	20.00
(II)	Other Income	19	23.79	18.91
(III)	**Total Income (I) + (II)**		**833.78**	**38.91**
(IV)	**EXPENSES**			
	Cost of material consumed		-	-
	Purchase of traded goods	20	809.91	-
	Changes in inventories of finished goods, work in progress & Stock in Trade		-	-
	Employee benefits expenses	21	10.50	10.07
	Finance Costs	22	0.01	0.01
	Depreciation and amortization expenses	23	-	-
	Other expenses	24	9.25	14.47
	Total Expenses (IV)		**829.67**	**24.54**
(V)	Profit before Exceptional Items & Taxes		4.11	14.36
(VI)	Exceptional Items - (Net)		-	-
(VII)	Profit before tax (V)-(VI)		4.11	14.36
(VIII)	Tax Expenses :			
	(1) Current tax		0.72	2.66
	(2) MAT Credit		-	(2.66)
	(3) Deferred tax		-	-
	(4)Short/Excess provision for previous year		(0.49)	-
	Total Tax Expense		**0.22**	**-**
(IX)	**Profit for the Period (VII)-(VIII)**		**3.88**	**14.36**
(X)	Other Comprehensive Income			
A(i)	Items that will not be reclassified to profit or loss		-	-
(ii)	Income tax relating to items that will not be reclassified to profit or loss		-	-
B(i)	Items that will be reclassified to profit or loss		-	-
(ii)	Income tax relating to items that will be reclassified to profit or loss		-	-
(XI)	Total Comprehensive Income for the Period [(IX)+(X)] (Comprising Profit and Other Comprehensive Income for the period)		**3.88**	**14.36**
(XII)	**Earning Per Equity Share(Nominal Value per Share:(Rs. 10)**	25		
	1. Basic		**0.13**	**0.47**
	2. Diluted		**0.13**	**0.47**

Significant Accounting Policies 1
Notes forming part of the Financial Statements

For S V J K and Associates
Chartered Accountants
Registration No. 135182W

Reeturaj

Reeturaj Verma
Partner
M No 193591

S V J K AND ASSOCIATES FRN:135182W AHMEDABAD CHARTERED ACCOUNTANTS

UDIN: 24193591BKAFLZ5267
Place- Ahmedabad
Date - 30th May, 2024

For and on Behalf of the Board
ONESOURCE IDEAS VENTURE LIMITED

Vibhu Maurya

Vibhu Maurya
Managing Director & CFO
DIN: 06458105

Atul Chathan
Director
DIN: 00465990

Place- Chennai
Date - 30th May, 2024

ONESOURCE IDEAS VENTURE LIMITED
F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore,Chennai Tamil Nadu 600008
(CIN: L74900TN1994PLC097983)
Cash Flow statement for the year ended 31st March 2024

(Rs. In Lakhs)

Particulars	March 31,2024	March 31,2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax as per Statement of Profit and Loss	**4.11**	**14.36**
Adjusted for:		-
Depreciation	-	-
Interest Income	(17.79)	(18.91)
Finance Cost	(0.01)	0.01
Operating Profit before working capital changes	**(13.69)**	**(4.54)**
Adjusted for:		
(Increase)/Decrease in Trade Receivables	(1.39)	(23.60)
Increase/(Decrease) in Trade Payables	(1.39)	7.56
Increase/(Decrease) in Other Financial Liabilities	-	(1.26)
(Increase)/Decrease in Other Financial Asset	0.00	37.00
Increase/(Decrease) in Other Current Liabilities	0.58	1.07
(Increase)/Decrease in Loans	(22.46)	(294.55)
Increase/(Decrease) in Current Tax Liabilities	(2.15)	2.86
(Increase)/Decrease in Current Tax Assets	0.05	1.74
(Increase)/Decrease in Other Current Assets	(6.80)	-
		-
Cash Generated from Operations	**(47.23)**	**(273.71)**
Direct Tax Paid	**(0.22)**	-
Net Cash from Operating activities	**(47.46)**	**(273.71)**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Income	17.79	18.91
(Purchase)/Sale of Investment	-	219.93
Purchase of Property, Plant & Equipment	-	-
Sales of Fixed Assets	-	-
C. Net Cash Flow from Investing Activities	**17.79**	**238.83**
Cash Flow from Financing activities:		
Finance Cost	0.01	(0.01)
Proceeds / (Repayment) of Borrowings	30.00	30.00
Net cash from Financing Activities	**30.01**	**29.99**
		-
Net Increase/(Decrease) in cash	**0.34**	**(4.88)**
Opening Balance of Cash & Cash equivalents	**2.49**	**7.38**
Closing Balance of Cash & Cash equivalents	**2.83**	**2.49**

The accompanying notes are an integral part of the financial statements
As per our report of even date

For S V J K and Associates
Chartered Accountants
Registration No. 135182W

Reeturaj

Reeturaj Verma

Partner
M No 193591

S V J K AND ASSOCIATES FRN:135182W AHMEDABAD CHARTERED ACCOUNTANTS

For and on behalf of the Board
ONESOURCE IDEAS VENTURE LIMITED

Vibhu Maurya
Managing Director & CFO
DIN: 06458105

Atul Chauhan
Director
DIN: 00465990

UDIN: 24193591BKAFLZ5267
Place- Ahmedabad
Date - 30th May, 2024

Place- Chennai
Date - 30th May, 2024

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2023

COMPANY INFORMATION / OVERVIEW

ONESOURCE IDEAS VENTURE LIMITED ("the Company") is a public limited Company established in the F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore, Chennai Tamil Nadu 600008. The financial statements were authorised for issue in accordance with a resolution of the directors on 30th May, 2024.

"1" SIGNIFICANT ACCOUNTING POLICES:

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements.These policies have been consistently applied to all the years presented, unless otherwise stated.

BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act and the Companies (Indian Accounting Standards) Rules, 2015. Up to the year ended March 31, 2017, the company prepared its financial statements in accordance with the requirements of Generally Accepted Accounting Principles in India (previous GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use

CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle

- Held primarily for the purpose of sale/lease

- Expected to be realised within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle

- It is held primarily for the purpose of sale/lease

S V I K AND ASSOCIATES
FRN:135182W
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- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle."

USE OF ESTIMATES

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments andassumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts ofassets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amountsof revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involvingcomplex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Actualresults could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes incircumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changesare made and, if material, their effects are disclosed in the notes to the financial statements.

REVENUE RECOGNITION

Revenue is recognized when control of the goods or services are transferred to the customer at an amount that reflects theconsideration to which the Company expects to be entitled in exchange for those goods or services, regardless of whenthe payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking intoaccount contractually defined terms of payment. The Company is the principal in all of its revenue arrangements since itis the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory andcredit risks.However, Goods and Services tax (GST) are not received by the Company on its own account. Rather, it is tax collectedon value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Sale of Goods:

Revenue from sales is recognized when the substantial risks and rewards of ownership of goods are transferred to the buyer and the collection of the resulting receivables is reasonably expected. This usually occurs upon dispatch, after the price has been determined and collection of the receivable is reasonably certain. Revenue from the sale of goods is measured at the fair value of theconsideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Sale of Services:

The Company recognizes revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured.

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Other income:

Interest

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

PROPERTY, PLANT & EQUIPMENT

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, anyimport duties and other taxes (other than those subsequently recoverable from the tax authorities), any directlyattributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifyingassets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment havebeen put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period inwhich the costs are incurred. Major shut-down and overhaul expenditure is capitalized as the activities undertakenimproves the economic benefits expected to arise from the asset.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits areexpected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item ofproperty, plant and equipment is determined as the difference between the sales proceeds and the carrying amount ofthe asset and is recognized in Statement of Profit and Loss.

Advances paid towards the acquisition of Property, Plant & Equipment outstanding at each reporting date is classified as Capital advances under Other Non –Current Assets and assets which are not ready for intended use as on the date of Balance sheet are disclosed as "Capital Work in Progress."

DEPRECIATION/ AMORTISATION

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives which are generally in accordance with those specified in Schedule II to the Companies Act, 2013. The useful lives used for depreciation are as follows:

Assets Class	Useful Life
Computer	3 years

IMPAIRMENT OF NON – FINANCIAL ASSESTS

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's

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recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the
Asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment,
Depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

BORROWING COST
Borrowing costs that are attributable to the acquisition or construction of qualifying assets (assets which require substantial period of time to get ready for its intended use) are capitalized as part of the cost of that asset. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

INVENTORIES
Inventories are valued at the lower of cost and net realizable value. Cost incurred in bringing each products to its present location and condition are accounted for as follows:-

- **Finished goods and Work In Progress:**
  Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost in determined on first in, first out basis.

- **Traded Goods:**
  Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

Net realizable values is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

TAXATION
The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company operates and generates

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Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the
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Depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

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Net realizable values is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

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The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company operates and generates

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taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in Profit or Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of Cash Flow Statement comprise Cash and Cheques in hand, bank balances, demand deposits with banks (other than deposits pledged with government authorities and margin money deposits) with anoriginal maturity of three months or less.

CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjustedfor the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts orpayments. The cash flows from operating, investing and financing activities of the Company are segregated based onthe available information.

PROVISION, CONTINGENT LIABILITIES ANDCONTINGENT ASSETS

Provisions: Provisions are recognized when there is a present obligation as result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

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Contingent Liabilities : Contingent liabilities are not provided for in the books but are disclosed by way of notes in the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent Assets: Contingent Assets are neither recognized nor disclosed in the financial statements.

EARNINGS PER SHARE (EPS)

The earnings considered in ascertaining the Company's earnings per share comprise the net profit after tax (and include post tax effect of any extraordinary items.) The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises of the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises of the weighted average shares considered for deriving basic earning per share, and also the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

RELATED PARTY TRANSACTIONS

Related party transactions are transfer of resources or obligations between related parties, regardless of whether a price is charged. Parties are considered to be related, if one party has the ability, directly or indirectly, to control the other party of exercise significant influence over the other party in making financial or operating decisions. Parties are considered to be related if they are subject to common control or common significant influence.

SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided by Chief Financial Officer and Director of the Company jointly and responsible for allocating resources, assess the financial performance of the Company and make strategic decisions.

The Company has identified one reportable segment "trading of textile products" based on information reviewed by them.

DIVIDEND:

Dividend declared is provided in books of account when the same is approved by shareholders'.

EMPLOYEE BENEFITS

- **Short-term Obligations**
  Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

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- **Post Employee Obligations**
  The Company operates the following post-employment schemes:

  - defined contribution plans such as provident fund.

- **Gratuity obligations**
  The Company had an obligation towards gratuity – a defined benefit retirement plan covering eligible employees. The plan provides a lump sum payment to vested employees at retirement, death while in employment or on termination of an employment of an amount equivalent to 15 days salary payable for each completed years of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service and is payable thereafter on occurrence of any of above events.

  As per information provided by the Company, there are no employees who have served more than 5 years.

- **Defined contribution plans**
  Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid.

FOREIGN CURRENCY TRANSACTIONS

Initial Recognition:
On initial recognition, all foreign currency transactions arerecorded by applying to the foreign currency amount theexchange rate between the functional currency and theforeign currency at the date of the transaction.

Subsequent Recognition:
As at the reporting date, non-monetary items which arecarried in terms of historical cost denominated in a foreigncurrency are reported using the exchange rate at the date ofthe transaction. All non-monetary items which are carried atfair value or other similar valuation denominated in a foreigncurrency are reported using the exchange rates that existedwhen the values were determined.All monetary assets and liabilities in foreign currency arereinstated at the end of accounting period.Exchange differences on reinstatement of all monetary itemsare recognised in the Statement of Profit and Loss.

FINANCIAL INSTRUMENTS

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

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FINANCIAL ASSETS

Initial recognition and measurement

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

❖ **Classification**

For the purpose of subsequent measurement, the Company classifies financial assets in following categories:

- **Financial assets at amortised cost**
  Financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses, if any. Interest income and impairment are recognized in the Statement of Profit and Loss.

- **Financial assets at fair value through other comprehensive income (FVTOCI)**
  These assets are subsequently measured at fair value through other comprehensive income (OCI). Changes in fair values are recognized in OCI and on derecognition, cumulative gain or loss previously recognized in OCI is reclassified to the Statement of Profit and Loss. Interest income calculated using EIR and impairment loss, if any, are recognized in the Statement of Profit and Loss.

- **Financial assets at fair value through profit or loss (FVTPL)**
  These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognized in the Statement of Profit and Loss.

Financial assets are not reclassified subsequent to their recognition except if and in the period the Company changes its business model for managing for financial assets.

De-recognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

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Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, lease receivable, trade receivable other contractual rights to receive cash or other financial assets. For trade receivable, the Company measures the loss allowance at an amount equal to life time expected credit losses. Further, for the measuring life time expected credit losses allowance for trade receivable the Company has used a practical expedient as permitted under Indian AS 109. This expected credit loss allowance is computed based on provisions, matrix which takes into account historical credit loss experience and adjusted for forward looking information.

FINANCIAL LIABILITIES

Initial recognition and measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at amortized cost unless at initial recognition, they are classified as fair value through profit or loss. In case of trade payables they are initially recognize at fair value and subsequently, these liabilities are held at amortized cost, using the Effective interest method.

Classification and subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit and Loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortized cost using the effective interest method. Interest expense is recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on subsequently different terms, or the terms of an existing liability are subsequently modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of the new liability. The difference in the respective carrying amount is recognize in the Statement of Profit & Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and

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it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount presented in the

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing:
□ the profit attributable to owners of the Company
□ by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share
Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:
□ after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares

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ONESOURCE IDEAS VENTURE LIMITED
F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore,Chennai Tamil Nadu 600008
(CIN: L74900TN1994PLC097983)
Statement of Changes in Equity
For the year ended 31st March, 2024

A. Equity Share Capital

(Rs. In Lakhs)

As at 31.03.2022	307.50
Movement during the year on account of Bonus shares issued	-
As at 31.03.2023	307.50
Movement during the year on account of Bonus shares issued	-
As at 31.03.2024	307.50

B. Other Equity

Particulars	Reserves and Surplus		Total
	Securities Premium	Retained Earnings	
Balance as at 1st April,2022	171.00	(207.50)	(36.50)
Profit for the year	-	14.36	14.36
Other Comprehensive Income for the Year	-	-	-
Total Comprehensive Income for the Year	-	14.36	14.36
Bonus Shares Issued by capitalizing	-	-	-
Balance as at 31st March,2023	**171.00**	**(193.14)**	**(22.14)**
Balance as at 1st April,2023	171.00	(193.14)	(22.14)
Profit for the year	-	3.88	3.88
Other Comprehensive Income for the Year	-	-	-
Total Comprehensive Income for the Year	-	3.88	3.88
Bonus Shares Issued by capitalizing	-	-	-
Balance as at 31st March,2024	**171.00**	**(189.25)**	**(18.25)**

The accompanying notes are an integral part of the financial statements

As per our report of even date
For S V J K and Associates
Chartered Accountants
Registration No. 135182W

Reeturaj

Reeturaj Verma
Partner
M No 193591

UDIN: 24193591BKAFLZ5267
Place- Ahmedabad
Date - 30th May, 2024

For and on behalf of the Board
ONESOURCE IDEAS VENTURE LIMITED

Vibhu Maurya
Managing Director
DIN: 06458105

Atul Chauhan
Director
DIN: 00465990

Place- Chennai
Date - 30th May, 2024

ONESOURCE IDEAS VENTURE LIMITED
"2" Property, Plant & Equipment

(Rs. In Lakhs)

PARTICULARS	Computer and Processing Unit	TOTAL TANGIBLE ASSETS
Gross Carrying Amount as at March 31,2022	0.49	0.49
Additions	-	-
Disposals/ Deduction	-	-
Gross Carrying Amount as at March 31,2023	0.49	0.49
Additions	-	-
Disposals/ Deduction	-	-
Gross Carrying Amount as at March 31,2024	0.49	0.49
Accumlated Depreciation/ Amortization and Impairment		
Balance as at March 31,2022	0.46	0.46
Depreciation for the year	-	-
Depreciation on Disposals	-	-
Balance as at March 31,2023	0.46	0.46
Depreciation for the year		-
Depreciation on Disposals	-	-
Balance as at March 31,2024	0.46	0.46
Net Carrying Amount		
As at March 31,2024	0.02	0.02
As at March 31,2023	0.02	0.02
As at March 31,2022	0.02	0.02

Note: The Company has elected to continue with the carrying value for all of its property, plant & equipment as recognized in the financial statements as the date of transition to IND AS. i.e. 1st April,2019 measured as per previous GAAP and use that as its deemed cost as at the date of transition.

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(Rs. In Lakhs)

Sr. No	Particulars		As At 31.03.2024		As At 31.03.2023
"3"	**Loans**				
	(a) Secured, Considerad Goods	-		-	
	(b) Unsecured, Considered Goods				
	Loan to Related Parties	-		-	
	Loan to Others	126.86		102.63	
			126.86		102.63
"4"	**Other Financial Asset**				
	Security Deposit for lease	3.00		3.00	
	Interest accrued on lease	-		-	
			3.00		3.00
"5"	**Investments**				
	Investments	-		-	
"6"	**Trade Receivables**				
	Undisputed Trade Receivables				
	(i) Considered Good		24.99		23.60
	Aging of Trade Receivables				
	Less than 6 months	1.21		23.60	
	6 months to 1 year	0.18		-	
	1-2 year	23.80		-	
	2-3 years	-		-	
	More than 3 years	-		-	
	(i) Considered Doubtful	-		-	
	Disputed Trade Receivables				
	(i) Considered Good	-		-	
	(i) Considered Doubtful	-		-	
			24.99		23.60
"7"	**Cash and cash equivalents**				
	Balances with Bank				
	- In Current Accounts	1.92		1.59	
	Cash on hand	0.90		0.90	
	In Fixed Deposits	-		-	
			2.83		2.49
"8"	**Current Loans**				
	(a) Secured, Considered Goods	-		-	
	(b) Unsecured, Considered Goods				
	Advance to staff	-		-	
	Loans & Advances to Related Parties	#			
	(Including business Advances)	#		163.85	
	Others	30.00		28.08	
			150.15		191.92
"9"	**Current Tax Assets (Net)**				
	Balance with Revenue Authorities	3.22		3.28	
			3.22		3.28
"10"	**Other Current Assets**				
	Miscellaneous expense not written off	6.80		-	
			6.80		-

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"11" **Equity Share Capital**

Particulars	Number of Shares	Amount	Number of Shares	Amount
Authorised Share Capital				
Equity Shares of Rs.10 each	50,00,000	500.00	50,00,000	500.00
Issued,Subscribed & Fully paid up				
Equity Shares of Rs.10 each, fully paid	30,75,000	307.50	30,75,000	307.50

(a) Reconciliation of Number of Shares	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the Year	30,75,000	307.50	30,75,000	307.50
Issued During the Year	-	-	-	-
Bonus Issue	-	-	-	-
Balance as at the end of the Year	30,75,000	307.50	30,75,000	307.50

(b) Details of Share holding more than 5% Shares:-	Number of Shares	%	Number of Shares	%
Vibhu Maurya	19,98,823	65.00%	19,98,823	65.00%
Rohit Maurya	1,33,763	4.35%	1,54,208	5.01%

(c) Shares held by the promoters at the end of the year	Number of Shares	%	Number of Shares	%
Vibhu Maurya	19,98,823	65.00%	19,98,823	65.00%

(% Change during the year : During the year there is No change in promoter's shareholding.)

"12" **Other Equity**

Particulars	Securities Premium	Revaluation Reserve	Capital Reserve	Retained Earnings	Total
Balance as at 1st April,2022	171.00	-	-	(207.50)	(36.50)
Profit for the year	-	-	-	14.36	14.36
Other Comprehensive Income for the Year	-	-	-	-	-
Total Comprehensive Income for the Year	-	-	-	14.36	14.36
Bonus Shares Issued by capitalizing	-	-	-	-	-
Balance as at 31st March,2023	171.00	-	-	(193.14)	(22.14)
Balance as at 1st April,2023	171.00	-	-	(193.14)	(22.14)
Profit for the year	-	-	-	3.88	3.88
Other Comprehensive Income for the Year	-	-	-	-	-
Total Comprehensive Income for the Year	-	-	-	3.88	3.88
Bonus Shares Issued by capitalizing	-	-	-	-	-
Balance as at 31st March,2024	171.00	-	-	(189.25)	(18.25)

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"13"	**Current Financial Liabilities - Borrowings**				
	Particulars		**As At 31.03.2024**		**As At 31.03.2023**
	Secured Loan				
	From Bank			-	
	Unsecured Loans				
	Loan from Others	60.00		30.00	
			60.00		**30.00**
"14"	**Current Liabilities - Trade Payables**				
	Undisputed Dues:				
	i] Due to Micro and Small Enterprises	-		-	
	ii] Other than due to Micro and Small Enterprises				
	Outstanding for less than 1 year	2.58		7.65	
	Outstanding for 01-02 years	3.68		-	
	Outstanding for 02-03 years	-		-	
	Outstanding for More than 3 years	-		-	
	Disputed Dues:				
	i] Due to Micro and Small Enterprises	-		-	
	ii] Other than due to Micro and Small Enterprises	-		-	
			6.26		**7.65**
"15"	**Other Financial Liabilities**				
	Nil	-		-	
			-		**-**
"16"	**Current Provisons**				
	(i) TDS Payable	1.65		1.07	
			1.65		**1.07**
"17"	**Current Tax Liabilities (Net)**				
	(i) Current tax provision (Net)	0.72		2.86	
			0.72		**2.86**

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	Particulars		For the Year ended 31.03.2024		For the Year ended 31.03.2023
"18"	**Revenue from Operations**				
	a) Sale of Products (Net)		809.99		-
	b) Sale of Services		-		20.00
	c) Other Income		-		-
			809.99		**20.00**
"19"	**Other Income**				
	a) Interest Income	17.79			18.91
	e) Other Income	6.00			-
			23.79		**18.91**
"20"	**Purchase of traded goods**				
	(i) Purchase of Goods		809.91		-
			809.91		**-**
"21"	**Employees Benefits Expenses**				
	Salaries and Bonus		10.50		10.07
			10.50		**10.07**
"22"	**Finance Cost**				
	Interest Expenses				-
	Bank & Other Charges		0.01		0.01
			0.01		**0.01**
"23"	**Depreciation and amortisation expenses**				
	Depreciation		-		-
	Amortisation of Right to use asset		-		-
	Impairment loss of subsidiary		-		-
			-		**-**
"24"	**Other Expenses**				
	Filing Fees	-		0.26	
	Fees & Subscription	-		0.18	
	Listing Fees	3.25		3.00	
	NSDL/CDSL/RTA Expenses	0.86		1.89	
	Gst Expenses	0.19		-	
	Other expenses	0.08		-	
	Audit Fees	-		1.13	
	Advertisement & Subscription	0.23		0.18	
	Legal & Professional Charges	0.80		0.25	
	Telephone Charges	-		0.07	
	Corporate Office Rent	3.73		7.50	
	Penalty charges	0.10		-	
			9.25		**14.47**
"25"	**Earning Per Equity Share**				
	1.Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders		**3.88**		**14.36**
	2. Number of equity shares used as denominator for calculating EPS		30,75,000		30,75,000
	3. Basic and Diluted Earning per Share		0.13		0.47
	4. Face Value per equity share (in Rs)		**10.00**		**10.00**

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"26" **Related Party Disclosures under IND AS 24**

Related Parties/Nature of Relationship :

A. **Enterprises over which Key Managerial Personnel exercises significant influence**

1. Greater India Export Pvt Ltd
2. Sadbhav Minerals Pvt Ltd

Nature of Transaction	FY 2023-24	FY 2022-23
Enterprises over which Key Managerial Personnel exercises significant influence		
Business Advances Given during the year		
Greater India Export Pvt Ltd	-	44.65
Sadbhav Minerals Pvt Ltd	5.90	132.68
Business advances received back during the year		
Greater India Export Pvt Ltd	7.43	-
Sadbhav Minerals Pvt Ltd	15.24	13.49
Interest Income		
Sadbhav Minerals Pvt Ltd	13.08	-
Closing Balances at the year ended		
Greater India Export Pvt Ltd	37.22	44.65
Sadbhav Minerals Pvt Ltd	122.93	119.19

B. **Key Managerial Persons**

Atul Chauhan	Independent Director
Sachin Maurya	Independent Director
Ankit Kotwani	Director
Vibhu Maurya	Managing Director
Kartik Jain	Company Secretary

Nature of Transaction	FY 2023-24	FY 2022-23
Key Managerial Personnel Remuneration		
Ankit Kotwani	8.00	8.07
Kartik Jain	2.50	2.00
Lease deposit Paid for entering in to lease M/s. 11 FINCAP PRIVATE LIMITED	-	40.00

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"27" **Financial Instruments**

Particular	Carrying Value		Fair Value	
Financial Assets	**March 31,2024**	**March 31,2023**	**March 31,2024**	**March 31,2023**
Amortised cost				
Trade receivables	24.99	23.60	24.99	23.60
Cash and cash equivalents	2.83	2.49	2.83	2.49
Loans and Advances (Current)	190.15	191.92	190.15	191.92
Loans and Advances (Non Current)	126.86	102.63	126.86	102.63
Investment	-	-	-	-
Total Assests	**344.83**	**320.64**	**344.83**	**320.64**
Financial Liabilities				
Amortised cost				
Long Term Borrowings	-	-	-	-
Trade payables	6.26	7.65	6.26	7.65
Other Financial Liabilities	-	-	-	-
Short Term Borrowings	60.00	30.00	60.00	30.00
Total Liabilities	**66.26**	**37.65**	**66.26**	**37.65**

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
The following methods and assumptions were used to estimate the fair values:
i) Long-term fixed-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected losses of these receivables.
ii) Fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non- performance risk as at March 31, 2024 was assessed to be insignificant.
iii) The fair values of the unquoted equity shares, if any have been estimated using a discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

"28" **Financial Risk Management**

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.
The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and interest rate risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.
The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counter parties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. In addition, receivable balances are monitered on an ongoing basis with the result that the Company's exposure to Bad debt is not significant. Also the Company doesnot enter into sales transaction with customers having credit loss history. There are no significant Credit risk with related parties of the Company. The Company's is exposed to Credit risk in the event of non payment of customers. Credit risk concentration with respect to Trade Receivables is mitigated by the Company's large customer base. Adequate expected credit losses are recognised as per the assessment.
The history of Trade receivables shows an allowance for bad and doubtful debts of Rs Nil (Nil as at March 31,2023). The Company has made allowance of Rs Nil (Nil as at March 31,2023) against Trade receivable of Rs. 24.99 lacs (Rs. 23.60 lacs as at March 31,2023).

Bank Deposits

The company maintains its cash and cash equivalents and bank deposits with reputed and highly rated bank. Hence, there is no significant credit risk on such deposits.

Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The company does not expect any losses from non- performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk through credit limits with banks.
The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.
The working capital position of the Company is given below :

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash and Cash equivalents	**2.83**	**2.49**
Total	**2.83**	**2.49**

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2024 and March 31, 2023.

Particulars	As at	Less than 1 year	1-2 years	More than 2 years
Borrowings	31/03/2024	60.00	-	-
	31/03/2023	30.00	-	-
Trade Payables	31/03/2024	6.26	-	-
	31/03/2023	7.65	-	-
Other Financial Liabilities	31/03/2024	-	-	-
	31/03/2023	-	-	-

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"29" **Capital management**

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The capital structure is as follows : (Rs in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Total equity attributable to the equity share holders of the company	289.25	285.36
As percentage of total capital	82.82%	90.49%
Current borrowings	60.00	30.00
Non-current borrowings	-	-
Total borrowings	**60.00**	**30.00**
As a percentage of total capital	17.18%	9.51%
Total capital (borrowings and equity)	349.25	315.36

"30" **Trade Payable to MSME**

According to the information available with the Management, on the basis of intimation received from suppliers regarding status of Micro, Small And Medium Enterprise Development Act, 2006, the Company has amount due to Micro and Small enterprise under the said Act as on 31.03.2024 is as under:-

Particulars	2023-24	2022-23
Principal Amount Due	-	-
Interest Due on above	-	-
Amount of interest paid in terms of Section 16 of MSME Act, 2006	-	-
Amount of interest due and payable for the period of delay	-	-
Amt of interest accured and remaining unpaid as at year end	-	-
Amt. of further interest remaining due and payable in the succeding year	-	-

"31" **Events Occurring After Balance - Sheet**

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of 30th May,2024 there were no subsequent events to be recognised or reported that are not already disclosed."

"32" **Segment Information**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

The Company's only business segment is in Herbal , Ayurvedic and Agro Commodity ,hence the disclosure of segment wise information as required by Ind AS 108 on "Segment Reporting" is not applicable .

"33" **Contingent Liabilities and Commitment**

"34" **Compliance with number of layers of companies:** . The Company does not have any Subsidiary Company.

"35" **Registration of charges or satisfaction with Registrar of Companies** – There is no charge created by the Company.

"36" **Relationship with Struck off Companies:** Not Applicable

"37" **Wilful Defaulter :** The Company has not been declared as Wilful Defaulter by any Bank or Financial Institutions or Government or any Government Authority

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"38" **Details of Benami Property held :** No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder

"39" **Capital WIP :** Not Applicable

"39" **Intangible assets under development :** Not Applicable

"40" In the opinion of the Board of Directors, Current Assets, Loans and Advances have a value of realization equivalent to the amount at which they are stated in the Balance Sheet. Adequate provisions have been made in the accounts for all the known liabilities.

"41" Previous Years Figures have been re-grouped/ re-arranged wherever consider necessary.The Companies has complied the above accounts based on the revised/modified schedule III as applicable for the accounting period 2023-24. The disclosure requirement are made in the notes to accounts for by way of additional statements. The other disclosure required by the Companies Act, are made in the notes to accounts.

"42"

Ratios	2023-2024	2022-2023	% of Change
Current Ratio	3.32	5.32	**-37.57%**
Debt Equity Ratio	0.24	0.15	**62.83%**
Debt Service coverage ratio	NA	NA	NA
Return on Equity Ratio	1.35%	5.16%	**-73.80%**
Inventory Turnover Ratio	N/A	N/A	N/A
Trade Receivables turnover ratio	33.34	-	N/A
Trade payables turnover ratio	N/A	N/A	N/A
Net capital turnover ratio	4.78	0.10	**4805.38%**
Net profit ratio (in %)	0.48%	71.82%	**-99.33%**
Return on Capital employed (in %)	-5.92%	-1.55%	**-282.78%**
Return on Investment (in %)	592.86%	630.20%	**-5.93%**

Current Ratio : Decreased primarily due to increase in Current liabilities
Debt Equity Ratio : Increased primarily due to increase in borrowing
Return on Equity Ratio : Decreased primarily due to decrease in profit of Company
Net capital turnover ratio : Increased primarily due to increase in Turnover
Net profit ratio : Decreased due to decrease in operating profit of Company
Return on Capital employed : Decreased due to operating profit of Company

Ratios	Numerator	Denominator
Current Ratio	Current Assets	Current Liabilities
Debt Equity Ratio	Debt Capital	Shareholder's Equity
Debt Service coverage ratio	EBITDA-CAPEX	Debt Service (Int+Principal)
Return on Equity Ratio	Profit for the year	Average Shareholder's Equity
Inventory Turnover Ratio	COGS	Average Inventory
Trade Receivables turnover ratio	Net Sales	Average trade receivables
Trade payables turnover ratio	Total Purchases	Closing Trade Payables
Net capital turnover ratio	Sales	Working capital (CA-CL)
Net profit ratio	Net Profit	Sales
Return on Capital employed	Earnings before interest and tax	Capital Employed
Return on investment	Net Profit	Investment

S.V.J.K AND ASSOCIATES
FRN:135182W
AHMEDABAD
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LIMITED REVIEW REPORT

Independent Auditor's Review Report on Unaudited Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors,
ONESOURCE IDEAS VENTURE LIMITED,

1. We have reviewed the accompanying statement of Standalone unaudited financial results of **ONESOURCE IDEAS VENTURE LIMITED,** for the quarter ended 31st December, 2023, (''the statement'') attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.

2. **Management's Responsibility for the statement:**

   This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard (Ind AS) 34 on 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

3. **Auditor's Responsibility:**

   We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the review to obtain reasonable assurance about whether the financial results are free of material misstatement(s). A review is limited primarily to inquire Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

S V J K AND ASSOCIATES FRN:135182W AHMEDABAD CHARTERED ACCOUNTANTS

4. Conclusion:

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 i.e. Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For, S V J K and Associates
Chartered Accountants
FRN: 135182W

Reeturaj

Reeturaj Verma
Partner
M. No.: 193591

S V J K AND ASSOCIATES
FRN:135182W
AHMEDABAD
CHARTERED ACCOUNTANTS

Place: Ahmedabad
Date: 14th February, 2024
UDIN: 24193591BKAFIW4494

ONESOURCE IDEAS VENTURE LIMITED

REGD. OFFICE :- F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore, Chennai Tamil Nadu 600008
CIN: L74900TN1994PLC097983
Email: cs@osivl.com Website : www.osivl.com

UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER /NINE MONTHS ENDED 31ST DECEMBER, 2023

(Rs. In Lacs except for earning per share data)

Sr. No.	Particulars	3 months ended			Nine Months Ended		Account Year Ended
		31.12.2023	30.09.2023	31.12.2022	31.12.2023	31.12.2022	31.03.2023
		Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited
1	Revenue from Operations/Services	429.75	-	20.00	433.88	20.00	20.00
2	Other Income	(9.05)	3.20	6.21	-	14.45	18.91
3	**Total Revenue (1+2)**	**420.70**	**3.20**	**26.21**	**433.88**	**34.45**	**38.91**
4	**Expenses**						
	a. Cost of material consumed	-	-	-			-
	b. Purchase of stock-in-trade	376.08	-	-	376.08		-
	c. Change in inventories of finished goods, work-in-process and stock-in-trade		-	-			-
	d. Employees benefits expense	9.21	2.75	6.32	14.71	6.32	10.07
	e. Finance costs	0.00	0.01	0.01	0.01	0.01	0.01
	f. Depreciation and amortisation expense	-	-	-	-	-	-
	g. Other Expenses	9.86	2.32	3.06	14.31	9.39	14.47
	Total Expenses	**395.15**	**5.08**	**9.39**	**405.11**	**15.72**	**24.55**
5	**Profit before Exceptional Items and Extraordinary Items and Tax (3-4)**	**25.55**	**(1.88)**	16.82	**28.77**	**18.73**	14.36
6	Exceptional items	-	-	-		-	-
7	**Profit Before Tax (5-6)**	**25.55**	**(1.88)**	16.82	28.77	18.73	14.36
	Current Tax	6.00	(0.48)	3.99	6.84	4.68	2.66
	Deferred Tax		-	-		-	(2.66)
8	**Total Tax Expenses**	**6.00**	**(0.48)**	**3.99**	**6.84**	**4.68**	-
9	**Profit for the period from Continuing Operation (7-8)**	**19.55**	**(1.39)**	**12.83**	**21.93**	**14.05**	**14.36**
10	**Profit from Discontinuing operations before tax**	-	-	-	-	-	-
11	Tax expense of discontining operations	-	-	-	-	-	-
12	**Profit from Discontinuing operations (after tax) (10-11)**	-	-	-	-	-	-
13	Share of Profit (loss) of associates and joint venture accounted for using equity method	-	-	-	-	-	-
14	**Profit for the period (9-12)**	**19.55**	**(1.39)**	**12.83**	**21.93**	**14.05**	**14.36**
15	Other comprehensive income net of taxes	-	-	-	-	-	-
16	**Total comprehensive income net of taxes (14+15)**	**19.55**	**(1.39)**	**12.83**	**21.93**	**14.05**	**14.36**
17	**Details of equity share capital**						
	Paid-up equity share capital	307.50	307.50	307.50	307.50	307.50	307.50
	Other Equity	-	-	-	-	-	285.36
	Face value of equity share capital	**10.00**	**10.00**	**10.00**	**10.00**	**10.00**	**10.00**
18	**Earnings Per Share (EPS)**						
	a) Basic	0.64	(0.05)	0.42	0.71	0.46	0.47
	b) Diluted	0.64	(0.05)	0.42	0.71	0.46	0.47

Notes:

1. The above un-Audited financial statement for quarter/nine months ended December, 2023 has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 14th February, 2024 and Statutory Auditors of the Company have carried out limited review of the same.
2. This statement has been prepared in accordance with the Companies(Indian Accounting Standards)Rules 2015(IND AS) prescribed under section 133 of the Companies Act 2013 and other recognized accounting practices and policies to the extent applicable.
3. IND AS 108 relating to segment wise reporting is Not Applicable as the Company operates in a single segment
4. The Figures for the quarter ended 31st December, 2023 & 31st December, 2022 are the balancing figure between the un-audited figures of the nine months year ended 31st December, 2023 and 31st December, 2022 and the published un-audited figures for the half year ended 30th September, 2023 and 30th September, 2022.
5. Figures for the previous year and quarters have been re-grouped / rearranged, wherever necessary.

For, ONESOURCE IDEAS VENTURE LIMITED

Vijay Maurya
Managing Director
DIN: 10645815

Place: Chennai
Date: 14/02/2024

LIMITED REVIEW REPORT

Independent Auditor's Review Report on Unaudited Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors,
ONESOURCE IDEAS VENTURE LIMITED,

1. We have reviewed the accompanying statement of Standalone unaudited financial results of **ONESOURCE IDEAS VENTURE LIMITED,** for the quarter ended 31st December, 2024, (''the statement'') attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.

2. **Management's Responsibility for the statement:**

   This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard (Ind AS) 34 on 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

3. **Auditor's Responsibility:**

   We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the review to obtain reasonable assurance about whether the financial results are free of material misstatement(s). A review is limited primarily to inquire Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

SVJK AND ASSOCIATES FRN AHMEDABAD CHARTERED ACCOUNTANTS

4. **Conclusion:**

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 i.e. Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For, S V J K and Associates
Chartered Accountants
FRN: 135182W

Reeturaj

S V J K AND ASSOCIATES
FRN:135182W
AHMEDABAD
CHARTERED ACCOUNTANTS

Reeturaj Verma
Partner
M. No.: 193591

Place: Ahmedabad
Date: 13th January, 2025
UDIN: 25193591BMJGGS8904

ONESOURCE INDUSTRIES AND VENTURES LIMITED
(Formerly Known as Onesource Ideas Venture Limited)
CIN: L46201TN1994PLC097983
Registered Office Address: F-4, 4th Floor, Sindur Pantheon Plaza, No. 346, Pantheon Road, Egmore, Chennai, Tamil Nadu - 600008

Corporate Office Address: 35 Block-C Mansarovar Complex, 7 No Stop M Pnagar Mparte Depo 7, M.P. Vidhan Sabha, Bhopal,Huzur, Madhya Pradesh, India-462004
Email Id: cs@osivl.com **Contact No: 9685634568** **Website: www.osivl.com**
UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER / NINE MONTHS ENDED 31ST DECEMBER, 2024
(Rs. In Lacs except for earning per share data)

Sr. No.	Particulars	3 months ended			Nine Months Ended		Account Year Ended
		31.12.2024	30.09.2024	31.12.2023	31.12.2024	31.12.2023	31.03.2024
		Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited
1	Revenue from Operations/Services	3,246.65	1,484.47	429.75	5,164.05	433.88	809.99
2	Other Income	21.21	6.17	(9.05)	33.81	-	23.79
3	**Total Revenue (1+2)**	**3,267.86**	**1,490.63**	**420.70**	**5,197.85**	**433.88**	**833.78**
4	**Expenses**						
	a. Cost of material consumed	-	-	-	-	-	-
	b. Purchase of stock-in-trade	3,176.84	1,411.79	376.08	5,009.87	376.08	809.91
	c. Change in inventories of finished goods, work-in- process and stock-in-trade	(0.22)	-	-	(0.22)	-	-
	d. Employees benefits expense	1.20	1.23	9.21	2.71	14.71	10.50
	e. Finance costs	0.01	-	0.00	0.01	0.01	0.01
	f. Depreciation and amortisation expense	0.20	0.17	-	0.38	-	-
	g. Other Expenses	13.62	7.82	9.86	24.24	14.31	9.25
	Total Expenses	**3,191.65**	**1,421.02**	**395.15**	**5,036.98**	**405.11**	**829.67**
5	**Profit before Exceptional Items and Extraordinary Items and Tax (3-4)**	**76.21**	**69.62**	**25.55**	**160.87**	**28.77**	**4.11**
6	Exceptional item	-	-	-	-	-	-
7	**Profit Before Tax (5-6)**	**76.21**	**69.62**	**25.55**	**160.87**	**28.77**	**4.11**
	Current Tax	19.18	17.29	6.00	40.38	6.84	0.72
	Deferred Tax	0.00	0.06	-	0.06	-	-
	Short/Excess provision for previous year	-	-	-	-	-	(0.49)
8	**Total Tax Expenses**	**19.18**	**17.34**	**6.00**	**40.43**	**6.84**	**0.22**
9	**Profit for the period from Continuing Operation (7-8)**	**57.03**	**52.27**	**19.55**	**120.44**	**21.93**	**3.88**
10	**Profit from Discontinuing operations before tax**	-	-	-	-	-	-
11	**Tax expense of discontining operations**	-	-	-	-	-	-
12	**Profit from Discontinuing operations (after tax) (10-11)**	-	-	-	-	-	-
13	Share of Profit (loss) of associates and joint venture accounted for using equity method	-	-	-	-	-	-
14	**Profit for the period (9-12)**	57.03	52.27	19.55	120.44	21.93	3.88
15	Other comprehensive income net of taxes	-	-	-	-	-	-
16	**Total comprehensive income net of taxes (14+15)**	**57.03**	**52.27**	**19.55**	**120.44**	**21.93**	**3.88**
17	**Details of equity share capital**						
	Paid-up equity share capital	307.50	307.50	307.50	307.50	307.50	307.50
	Other Equity	-	-	-	-	-	(18.25)
	Face value of equity share capital	**1.00**	**1.00**	**10.00**	**1.00**	**10.00**	**10.00**
18	**Earnings Per Share (EPS)**						
	a) Basic	0.19	0.17	0.64	0.39	0.71	0.13
	b) Diluted	0.19	0.17	0.64	0.39	0.71	0.13

Notes:

1	The above un-Audited financial statement for quarter ended December, 2024 has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 13th January, 2025 and Statutory Auditors of the Company have carried out limited review of the same.
2	This statement has been prepared in accordance with the Companies(Indian Accounting Standards)Rules 2015(IND AS) prescribed under section 133 of the Companies Act 2013 and other recognized accounting practices and policies to the extent applicable.
3	IND AS 108 relating to segment wise reporting is Not Applicable as the Company operates in a single segment
4	The Figures for the quarter ended 31st December, 2024 are the balancing figure between the un-audited figures of the nine months ended 31st December, 2024 and un-audited figures for the half year ended 30th September 2024.
5	Figures for the previous year and quarters have been re-grouped / rearranged, wherever necessary.

For, ONESOURCE INDUSTRIES AND VENTURES LIMITED
(Formerly Known as Onesource Ideas Venture Limited)

Place: Chennai
Date: 13th January , 2025

Vibha Maurya
Managing Director
DIN: 06458105

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

GLOBAL ECONOMY OVERVIEW:

According to the World Economic Situation and Prospects as of mid-2024, the world economy is now projected to grow by 2.7 per cent in 2024 (+0.3 percentage points from the January forecast) and 2.8 per cent in 2025 (+0.1 percentage points from the January forecast). On balance, the near-term economic outlook is only cautiously optimistic as economic vulnerabilities remain, amid persistently high interest rates, continuing geopolitical tensions, and increasing climate risks.

Unmet revenue expectations have ushered in a new wave of pragmatism where maintaining a healthy profit margin has become pivotal for corporations due to the uncertain macro outlook. In extreme cases, organizations resorted to cost-cutting measures, such as reducing headcount and cutting discretionary spending. The global real estate sector's outlook for the financial year 2023-24 reflects a mix of opportunities and challenges influenced by economic, demographic, and technological trends. Continued urbanization, especially in emerging markets, drives demand for residential and commercial properties. Post-pandemic economic recovery boosts investor confidence and increases real estate transactions.

INDIAN ECONOMY OVERVIEW:

India has bounced back strongly since the pandemic and it is now one of the world's fastest-growing economies. Its GDP growth for the July to-September quarter shattered market expectations, growing 7.6% year over year.61 The biggest boost to growth came from a rebound in the industrial sector—auto sales, industrial production, and corporate profits pointed to resilient performance. Double-digit growth in the industry suggests that businesses ramped up production to meet the oncoming demand during festivals. In addition, credit growth and flights taken pointed to buoyancy in the services sector. Indeed, the financial, professional, and real estate services sectors did quite well in the first half of the fiscal year as well.

In the year ahead, improving fundamentals should buttress the underlying strength of GDP growth. We expect the Indian economy to grow between 6.9% and 7.2% through fiscal 2023 to 2024 (April 2023 to March 2024) in our baseline scenario, followed by growth ranging between 6.4% and 6.7% the next fiscal year. Higher government spending on building infrastructure and improving logistics will help reduce the cost of doing business and encourage private investment. The fiscal deficit of the first seven months was just 45% of the budget estimate, which gives the government ample room to focus on infrastructure spending and to support jobs and income.

Bringing more manufacturing opportunities to India, increasing digital adoption across all sectors of the economy, and promoting competitiveness through exports will be important for a sustainable growth trajectory in the long term. India will have to leverage its proximity to a sizable domestic market to increase the scale and scope of economies where it has a competitive advantage. To secure inclusive and widespread growth, it will be necessary to capitalize on the growing environment for trade and investment opportunities by stepping up technological transformation, strengthening governance, and working toward attaining decarbonization targets for sustainability.

ABOUT OF THE COMPANY:

Incorporated on 08th December, 1994, Presently Onesource Ideas and Venture Limited is Trading in agricultural commodities. The Companies trading portfolio includes to cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners.

OPPORTUNITIES AND THREATS:

Opportunities:

- Growing domestic market.
- Large Potential Domestic and International Market.

- Vast export marked to explore.
- Outsourcing and Business Process Management

Threats:

- Competition from other developing countries.
- Geographical Disadvantage.
- Political/Economic Instability.
- To make balance between price and quality.

OUTLOOK AND FUTURE PROSPECTS:

The Company continues to explore the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

CHALLENGES:

While the management of your Company is confident of creating and exploiting the opportunities, it finds the following challenges:

(i) Economic Uncertainty
(ii) Interest Rates and Financing
(iii) Regulatory Changes
(iv) Supply and Demand Imbalance

RISKS & CONCERNS:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Key business risks are highlighted below.

Business Risk:

To mitigate the risk of high dependence on any one business for revenues, the Company has adopted a strategy of of expansion in different segments and to diversify its portfolio. The Company has also made changes in its objects so that they can enter in different segments and reduce the business risk.

Legal & Statutory Risk:

The Company has no material litigation in relation to contractual obligations pending against it in any court in India or abroad. The Company Secretary, compliance and legal functions advise the Company on issues relating to compliance with law and to pre-empt violations of the same. The Company Secretary submits a quarterly report to the Board on the Company's initiatives to comply with the laws of various jurisdictions. The Company also seeks independent legal advice wherever necessary.

Human Resource Attrition Risk

Onesource Ideas Venture Limited key assets are its employees. In a highly competitive market, it is a challenge to address the attrition. Onesource Ideas Venture Limited continues to accord top priority to manage employee attrition by talent retention efforts and offering a competitive salary and growth path for talented individuals

Macroeconomic Risks

Company's business may be affected by changes in Government policy, taxation, intensifying competition and uncertainty around economic developments in Indian and overseas market in which the Company operates.

Mitigation Strategy

The Company does strict monitoring of prices and adopts appropriate strategies to tackle such adverse situations. The Company also adopts technological innovations to bring about operational efficiency in continuous basis to remain competitive.

Others

The Company is exposed to risks & fluctuations of foreign exchange rates, raw-material prices and overseas investments exposures.

SUBSIDIARIES/JOINT VENTURES:

The Company does not have subsidiaries associates and joint ventures companies.

HUMAN RESOURCES:

The Company's relations with the employees continued to be cordial and harmonious relations with its employees. It considers manpower as its assets and that people had been driving force for growth and expansion of the Company. The Company acknowledge that its principal assets is it employees.

FINANCIAL PERFORMANCE & REVIEW:

The Company has a profit of Rs. 3.88/- lakhs during the year. The financial performance of the Company for the year 2023-24 is described in detail in the Directors' Report under the head `Financial Performance of the Company'. The management is striving hard to improve its performance in upcoming financial year.

ACCOUNTING POLICIES

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year. The financial statements have been prepared under the historical cost convention on an accrual basis. The management accepts responsibility for the integrity and objectivity of the financial statements, as well as for the various estimates and judgment used therein.

DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENT

The Company has followed all relevant Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) while preparing Financial Statements.

SEGMENT-WISE OR PRODUCT WISE PERFORMANCE:

The Company operates in only single segment. Hence segment wise performance is not applicable

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Internal Control system and adequacy Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. Thus, internal control is an integral component of risk management. The Internal control checks and internal audit programmers adopted by our Company plays an important role in the risk management feedback loop in which the information generated in the internal control process is reported back to the Board and Management. The internal control systems are modified continuously to meet the dynamic change. Further the Audit Committee of the Board of Directors reviews the internal audit reports and the adequacy and effectiveness of internal controls.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS:

Details are mentioned and forms part of Audited Financial Statements Note number 42 of the Company.

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

Sr. No.	Particulars	2023-24	2022-23	Changes	Reason
1.	Return on Net Worth	1.34%	5.03%	-3.69%	Due to decrease in Net Profit.

CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

SECTION VIII – LEGAL AND OTHER REGULATORY INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving the Company, its Directors and Promoters.

Outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation ("Material Litigation") if the aggregate amount involved in such individual litigation exceeds 10% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 10.00% of the Company's trade payables as per the last financial statements.

A. LITIGATION INVOLVING THE COMPANY

a) Criminal proceedings against the Company:

There are no outstanding criminal proceedings initiated against the Company.

b) Criminal proceedings filed by the Company:

There are no outstanding criminal proceedings initiated by the Company.

c) Actions by statutory and regulatory authorities against the Company:

There are no outstanding actions by statutory or regulatory authorities initiated against the Company.

d) Tax Proceedings:

There are no outstanding Tax Proceeding.

e) Other pending material litigations against the Company:

There are no outstanding material litigation initiated against the Company

f) Other pending material litigations filed by the Company:

There are no outstanding material litigation filed by the Company

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

a) Criminal proceedings against the Promoters & Directors of the Company:

There are no outstanding criminal proceedings against the Promoters & Directors of the Company.

b) Criminal proceedings filed by the Promoters & Directors of the Company:

There are no outstanding litigations initiated by the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

c) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company

There are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

d) Tax Proceedings:

There are no outstanding Tax Proceedings against the Promoters & Directors of the Company.

e) Proceedings against the Promoters & Directors.

There are no outstanding Proceedings against the Promoters & Directors of the Company

f) Other pending material litigations against the Promoters & Directors of the Company:

there are no outstanding litigations initiated against the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

g) Other pending material litigations filed by the Promoters & Directors of the Company:

There are no outstanding litigations initiated by the Directors, which have been considered Material by the Company in accordance with the Materiality Policy.

C. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON THE COMPANY

a) Criminal proceedings against the group companies:

There are no outstanding criminal proceedings initiated against the group companies.

b) Criminal proceedings filed by the group companies:

There are no outstanding criminal proceedings initiated by the group companies.

c) Actions by statutory and regulatory authorities against the group companies:

There are no outstanding Tax Proceedings against the group companies.

d) Tax Proceedings:

(i) Direct Tax: - NIL
(ii) Indirect Tax: - NIL

e) Other pending material litigations against the group companies:

There are no outstanding litigations initiated against the group companies, which have been considered material by the Company in accordance with the Materiality Policy.

f) Other pending material litigations filed by the group companies:

There are no outstanding litigations initiated by the group companies, which have been considered material by the Company in accordance with the Materiality Policy.

D. LITIGATIONS INVOLVING THE PROMOTER GROUP WHICH CAN HAVE A MATERIAL IMPACT ON THE COMPANY

a) Criminal proceedings against the Promoter group:

There are no outstanding criminal proceedings initiated against the Promoter Group.

b) Criminal proceedings filed by the Promoter group:

There are no outstanding criminal proceedings initiated by the Promoter Group.

c) Actions by statutory and regulatory authorities against the Promoter group:

There are no outstanding actions by statutory or regulatory authorities initiated against the Promoter Group.

d) Tax Proceedings:

There are no outstanding Tax Proceedings against the Promoter Group:

(i) Direct Tax:- NIL
(ii) Indirect Tax:- NIL

e) Other pending material litigations against the Promoter Group:

There are no outstanding litigations initiated against the group companies, which have been considered material by the Company in accordance with the Materiality Policy.

f) Other pending material litigations filed by the Promoter Group:

There are no outstanding litigations initiated by the group companies, which have been considered material by the Company in accordance with the Materiality Policy.

E. LITIGATIONS INVOLVING THE SUBSIDIARIES

a) Criminal proceedings against the Subsidiaries:

There are no criminal actions initiated against the subsidiaries of the Company.

b) Criminal proceedings filed by the Subsidiaries

There are no outstanding criminal proceedings initiated by the subsidiaries of the Company.

c) Actions by statutory and regulatory authorities against the Subsidiaries

There are no outstanding actions by statutory or regulatory Authorities initiated against the Subsidiaries of the Company.

d) Tax Proceedings:

There are no outstanding Tax Proceedings against the subsidiaries of the Company.

(i) Direct Tax:- NIL
(ii) Indirect Tax:- NIL

e) Other pending material litigations against the Subsidiaries:

There are no outstanding litigations initiated against the Subsidiaries, which have been considered material by the Company in accordance with the Materiality Policy.

f) Other pending material litigations filed by the Subsidiaries

There are no outstanding litigations initiated filed by the Subsidiaries, which have been considered material by the Company in accordance with the Materiality Policy.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to Amounts due towards such creditors are available on the website of our Company.

As on March 31, 2025, the details of amounts outstanding towards small scale undertakings and other creditors are as follows :

Particulars	No of Creditors	Amount (Rs in lakhs)
Outstanding dues to small scale understandings	0	0
Outstanding dues to other creditors	4	5,18,800
Total Outstanding Dues	4	5,18,800

Outstanding Litigations involving the Company or involving any other person or Company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

Except as described above, as on date of this Letter of Offer, there are no outstanding litigations involving the Company, or involving any other person or Company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Pending proceedings initiated against our Company for economic offences:

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company:

There are no inquiries, investigations etc. instituted under the Companies Act or any previous Companies enactment since incorporation against our Company.

Material Fraud against our Company in the last five years:

There has been no material fraud committed against our Company since incorporation.

Fines imposed or compounding of offences for default:

There are no fines imposed or compounding of offences for default or outstanding defaults.

Non-Payment of Statutory Dues:

Except as disclosed in the chapter titled "Financial Statements" on page no. 88 of this Letter of Offer there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

Material Developments occurring after last Balance Sheet date:

Except as disclosed in Chapter titled ***"Management's Discussion & Analysis of Financial Conditions & Results of Operations"*** on page no. 139 of this Letter of Offer, there have been no material developments that have occurred after the last Balance Sheet date.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Letter of Offer) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Letter of Offer.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following statement sets out the details of licenses, permissions and approvals taken by us under various central and state laws for carrying out our business.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

*For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled **'Key Industries Regulations and Policies'** on page no.* 68 *of this Letter of Offer.*

A. APPROVALS FOR THE ISSUE

Corporate Approvals

1. 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 November 28, 2024 authorized the Issue, subject to the approval of such other authorities as may be necessary.

2. Our Company has received an in-principle approval from BSE dated January 02, 2025 for listing of Equity Shares issued pursuant to the Issue.

3. Our Company's ISIN is "**INE125F01032**".

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Issue

The Issue has been authorized by a resolution of Board of Directors of our Company passed at their meeting held on November 28, 2024 pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, and the issue details such as price, number of shares, ratio etc. has been finalized and approved by the Rights Issue Committee of the Board of Directors in their meeting held on Monday, April 07, 2025.

Our Rights Issue Committee in its meeting held on Monday, April 07, 2025 has approved to issue upto *48,89,25,000 (Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand) Equity Shares at Re. 1.00/- (Rupee One Only) per Equity Share, in the ratio of 159 (One Hundred Fifty Nine) Rights Equity Shares for every 10 (Ten) Fully Paid-up Equity Shares as held by Eligible Equity Shareholders on the Record Date i.e. Tuesday, April 15, 2025. The Issue Price of Re. 1.00/- (Rupee One Only) per Equity Share has been arrived at prior to determination of the Record Date i.e. on Monday, April 07, 2025.

This Letter of Offer has been approved by the Rights Issue Committee of our Board pursuant to its resolution dated April 07, 2025.

Our Company have received "In-Principle Approval" from BSE Limited vide their letters dated January 02, 2025 respectively, in with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in this Issue. Our Company will make application to BSE Limited to obtain its listing and trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the **ISIN** INE125F20016 for the Rights Entitlements to be credited to the respective Demat Accounts of the Equity Shareholders of our Company. For details, see ***"Terms of the Issue"*** on page no. 154 of the Letter of Offer.

Association of our Directors with Securities Market

We confirm that none of our Director(s), Promoter(s) or Promoter Group are associated with the Securities Market in any manner except for trading on day to day basis for the purpose of investment.

Prohibition by SEBI and other Governmental Authorities

Our Company, our Promoter, our Directors and persons in control of our Company have not been prohibited from accessing the Capital Market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/ court as on date of this Letter of Offer.

Neither our Promoters, nor any of our Director(s) or persons in control of our Company were or are a promoter, director or person in control of any other Company which is debarred from accessing the Capital Market under any order or directions made by the SEBI or any Securities Market Regulator in any other jurisdiction or any other authority/ court. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

None of our Directors or Promoter is associated with the Securities Market in any manner.

Neither our Promoters nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI

Neither our Company, nor our Promoter, and Directors have been categorized or identified as wilful defaulters by any Bank or Financial Institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoter are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent it may be applicable to them as on date of this Letter of Offer.

Eligibility for the Issue

Our Company is a Listed Company incorporated under the Indian Companies Act, 1956. Our Equity Shares are presently listed on BSE Limited **('BSE')**. Our Company undertakes to make an application to BSE Limited **('BSE')** for listing of the Rights Equity Shares to be issued pursuant to this Issue.

Compliance with Part B of Schedule VI of the 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 SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of this Letter of Offer with the Designated Stock Exchange;
2. The reports, statements and information referred to above are available on the website of stock exchange(s); and
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 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, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations, 2018

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, 2018 to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, 2018, our Company undertakes to make an application to the Stock Exchange and has received the **"In-Principle Approval"** vide their letters dated January 02, 2025, for listing of the Rights Equity Shares to be issued pursuant to this Issue. BSE Limited **('BSE)** is the Designated Stock Exchange for this Issue.

Disclaimer clause of SEBI

This Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is not exceeding Rs. 5,000.00 Lakhs, however this Letter of Offer will be filed with SEBI for information and dissemination purpose.

Disclaimer clause of BSE

As required, a copy of this Letter of Offer has been submitted to BSE Limited. The Disclaimer clause as intimated by BSE Limited to us, post scrutiny of this Letter of Offer is set out below:

BSE Limited ("the Exchange") has given, vide its letter reference no. LOD/RIGHT/TT/FIP/1617/2024-25 dated January 02, 2025 permission to this Company to use the Exchange's name in this Letter of Offer as the stock exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

(i) Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; or
(ii) Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
(iii) Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do

so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Neither the delivery of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

Disclaimer from our Company and our Directors

Our Company accept no responsibility for statements made otherwise in the Letter of Offer or in any advertisement or other material issued by our Company or by any other person at the instance of our Company 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.

Disclaimer in respect of Jurisdiction

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

Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue is BSE Limited **('BSE')**.

Listing

Our Company will apply to BSE Limited for final approval of listing and trading of the Rights Equity Shares subsequent to its Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Selling Restrictions

This Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of this Letter of Offer, Abridged Letter of Offer, Application Form, the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons in to whose possession this Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and serve such restrictions. Our Company is making this Issue on a rights basis to the Eligible Public Equity Shareholders of our Company and will dispatch the Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

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

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer wills not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALEINT THE UNITED STATES OR AS A SOLICITATION THERE IN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, LETTER OF OFFER SHOULD NOT BEFOR WARDED TO OR TRANSMITTED IN OR IN TO THE UNITED STATES AT ANYTIME.

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

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America;(ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may in fringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICIATION THERE IN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR IN TO ANY OTHER JURISDICTION AT ANYTIME.

Consents

Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Legal Advisors to the Issue, Statutory Auditor of the Company, Bankers to the Company, Registrar to the Company, Registrar to the Issue and the Bankers to the Issue to include their names in this Letter of Offer and to act in their respective capacities.

Expert Opinion

Except for the reports of the Auditor of our Company on the Audited Financial Information and Statement of Tax Benefits, included in the Letter of Offer, our Company has not obtained any expert opinions.

Performance vis-a-vis objects – Public/ Rights Issue of our Company

Our Company has not made any rights issues or public issues during the five years immediately preceding the date of this Letter of Offer.

Performance vis-a-vis objects–last issue of listed Subsidiaries or Associates

As of the date of this Letter of Offer, our Company does not have any Subsidiary or Associate Company.

Filing

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

As on the date of this Letter of Offer, there were no outstanding Investor complaints. As mentioned, our Company is registered with the SCORES. Consequently, Investor grievances are tracked online by our Company. The average time taken by the Registrar to the Issue for attending to routine grievances will be within 15 (Fifteen) 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.

Mechanism for redressal of Investor grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI LODR Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. **Purva Sharegistry (India) Pvt. Ltd. is our Registrar and Share Transfer Agent.** All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-issue or post-issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), 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 photo copy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see ***"Terms of the Issue"*** on page no. 154 of this Letter of Offer. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Investor Grievances arising out of this Issue Investors may contact the Registrar to the Issue at:

REGISTRAR TO THE ISSUE

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
SEBI Registration No.: INROQOO03241
Address: D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi,
Delhi– 110020, India
Telephone Number: 011 2681 2683, Fax No.: 011-26812682
Email Id: ipo@skylinerta.com
Investor Grievance E-mail ID: grievances@skylinerta.com
Website: www.skylinerta.com
Contact Person: Anuj Rana
CIN: U74899DL1995PTC07132

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

Mrs. Neha Prajapati is a Company Secretary and Compliance Officer of the Company.

SECTION IX – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company 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. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Relaxation Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.

The Eligible Equity Shareholders are requested to note that application in this issue can only be made through ASBA facility.

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA along with rules, the SEBI ICDR Regulations, the SEBI Listing Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchange 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, SEBI circulars SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, Circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 **("SEBI Rights Issue Circulars")**, our Company will send, only through email, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material to the email addresses of all the Eligible Equity Shareholders who have provided their email address to our Company. This Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their email addresses to our Company. In case email address of any Eligible Equity Shareholder is not available, our Company will make reasonable efforts to dispatch the Rights Entitlement Letter along with the Abridged Letter of Offer and the Application Form only to the Indian address, if provided, of such Eligible Equity Shareholder.

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

(i) Our Company at www.osivl.com
(ii) The Registrar to the Issue at ipo@skylinerta.com;
(iii) The Stock Exchange at www.bseindia.com

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (i.e., www.skylinerta.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.sefl.co.in).

Further, our Company will undertake all adequate steps to reach out to the Eligible Equity Shareholders.

Please note that neither our Company nor the Registrar to the Issue shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non - availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with the Stock Exchange. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

2. Facilities for Application in this Issue:

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, and SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 (Collectively hereafter referred to as **"SEBI Rights Issue Circulars")** all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process.. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 and SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 our Company will make use of advertisements etc., including in the form of crawlers/ tickers, to disseminate information relating to the Application process in India.

PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue on the basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, refer ***"Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders"*** on page no. 169 of this Letter of Offer.

Please note that one single Application Form shall be used by Shareholders to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Shareholders who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Shareholders will have to apply for the

Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Shareholders are required to submit a separate Application Form for each demat account.

Shareholders may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders are also advised to ensure that the Application Form is correctly filled up stating therein, 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.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/ electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, refer "**Grounds for Technical Rejection**" on page no. 163 of this Letter of Offer. Our Company, the Registrar to the Issue and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, refer ***"Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process"*** on page no. 158 of this Letter of Offer.

Options available to the Eligible Equity Shareholders:

Details of each Eligible Equity Shareholders RE will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at www.skylinerta.com and link of the same would also be available on the website of our Company at www.osivl.com Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein. The Eligible Equity Shareholders will have the option to:

- Apply for his Rights Entitlement in full;
- Apply for his Rights Entitlement in part (without renouncing the other part);
- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Apply for his Rights Entitlement in part and renounce the other part of the Rights Equity Shares; and
- Renounce his Rights Entitlement in full.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar to the Issue or our Company at least two working days prior to the Issue closing date i.e. on or before May 19, 2025, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in Terms of the Issue - "**Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form**" and "**Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner**" on page nos. 160 and 177 respectively of this Letter of Offer.

Making of an Application through the ASBA process

A shareholder, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of

the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an 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.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34

Please note that subject to SCSBs complying with the requirements of the SEBI master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar to the Issue 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.

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&intmId=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 master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 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 Rights Equity 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. 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.

Applications submitted to anyone other than the Designated Branches of the SCSB or using the optional mechanism are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the "**Application on Plain Paper under ASBA process**" on page no. 158 of this Letter of Offer.

Do's for Shareholders applying through ASBA:

1. Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.
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 Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
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 Form 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 in physical form or 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 Shareholders applying through ASBA:

1. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
2. Do not send your physical Application to the Registrar to the Issue, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
3. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
4. Do not submit Application Form using third party ASBA account.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar to the Issue and Stock Exchange. 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 Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not been titled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/ her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

a) Name of our Company, being Onesource Industries and Ventures Limited;
b) 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);
   c) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/ DP and Client ID;
   d) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
   e) Number of Equity Shares held as on Record Date;
   f) Allotment option – only dematerialized form;
   g) Number of Equity Shares entitled to;
   h) Number of Equity Shares applied for within the Rights Entitlements;
   i) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
   j) Total number of Equity Shares applied for;
   k) Total amount paid at the rate of Re. 1.00/- per Equity Share;
   l) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;

m) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
n) Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
o) 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
p) All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ***("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* ***("United States")*** *or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act* ***("Regulation S")****.*

I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States."

"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 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 said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ we are not in the United States and understand that neither us, nor the Registrar or any other person acting on behalf of us 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 us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) 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 Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act."

"I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulations or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act."

"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, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investors. The plain paper Application form at will be available on the website of the Registrar to the Issue at www.skylinerta.com.

Our Company and the Registrar to the Issue shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholder's Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. April 15, 2025 and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar to the Issue or our Company in the manner provided on the website of the Registrar to the Issue at www.skylinerta.com at least two working days prior to the Issue Closing Date i.e. on or before Monday, May 19, 2025, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date i.e. on or before Tuesday, May 21, 2025 They may also communicate with the Registrar with the help of the helpline number 011-26812682 and their email address at ipo@skylinerta.com

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar to the Issue, shall be credited in a demat suspense escrow account opened by our Company.

In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date, i.e on or before Monday, May 19, 2025 desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in ***Section Terms of the Issue - "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner" on page nos. 160 and 177 respectively of this Letter of Offer.***

Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date i.e. Tuesday, April 15, 2025 and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

a. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two working days prior to the Issue Closing Date i.e. on or before Monday, May 19, 2025.

b. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date i.e. on or before Tuesday, May 20, 2025.

c. The Eligible Equity Shareholders can access the Application Form from:

- the website of the Registrar to the Issue at www.skylinerta.com
- our Company at www.osivl.com; and
- the Stock Exchange at www.bseindia.com

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (i.e., www.skylinerta.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company i.e. www.osivl.com

The Eligible Equity Shareholders shall who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar to the Issue or our Company at least two working days prior to the Issue Closing Date i.e. on or before Monday May 19, 2025, may apply in this Issue during the Issue Period, on or before the Issue Closing Date i.e. on or before Tuesday, May 20, 2025. Such resident Eligible Equity Shareholders may be required to submit address, email address, contact details, copy of PAN and Client Master List, for verification of their application. Further, such resident Eligible Equity Shareholder can:

a. apply for its Rights Equity Shares to the full extent of its Rights Entitlements;

b. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); and
c. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares.

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE I.E. TUESDAY, APRIL 15, 2025 AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

For details of credit of the Rights Equity Shares to such resident Eligible Equity Shareholders, refer "***Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner***" on page no. 177 of this Letter of Offer.

Application for Additional Equity Shares

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in ***"Basis of Allotment"*** on page no. 176 of this Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements in full or part, cannot apply for additional Rights Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Rights Equity Shares.

Investors to kindly note that after purchasing the Rights Entitlements through On Market Renunciation/ Off Market Renunciation, an Application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the renounce on or before Issue Closing Date, then such Rights Entitlements will get lapsed and shall be extinguished after the Issue Closing Date and no Rights Equity Shares for such lapsed Rights Entitlements will be credited. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation/ Off Market Renunciation, please refer to the heading titled *"Procedure for Application through the ASBA process"* on page no. 156 of this Letter of Offer.

General instructions for Investors

(a) Please read the Letter of Offer and Application Form carefully to understand the Application process and applicable settlement process.

(b) In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date i.e. on or before Monday May 19, 2025, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period. Such Eligible Equity Shareholders must check the procedure for Application by and credit of Rights Equity Shares in ***Section Terms of the Issue - "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form***" and "***Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner*** *on page nos.* **160** *and* **177** *respectively of this Letter of Offer*.

(c) Please read the instructions on the Application Form sent to you.

(d) The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.

(e) Application should be made only through the ASBA facility.

(f) 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.

(g) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the "***Application on Plain Paper under ASBA process***" page no. 158 of this Letter of Offer.

(h) 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 either the ASBA process. Investors should carefullyread the provisions applicable to such Applications before making their Application through ASBA.

(i) 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.

(j) 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 i.e. Wednesday, May 21, 2025, 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.

(k) 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.

(l) In case of Application through ASBA facility, Investors are required to provide necessary details, including detailsof 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.

(m) All Applicants and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit"and no Allotment and credit of Rights Equity Shares pursuant to this Issue shall be made into the accounts of such Investors.

(n) 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 draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is madein contravention of this, the Application will be deemed invalid and the Application Money will be refunded and nointerest will be paid thereon.

(o) 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.

(p) 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.

(q) All communication in connection with Application for the Rights Equity Shares, including any change in address ofthe Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/ sole Applicant, folio numbers/ DP ID and Client ID and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.

(r) Only persons outside restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Rights Equity Shares under applicable securities laws are eligible to participate.

(s) Please note that subject to SCSBs complying with the requirements of SEBI master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 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.

(t) In terms of the SEBI master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, 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.

Do's:

(a) Ensure that the Application Form and necessary details are filled in.

(b) 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.

(c) 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.

(d) 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.

Don'ts:

(a) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.

(b) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.

(c) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.

(d) Do not pay the Application Money in cash, by money order, pay order or postal order.

(e) Do not submit multiple Applications.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

(a) DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.

(b) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.

(c) Sending an Application to the Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is nota SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.

(d) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.

(e) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen

pursuant to regulatory orders.

(f) Account holder not signing the Application or declaration mentioned therein.

(g) Submission of more than one application Form for Rights Entitlements available in a particular demat account.

(h) Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.

(i) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government,the residents of Sikkim and the officials appointed by the courts).

(j) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minorshaving valid demat accounts as per the demographic details provided by the Depositories.

(k) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

(l) Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.

(m) Physical Application Forms not duly signed by the sole or joint Investors.

(n) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal orderor outstation demand drafts.

(o) If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.

(p) Applications which have evidence of being executed or made in contravention of applicable securities laws.

(q) Applicants holding physical shares not submitting the documents.

(r) Application from investors who do not hold Rights Entitlement (REs) as on issue closing date in the demat account from which application is submitted.

(s) Applications supported by amounts blocked from a third party bank account.

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE I.E. TUESDAY, APRIL 15, 2025. 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 Rights Equity Shares are not allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or 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.

Applications by non-resident Shareholders

Payment from third party bank accounts.

Multiple Applications

A separate Application can be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Applications shall not be treated as multiple applications. For details, see "***Investment by Mutual Funds***" on page no. 167 of this Letter of Offer.

In cases where multiple Applications are submitted including cases where an Investor submits Application Forms along with a plain paper Application or multiple plain paper Applications, such Applications shall be treated as multiple applications and are liable to be rejected (other than multiple applications submitted by any of the Promoters or members of the Promoter Group to meet the minimum subscription requirements applicable to the Issue as described in "***Capital Structure***" on page no. 44 of this Letter of Offer.

No separate Application Forms for Rights Equity Shares in physical and/ or dematerialized form should be made. If such Application Forms are made, the Application Forms for Rights Equity Shares in physical form the Equity Shares will be treated as multiple Application Forms and is liable to be rejected.

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 28th November, 2024 pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Our Board in its meeting held on November 28, 2024 has approved to issue upto 49,00,00,000 (Forty Nine Crores) Equity Shares to the Eligible Equity Shareholders on Right Issue basis and then after Rights Issue Committee (authorized by Board) in their meeting held on Monday, April 07, 2025 approved issue of 48,89,25,000 (Forty Eight Crores Eighty Nine Lakhs Twenty Five Thousand) Equity Shares on Rights Issue basis at Re. 1.00/- (Rupee One Only) per Equity Share, in the ratio of 159 (One Hundred Fifty Nine) Rights Equity Shares for every 10 (Ten) Fully Paid-up Equity Shares as held by Eligible Equity Shareholders on the Record Date. The Issue Price of Re. 1.00/- (Rupee One Only) per Equity Share has been arrived at prior to determination of the Record Date.

Our Company has received "In-principle approval" from BSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in the Issue pursuant to letter dated **January 02, 2025**. Our Company will make application to BSE Limited to obtain its listing and trading approvals for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN INE125F20016 for the Rights Entitlements to be credited to the respective Demat accounts of the Equity Shareholders of our Company. For details, see ***"Terms of the Issue"*** on page no. 154 of the Letter of Offer.

PROCEDURE FOR APPLICATIONS BY CERTAIN CATEGORIES OF SHAREHOLDERS

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities

registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or 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 RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event(i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

1. Such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre–approved by the FPI.
3. No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centers where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the investors holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are in eligible to participate in this Issue under applicable securities laws and also from NRIs in Restricted Jurisdictions.

NRIs may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRIs who intend to make payment through NRO accounts shall use the Application form meant for resident Indians and shall not use the Application forms meant for reserved category.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian Company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully

diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian Company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian Company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Shareholders"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Shareholders will also require prior approval of the Government of India and each Shareholder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate our Company and the Registrar about such approval within the Issue Period.

NRI can make application in Rights Issue only through ASBA mode. In addition, NRI who is applying in the Rights Issue shall provide their Indian Postal Address to our Company on cs@osivl.com **or to RTA on** ipo@skylinerta.com **through email or through any mode through courier/ registered post. The details of Indian Postal Address should be supported with Utility Bill, Aadhar Card, Bank Statement revealing the Indian Address prior to closing of Rights Issue i.e. on or before May 21, 2025.**

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) Networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is Wednesday, May 21, 2025, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as maybe extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in **"Basis of Allotment"** on page no. 176 of 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 Stock Exchange, and or such extended time as permitted by the Stock Exchange.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An 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 investors applying through ASBA facility, may withdraw their application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form. Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares allotted, will be refunded/ unblocked in the respective bank accounts from which Application Money was received/ ASBA Accounts of the investors within a period 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.

Rights Entitlements

Eligible Equity Shareholders whose names appear as a beneficial owner in respect of the Equity Shares held in dematerialized form or appear in the register of members as an Equity Shareholder of our Company in respect of the Equity Shares held in physical form as on the Record Date, i.e Tuesday, April 15, 2025 are entitled to the number of Rights Equity Shares as set out in the Application Form. The link for the same shall also be available on the website of our Company www.osivl.com. Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. If the Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e. Tuesday April 15, 2025, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to communicate with the Registrar to the Issue in the manner provided on their website i.e. www.skylinerta.com They may also communicate with the Registrar to the Issue with the help of the helpline number 011-26812682 and their email address is ipo@skylinerta.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 i.e. Tuesday, April, 15, 2025.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form only to email addresses of Eligible Equity Shareholders who have provided an email address 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.

The Letter of Offer will be provided, only through email, by the Registrar to the Issue on behalf of our Company to the Eligible Equity Shareholders who have provided their email 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. The Letter of Offer, the Abridged Letter of Offer and the Application Form may also be accessed on the websites of the Registrar to the Issue and our Company through a link contained in the aforementioned email sent to email addresses of Eligible Equity Shareholders (provided that the Eligible Equity Shareholders is eligible to subscribe for the Rights Equity Shares under applicable securities laws) and on the Stock Exchange websites. The distribution of the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer will be filed with the Stock Exchange and submitted with SEBI for information and dissemination. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and 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 Rights Equity 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 Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in the 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 Rights Equity Shares under the laws of any jurisdiction which apply to such person.

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders. However, 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 Rights Entitlement Letter and the Application Form.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY 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 Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date i.e. Wednesday, April 30, 2025, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date Tuesday, April 15, 2025; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e Tuesday April 15, 2025 where 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. Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two working days prior to the Issue Closing Date to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renouncees

All rights or obligations of the Eligible Equity Shareholders in relation to Applications and refunds relating to the Issue shall, unless otherwise specified, apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer.

Applications by Overseas Corporate Bodies

By virtue of the Circular No. 14 dated September 16, 2003, issued by the RBI, Overseas Corporate Bodies **("OCBs")**, have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to OCBs) Regulations, 2003.

Accordingly, the existing Eligible Equity Shareholders of our Company who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renouncee shall not be able to renounce the same (whether for consideration or otherwise), in favour of OCB(s). The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003, that OCBs which are incorporated and are not and were not at any time subject to any adverse notice from the RBI, are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000, under the foreign direct investment scheme with the prior approval of Government of India if the investment is through the government approval route and with the prior approval of RBI if the investment is through automatic route on case by case basis. Eligible Equity Shareholders renouncing their rights in favour of such OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such RBI approval to our Company at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the Application Form.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange **(the "On Market Renunciation");** or (b) through an off-market transfer **(the "Off Market Renunciation")**, during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/ lying in his/ her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders/ Investors.

a) On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/ selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE125F20016 subject to requisite approvals. Prior to the Issue Opening Date, Wednesday, April 30, 2025 our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (One) Share. To clarify further, fractional entitlements are not eligible for trading.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Wednesday, April 30, 2025 to Friday, May 16, 2025 (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE125F20016 and indicating the details of the Rights Entitlements they intend to trade. The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will

be settled on trade-for-trade basis. Upon execution of the order, the stock- broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

b) Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date i.e. Wednesday, May 21, 2025 to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE125F20016, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholders' ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Shareholders in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds for this Letter of Offer. After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the 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.

In terms of RBI Circular DBOD No. FSCBC42/24.47.00/2003-04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Shareholders

All payments against the Application Forms shall be made only through ASBA facility or internet banking. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility or internet banking.

Mode of payment for Non-Resident Shareholders

As regards the Application by non-resident Shareholders, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

- Individual non-resident Indian Applicants who are permitted to subscribe to Rights Equity Shares by applicable local securities laws can obtain Application Forms on the websites of the Registrar or our Company.

Note: In case of non-resident Eligible Equity Shareholders, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall be sent to their email addresses if they have provided their email address to our Company or if they are located in certain jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, 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. Non-Resident Investors shall send their Right Entitlement credit request with ID proof to the Registrar to the Issue at ipo@skylinerta.com.

- Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Equity Shares may be restricted by applicable securities laws.

- 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.

- Eligible Non-Resident Equity Shareholders applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External **("NRE")** accounts, or Foreign Currency Non-Resident **("FCNR")** Accounts, and Eligible Non-Resident Equity Shareholders applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non - Resident Ordinary **("NRO")** accounts for the full amount payable, at the time of the submission of the Application Form to the SCSB. Applications received from NRIs and non-residents for allotment of the Rights Equity Shares shall be inter alia, subject to the conditions imposed from time to time by the RBI under the FEMA in the matter of refund of Application Money, allotment of Rights Equity Shares and issue of letter of allotment. If an NR or NRI Investors has specific approval from RBI, in connection with his shareholding, he should enclose a copy of such approval with the Application Form.

BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialized form and on the register of members of our Company in respect of our Equity Shares held in physical format the close of business hours on the Record Date i.e. Tuesday, April 15, 2025. decided in consultation with the Designated Stock Exchange, but excludes persons not eligible under the applicable laws, rules, regulations and guidelines.

PRINCIPAL TERMS OF THE RIGHTS EQUITY SHARES ISSUED UNDER THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of Re. 1.00/- (Rupee One Only) per share.

Issue Price

Each Rights Equity Share is being offered at a price of Re. 1.00/- (Rupee One Only) per Rights Equity Share, payable in full on Application, in the Issue. The Issue Price has been arrived at by our Company prior to the determination of the Record Date. The Issue Price and other relevant conditions are in accordance with Regulation 10(4) of the SEBI Takeover Regulations. The Board of Directors at its meeting held on Monday, April 07, 2025 has determined and approved the Issue Price.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 159 (One Hundred Fifty Nine) Rights Equity Shares for every 10 (Ten) Fully Paid-Up Equity Shares held on the Record Date i.e. Tuesday, April 15, 2025. The Board of Directors at its meeting held on Monday, April 07, 2025 has determined and approved the Rights Entitlement Ratio.

Rights of instrument holder

Each Rights Equity Share shall rank pari passu with the existing Equity Shares of the Company.

Terms of Payment

Full amount of Re. 1.00/- (Rupee One Only) per Equity Share shall be payable on Application.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 159 (One Hundred Fifty Nine) Equity Shares for every 10 (Ten) fully paid-up Equity Shares held by the eligible equity shareholders of our Company on the Record Date i.e. Tuesday, April 15, 2025. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 10 (Ten) Equity Shares or is not in multiples of Ten, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.

Ranking

The Rights Equity Shares to be issued and allotted pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association. The Rights Equity Shares to be issued and allotted pursuant to the Issue shall rank pari passu with the existing Equity Shares of our Company, in all respects including dividends.

Mode of payment of dividend

In the event of declaration of dividend, our Company shall pay dividend to the Eligible Equity Shareholders as per the provisions of the Companies Act and the provisions of the Articles of Association.

Listing and trading of the Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from BSE through letter bearing reference number LOD/RIGHT/TT/FIP/1617/2024-25. Our Company will apply to the Stock Exchange for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded under the ISIN: **INE125F01032,** BSE (Scrip Code: **530805**). The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchange, our Company shall refund through verifiable means/ unblock the respective ASBA Accounts, the entire monies received/ blocked within four days of receipt to intimation from the Stock Exchange, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoter and members of the Promoter Group

For details of the intent and extent of the subscription by our Promoters and Promoter Group, see "***Capital Structure***" on page no. 44 of this Letter of Offer.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Rights Equity Shareholders

Subject to applicable laws, the Rights Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote in person or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right to free transferability of Rights Equity Shares;
- The right to attend general meetings and exercise voting powers in accordance with law, unless prohibited by law; and
- Such other rights as may be available to a shareholder of a listed public Company under the Companies Act and Memorandum of Association and Articles of Association.

General Terms of the Issue

Market Lot

The Equity Shares of our Company are tradable only in dematerialized form. The market lot for Rights Equity Shares in dematerialised mode is 1 (One) Equity Share. To clarify further, fractional entitlements are not eligible for trading.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. An Investor can nominate any person by filling the relevant details in the Application Form in the space provided for this purpose.

Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholder holding Equity Shares in dematerialized form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Equity Shares shall be traded in dematerialized form only and, therefore, the market lot of Rights Entitlements shall be 1 (One) Equity Share and hence, no arrangements for disposal of odd lots are required.

New Financial Instruments

There are no new financial instruments like deep discount bonds, debentures with warrants, secured premium notes etc. issued by our Company.

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 Listing Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not effected

unless the securities are held in the dematerialized form with a depository.

Notices

In accordance with the SEBI ICDR Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send, only through email, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their email 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.

Further, our Company will undertake all adequate steps to dispatch the physical copies of the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, However, 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 Rights Entitlement Letter and the Application Form.

All statutory notices, required by applicable laws, to the Eligible Equity Shareholders required to be given by our Company shall be published in one (1) English language national daily newspaper with wide circulation, one (1) Hindi language national daily newspaper with wide circulation and one (1) Gujarati (Regional) daily newspaper with wide circulation at the place where our Registered Office is situated.

Offer to Non-Resident Eligible Equity Shareholders/ Shareholders

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ Letters of Allotment/ Allotment advice. If a non-resident or NRI Shareholders has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at www.skylinerta.com It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchange. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.,* from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been de recognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholder being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting the irrespective copies of self-attested proof of address, passport, etc. at ipo@skylinerta.com and cs@osivl.com

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE APRIL 15, 2025 FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/UNBLOCKING OF ASBA ACCOUNTS" ON PAGE NO. 177 OF THIS LETTER OF OFFER

Underwriting

The Issue is not underwritten.

Issue Schedule

Last date for credit of Rights Entitlements	Tuesday, April 29, 2025
Issue Opening Date	Wednesday, April 30, 2025
Last date for On-market renunciation of rights/ Date of closure of trading of Rights Entitlements#	Friday, May 16, 2025
Issue Closing Date*	Wednesday, May 21, 2025
Finalizing the basis of allotment with the Designated Stock Exchange (on or about)	Monday, June 02, 2025
Date of Allotment (on or about)	Monday, June 02, 2025
Date of Credit (on or about)	Tuesday, June 03, 2025
Date of Listing (on or about)	Friday, June 06, 2025

#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.
**Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*
***Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date i.e., Tuesday, April 15, 2025, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two working days prior to the Issue Closing Date, i.e., on or before Monday May 19, 2025, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., on or before Tuesday, May 20, 2025.

Basis of Allotment

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

(a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.

(b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

(c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares

held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

(e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

i) 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;
ii) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
iii) The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

In the event of over subscription, Allotment shall be made within the overall size of the Issue.

ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will issue and dispatch Allotment advice, refund instructions (including in respect of Applications made through the optional facility) or demat credit of securities and/or letters of regret, along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialized mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 days' period.

Investors residing at centers where clearing houses are managed by the RBI will get refunds through National Automated Clearing House **("NACH")** except where Investors have not provided the details required to send electronic refunds or where the investors are otherwise disclosed as applicable or eligible to get refunds through direct credit and real-time gross settlement **("RTGS")**.

The letter of allotment or refund order would be sent by permitted mode i.e. email, registered post or speed post to the sole/ first Investor's address provided by the Eligible Equity Shareholders to our Company. Such refund orders would be payable at par at all places where the Applications were originally accepted. The same would be marked 'Account Payee only' and would be drawn in favor of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.

Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Rights Equity Shares for non-receipt of demat account details in a timely manner.

In case of Allotment to resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date i.e., Tuesday April 15, 2025, have paid the Application Money and have not provided the details of their demat account to the Registrar or our Company at least two working days prior to the Issue Closing Date i.e. on or before Monday, May 19, 2025, the Registrar shall reject the application and will refund the application amount.

PAYMENT OF REFUND

Mode of making refunds

In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

Unblocking amounts blocked using ASBA facility.

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 centers specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centers where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Creditor RTGS.

National Electronic Fund Transfer ("NEFT") – Payment of refund shall be undertaken through NEFT wherever the Shareholders' bank has been assigned the Indian Financial System Code ("IFSC Code"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Shareholders through this method.

Direct Credit – Shareholders having bank accounts with the Banker(s) to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.

RTGS– If there fund amount exceeds Rs. 2,00,000/- the Shareholders have the option to receive refund through RTGS. Such eligible Shareholders who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investors bank receiving the credit would be borne by the Investors.

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 demands drawn in favour of the sole / first Shareholders and payable at par.

Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force, and is permitted 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.

Printing of Bank Particulars on Refund Orders

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders or refund warrants which can then be deposited only in the account specified. Our Company will, in no way, be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

Receipt of the Equity Shares in Dematerialized Form

The demat credit of securities to the respective beneficiary accounts or the demat suspense account (pending receipt of demat account details for Eligible Equity 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.

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO

WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/ REVERSED/ FAILED.

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and with CDSL which enables the Shareholders to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

i) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
ii) It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.
iii) The responsibility for correctness of information filled in the Application Form *vis-à-vis* such information with the Shareholder's depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholder's depository participant.
iv) If in complete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
v) The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form / with IEPF authority/ in suspense, *etc*.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.
vi) Non-transferable Allotment advice / refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.
vii) Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
viii) Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure

Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares in this Issue must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in Section Terms of the Issue - "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Credit and Transfer of Rights Equity Shares in case of Shareholders holding Equity Shares in Physical Form" on page nos. 160 and 177 respectively of this Letter of Offer.

IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.*"

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least Rs. 10 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than Rs. 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 imprisonment for a term extending up to five years or fine of an amount extending up to Rs. 50 lakhs or with both.

UTILISATION OF ISSUE PROCEEDS

Our Board of Directors declares that:

(a) All monies received out of the Issue shall be transferred to a separate bank account;
(b) Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
(c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
(d) Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

a) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
b) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchange where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.
c) 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.
d) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 4 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
e) No further issue of securities affecting our Company's Equity Share capital shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription etc.
f) In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
g) Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to non-ASBA Applications while finalizing the Basis of Allotment.
h) At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
i) Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
j) Our Company accepts full responsibility for the accuracy of information given in this Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

Minimum subscription

In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date in accordance with SEBI master circular bearing circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors who are "officers in default" shall pay interest for the delayed period, at such rates as prescribed under the applicable laws.

Withdrawal of the Issue

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, Our Company reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date, a public notice within 2 (Two) working days of the Issue Closing Date i.e. on or before Monday May 19, 2025 or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared and the Stock Exchange will also be informed promptly.

The Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1(One) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchange.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in "***Risk Factors***" on page no. 24 of this Letter of Offer.

2. All enquiries in connection with the Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "**Onesource Industries and Ventures Limited-Rights Issue**" on the envelope to the Registrar at the following address:

   SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
   CIN: U74899DL1995PTC071324
   D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi, Delhi– 110020, India
   Telephone Number: 011 2681 2683, Fax No.: 011-26812682
   Email Id: ipo@skylinerta.com
   Investor Grievance E-mail ID: grievances@skylinerta.com
   Website: www.skylinerta.com
   Contact Person: Anuj Rana
   SEBI Registration No.: INROQOO03241

   1. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/electronic dedicated Investors helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available on the website of the Registrar at www.skylinerta.com Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is at 011-26812682

2. The Shareholders can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: www.skylinerta.com or mail at ipo@skylinerta.com

- Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company at 011-26812682, +91-96856 34568.

- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form email at ipo@skylinerta.com

- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders at email id at ipo@skylinerta.com

This Issue will remain open for a minimum 7 (Seven) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy upto any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion)("**DPIIT**"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("**FDI Circular 2020**"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e. any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Our Company will not be responsible for any allotments made by relying on such approvals. Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an 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 this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the documents for inspection referred to hereunder, would be available at the registered office of the Company from the date of this Letter of Offer until the Issue Closing Date.

A. MATERIAL CONTRACTS

1. Registrar Agreement dated, April 03, 2025 entered into between our Company and the Registrar to the Issue.

2. Escrow Agreement dated April 07, 2025 amongst our Company, the Registrar to the Issue and the Bankers to the Issue.

B. DOCUMENTS FOR INSPECTION

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.

2. Certificate of Incorporation dated December 08, 1994.

3. Certificate of incorporation pursuant to name change of the Company to Onesource Industries and Ventures Limited dated 27th Day of September, 2024.

4. Resolution of the Board of Directors dated November 28, 2024 in relation to the Issue.

5. Resolution of the Board of Directors dated April 07, 2025 approving issue details like price, number of shares and ratio etc.

6. Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Legal Advisors to the Issue, Advisors to the Issue, Statutory Auditor of the Company, Bankers to the Company, Registrar to the Company, Registrar to the Issue and the Bankers to the Issue to include their names in this Letter of Offer and to act in their respective capacities.

7. Annual Reports of the Company for the past three years.

8. Tripartite Agreement dated February 11, 2014 between our Company, NSDL and the Registrar and Share Transfer Agent of the Company.

9. Tripartite Agreement dated February 14, 2014 between our Company, CSDL and the Registrar and Share Transfer Agent of the Company.

10. Statement of Tax Benefits dated April 03, 2025 from the Statutory Auditor included in this Letter of Offer.

11. In-principle approval letter dated January 02, 2025 issued by BSE Limited.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

We hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue and the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-
Vibhu Maurya
(Managing Director)
DIN: 06458105

Sd/-
Atul Chauhan
(Independent Director)
DIN: 00465990

Sd/-
Ankit Kotwani
(Non-Executive and Non-Independent Director)
DIN: 09184682

Sd/-
Sachin Maurya
(Non-Executive and Non-Independent Director)
DIN:05295874

Sd/-
Harshaben Tolaram Bhagwani
(Independent Director)
DIN: 10739148

Sd/-
Ritik Wagh
(Independent Director)
DIN: 10768388

Sd/-
Rahul Kumar Lalwani
(Independent Director)
DIN: 10768522

SIGNED BY THE KEY MANAGERIAL PERSONNEL(S) OF THE COMPANY

Sd/-
Neha Prajapati
(Company Secretary and Compliance Officer)

Sd/-
Vibhu Maurya
(Chief Financial Officer)

Date: April 07, 2025
Place: Bhopal